Dorman Products, Inc.
Form 10-Q
August 04, 2006

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended July 1, 2006

or

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

For the transition period from ____________________ to ____________________
Commission File Number 0-18914

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

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

(215)997-1800
(Registrant's telephone number, including area code)

R&B, Inc.
(Former name, former address and former fiscal year, if changed since last report)

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

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

Large accelerated filer ___ Accelerated filer X Non-accelerated filer __

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

As of date August 1, 2006 the registrant had 17,704,590 shares of common stock, $.01 par value, outstanding.

DORMAN PRODUCTS, INC. stocktickerAND SUBSIDIARIES
INDEX TO QUARTERLY REPORT ON stocktickerFORM 10-Q
July 1, 2006

PART I. FINANCIAL INFORMATION

Item 1. CONSOLIDATED FINANCIAL STATEMENTS

DORMAN PRODUCTS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	For the Thirteen Weeks Ended	
(in thousands, except per share data)	July 1, 2006	June 25, 2005
Net Sales	$ 74,187	$ 68,611
Cost of goods sold	47,500	43,668
Gross profit	26,687	24,943
Selling, general and administrative expenses	19,333	16,925
Goodwill impairment	2,897	-
Income from operations	4,457	8,018
Interest expense, net	631	682
Income before taxes	3,826	7,336
Provision for taxes	2,910	2,708
Net Income	$ 916	$ 4,628
Earnings Per Share:		
Basic	$ 0.05	$ 0.26
Diluted	$ 0.05	$ 0.25
Average Shares Outstanding:		
Basic	17,730	17,927
Diluted	18,147	18,464

See accompanying notes to consolidated financial statements.

DORMAN PRODUCTS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	For the Twenty-six Weeks Ended	
(in thousands, except per share data)	July 1, 2006	June 25, 2005
Net Sales	$ 143,052	$ 129,842

Cost of goods sold	91,676	82,206
Gross profit	51,376	47,636
Selling, general and administrative expenses	37,992	33,548
Goodwill impairment	2,897	-
Income from operations	10,487	14,088
Interest expense, net	1,221	1,289
Income before taxes	9,266	12,799
Provision for taxes	4,930	4,717
Net Income	$ 4,336	$ 8,082
Earnings Per Share:		
Basic	$ 0.24	$ 0.45
Diluted	$ 0.24	$ 0.44
Average Shares Outstanding:		
Basic	17,738	17,906
Diluted	18,153	18,457

See accompanying notes to consolidated financial statements.

DORMAN PRODUCTS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(in thousands, except share data)	July 1, 2006	December 31, 2005
Assets	(unaudited)	
Current Assets:		
Cash and cash equivalents	$ 4,891	$ 2,944
Accounts receivable, less allowance for doubtful accounts and customer credits of $24,171 and $22,728	61,597	64,778
Inventories	75,994	75,535
Deferred income taxes	10,033	9,560
Prepaids and other current assets	1,672	1,545
Total current assets	154,187	154,362
Property, Plant and Equipment, net	28,025	27,473
Goodwill	27,000	29,617
Other Assets	920	704
Total	$ 210,132	$ 212,156
Liabilities and Shareholders' Equity		
Current Liabilities:		
Current portion of long-term debt	$ 8,571	$ 8,571
Accounts payable	12,143	14,739
Accrued compensation	6,372	6,727
Other accrued liabilities	5,719	8,513
Total current liabilities	32,805	38,550
Other Long-Term Liabilities	-	626
Long-Term Debt	25,643	27,243
Deferred Income Taxes	7,768	7,195
Commitments and Contingencies		
Shareholders' Equity:		
Common stock, par value $.01; authorized 25,000,000 shares; issued 17,717,617 and 17,749,583	177	177

Additional paid-in capital..................		33,012		33,138
Cumulative translation adjustments...........		2,434		1,270
Retained earnings...........................		108,293		103,957
Total shareholders' equity..................		143,916		138,542
Total..................................	$	210,132	$	212,156

See accompanying notes to consolidated financial statements.

DORMAN PRODUCTS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

(in thousands)		For the Twenty-six Weeks Ended July 1 2006		June 25 2005
Cash Flows from Operating Activities:				
Net income	$	4,336	$	8,082
Adjustments to reconcile net income to cash provided by (used in) operating activities:				
Depreciation and amortization................		3,281		2,774
Goodwill impairment.........................		2,897		-
Provision for doubtful accounts..............		798		133
Provision for deferred income tax...........		117		574
Changes in assets and liabilities:				
Accounts receivable.........................		2,673		(6,087)
Inventories.................................		146		(7,820)
Prepaids and other current assets...........		(98)		293
Other assets................................		(246)		-
Accounts payable............................		(2,756)		(576)
Accrued compensation and other liabilities...		(2,810)		(2,270)
Other long-term liabilities.................		(626)		(211)
Cash provided by (used in) operating activities.		7,712		(5,108)
Cash Flows from Investing Activities:				
Property, plant and equipment additions......		(3,795)		(4,113)
Business acquisition, net of cash acquired		-		(1,680)
Cash used in investing activities..........		(3,795)		(5,793)
Cash Flows from Financing Activities:				
Net (repayment) proceeds from revolving credit facility...........................		(1,600)		5,750
Proceeds from exercise of stock options......		15		60
Purchase and cancellation of common stock....		(385)		-
Cash (used in) provided by financing activities....		(1,970)		5,810
Net Increase (Decrease) in Cash and Cash Equivalents....		1,947		(5,091)
Cash and Cash Equivalents, Beginning of Period...		2,944		7,152
Cash and Cash Equivalents, End of Period........	$	4,891	$	2,061
Supplemental Cash Flow Information.............				
Cash paid for interest expense..............	$	1,199	$	1,231
Cash paid for income taxes..................	$	4,579	$	3,998

See accompanying notes to consolidated financial statements.

DORMAN PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE TWENTY-SIX WEEKS ENDED JULY 1, 2006 AND JUNE 25, 2005 (UNAUDITED)

1. Basis of Presentation

Effective May 24, 2006, the Company changed its name from R&B, Inc. to Dorman Products, Inc.(the "Company").

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. However, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the twenty-six week period ended July 1, 2006 are not necessarily indicative of the results that may be expected for the fiscal year ending December 30, 2006. The Company may experience significant fluctuations from quarter to quarter in its results of operations due to the timing of orders placed by the Company's customers. Generally, the second and third quarters have the highest level of customer orders, but the introduction of new products and product lines to customers may cause significant fluctuations from quarter to quarter. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2005.

2. Sales of Accounts Receivable

The Company has entered into several customer sponsored programs administered by unrelated financial institutions that permit the Company to sell, without recourse, certain accounts receivable at discounted rates to the financial institutions. The Company does not retain any servicing requirements for these accounts receivable. Transactions under these agreements are accounted for as sales of accounts receivable following the provisions of Statement of Financial Accounting Standards (SFAS) No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities - A Replacement of FASB Statement 125." At July 1, 2006 and December 31, 2005, respectively, $27.1 million and $23.2 million of accounts receivable were sold and removed from the consolidated balance sheets. Selling, general and administrative expenses for the twenty-six weeks ended July 1, 2006 and June 25, 2005 include $1.0 million and $0.5 million, respectively, in financing costs associated with these accounts receivable sales programs.

3. Inventories

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

(in thousands)	Juy 1 2006	December 31 2005
Bulk product..............................	$ 29,771	$ 30,548
Finished product.........................	43,381	42,317
Packaging materials......................	2,842	2,670
Total....................................	$ 75,994	$ 75,535

Included in finished product as of dateMonth7Day1Year2006July 1, 2006 is approximately $1.7 million in inventory held on consignment with one customer.

4. Goodwill

During the thirteen weeks ended July 1, 2006, the Company assessed the value of the goodwill recorded at its Swedish subsidiary (Scan-Tech) as a result of a review of the Scan-Tech business in response to bad debt charge offs at two large customers and the resulting loss of those customers in the first half of the year. After completing the required analyses, the Company concluded that the goodwill balance existing at the subsidiary was impaired. Accordingly, an impairment charge of approximately $2.9 million, which represents the entire goodwill balance at the subsidiary, was recorded in the consolidated statements of operations. In addition, the Company recorded a $0.3 million charge to its provision for income taxes to write off deferred tax assets of the subsidiary which it deemed unrealizable.

In June 2005, the Company acquired The Automotive Edge/Hermoff (Hermoff) for approximately $1.7 million. The consolidated results include Hermoff since June 1, 2005. The Company has not presented pro forma results of operations for the twenty-six weeks ended June 25, 2005 assuming the acquisition had occurred at the beginning of the period as this result would not have been materially different than actual results for the period. Total goodwill recognized in connection with the acquisition was $0.9 million.

Goodwill activity for the twenty-six weeks ended July 1, 2006 is as follows (in thousands):

Balance, December 31, 2005	$ 29,617
Goodwill impairment	(2,897)
Acquisition adjustments	125
Translation	155
Balance, July 1, 2006	$ 27,000

5. Stock-Based Compensation

Effective May 18, 2000, the Company amended and restated its incentive Stock Option Plan (the "Plan"). Under the terms of the Plan, the Board of Directors of the Company may grant incentive stock options or non-qualified stock options or combinations thereof to purchase up to 2,345,000 shares of common stock to officers, directors and employees. Grants under the Plan must be made within 10 years of the plan amendment date and are exercisable at the discretion of the Board of Directors, but in no event more than 10 years from the date of grant. At July 1, 2006, options to acquire 278,760 shares were available for grant under the Plan.

Effective date January 1, 2006, the Company adopted SFAS No. 123R and related interpretations and began expensing the grant-date fair value of employee stock options. Prior to January 1, 2006, the Company applied

Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued

to Employees," and related interpretations in accounting for its stock option plans. Accordingly, no compensation expense was recognized in net income for employee stock options for those options granted which had an exercise price equal to the market value of the underlying common stock on the date of grant.

The Company adopted SFAS No. 123R using the modified prospective transition method and therefore has not restated prior periods. Under this transition method, compensation cost associated with employee stock options recognized in 2006 includes amortization related to the remaining unvested portion of stock option awards granted prior to January 1, 2006, and amortization related to new awards granted after January 1, 2006. Prior to the adoption of SFAS No. 123R, the Company presented tax benefits resulting from stock-based compensation as operating cash flows in the consolidated statements of cash flows. SFAS No. 123R requires that cash flows resulting from tax deductions in excess of compensation cost recognized in the financial statements be classified as financing cash flows.

Compensation cost is recognized on a straight-line basis over the vesting period during which employees perform related services. The compensation cost charged against income for the thirteen and twenty-six week periods ended July 1, 2006 was $126,000 and $243,000 before taxes, respectively. The compensation cost recognized is classified as selling, general and administrative expense in the consolidated statement of operations.
No cost was capitalized during fiscal 2006. The Company included a forfeiture assumption of 2.6% in the calculation of expense.

The fair value of options granted in 2006 was estimated using the Black-Scholes option valuation model that used the assumptions noted in the table below. Expected volatility and expected dividend yield are based on the actual historical experience of the Company's stock. The expected life represents the period of time that options granted are expected to be outstanding and was calculated using the simplified method prescribed by the Securities and Exchange Commission Staff Accounting Bulletin No. 107. The risk-free rate is based on the U.S. Treasury security with terms equal to the expected time of exercise as of the grant date.

Expected dividend yield......................	0%
Expected stock price volatility...........	47.1%
Risk-free interest rate....................	4.3%
Expected life of options...................	6.5 years

The weighted-average grant-date fair value of options granted during 2006 was $4.83 per option.

Transactions under the Plan for 2006 were as follows:

	Shares	Weighted Average Price	Weighted Average Remaning Term (In years)	Aggregate Intrinsic Value
Balance at December 31, 2005	995,216	$ 4.80		
Granted........................	20,000	9.15		
Exercised......................	(7,200)	1.07		
Canceled.......................	(1,200)	3.02		
Balance at July 1, 2006......	1,006,816	$ 4.92	6.2	$ 6,358,000
Options exercisable at July 1, 2006	631,916	$ 2.54	5.2	$ 5,491,000

The total intrinsic value of stock options exercised during 2006 was $66,000.

As of July 1, 2006, there was approximately $1.4 million of unrecognized compensation cost related to nonvested stock options, which is expected to be recognized over a weighted-average period of approximately 3.0 years.

Cash received from option exercises during 2006 was $8,000. The total tax benefit generated from options granted prior to anuary 1, 2006, which were exercised during 2006, was approximately $10,000 and was credited to additional paid in capital.

In November 2005, the FASB issued FSP No. FAS 123(R)-3, "Transition Election Related to Accounting for the Tax Effects of Share-Based Payment Awards." This FSP provides an elective alternative transition method for calculating the pool of excess tax benefits available to absorb tax deficiencies recognized subsequent to the adoption of SFAS No. 123R. Companies may take up to one year from the effective date of the FSP to evaluate the available transition alternatives and make a one-time election as to which method to adopt. The Company is currently in the process of evaluating the alternative methods.

6. Earnings Per Share

The following table sets forth the computation of basic earnings per share and diluted earnings per share for the thirteen and twenty-six week periods ended July 1, 2006 and June 25, 2005:

(in thousands, except per share data)	Thirteen Weeks Ended July 1 2006	Thirteen Weeks Ended June 25 2005	Twenty-Six Weeks Ended July 1 2006	Twenty-Six Weeks Ended June 25 2005
Numerator:				
Net income............................	$ 916	$ 4,628	$4,336	$ 8,082
Denominator:				
Weighted average shares outstanding used in basic earnings per share calculation..	17,730	17,927	17,738	17,906
Effect of dilutive stock options............	417	537	415	551

Adjusted weighted average shares outstanding diluted earnings per share..	18,147	18,464	18,153	18,457
Basic earnings per share..................	$ 0.05	$ 0.26	$ 0.24	$ 0.45
Diluted earnings per share...............	$ 0.05	$ 0.25	$ 0.24	$ 0.44

Options to purchase 193,500 shares were outstanding at July 1, 2006, but were not included in the computation of diluted earnings per common share, as their effect would have been antidilutive. No outstanding options at June 25, 2005 were excluded from the computation of diluted earnings per share.

Through 2005, the Company applied Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations in accounting for its stock option plans. Accordingly, no compensation expense for stock options was recognized. If compensation cost for these plans had been determined using the fair-value method prescribed by SFAS No. 123, "Accounting for Stock-Based Compensation," the Company's net income and earnings per share for the thirteen weeks ended June 25, 2005 would have been reduced to the following pro forma amounts (in thousands, except per share data):

	Thirteen Weeks Ended June 25, 2005	Twenty-Six Weeks Ended June 25, 2005
Net income, as reported..................	$ 4,628	$ 8,082
Less: Stock-based compensation expense, net of related tax effects, determined under the fair value based method for all awards.........................	(61)	(121)
Net income, pro forma..................	$ 4,567	$ 7,961
Earnings per share:		
Basic - as reported	$ 0.26	$ 0.45
Basic - pro forma	$ 0.25	$ 0.44
Diluted - as reported	$ 0.25	$ 0.44
Diluted - pro forma	$ 0.25	$ 0.43

The fair value of each option grant was estimated on the date of grant using the Black-Scholes option valuation model with the following weighted average assumptions for 2005:

Expected dividend yield.........................	0%
Expected stock price volatility.................	47%
Risk-free interest rate........................	3.9%
Expected life of option........................	7.5 years

On February 24, 2005, the Company's Board of Directors approved a two-for-one split of the Company's common stock, payable in the form of a stock dividend of one share for each share held. The Board set March 15, 2005 as the record date for the determination of the shareholders entitled to receive the additional shares. The shares were distributed to the shareholders of record on March 28, 2005. All earnings per share and common stock information is presented as if the stock split occurred prior to the earliest period included in these consolidated financial statements.

7. Related-Party Transactions

The Company has entered into a noncancelable operating lease for its primary operating facility from a partnership in which Richard N. Berman, the Company's Chief Executive Officer, and Steven L. Berman, the Company's Executive Vice President, are partners. Total rental payments in 2005 to the partnership under the lease arrangement was $1.3 million.

8. Subsequent Event

In July 2006, the Company amended its Revolving Credit Facility. The amended facility extended the expiration date from June 2007 to June 2008. The July 2006 amendment also increased the total credit facility from $20 million to $30 million. Borrowings under the amended facility are on an unsecured basis with interest rates ranging from LIBOR plus 65 basis points to LIBOR plus 150 basis points based upon the achievement of certain benchmarks related to the ratio of funded debt to EBITDA. The loan agreement also contains covenants, the most restrictive of which pertain to net worth and the ratio of debt to EBITDA. The borrowings under the Revolving Credit Facility as of July 1, 2006 have been included in long-term debt in the accompanying consolidated balance sheet.

9. New Accounting Pronouncements

In June 2006, the Financial Accounting Standards Board (FASB) issued FIN 48, Accounting for Uncertainty in Income Taxes--an interpretation of FASB Statement No. 109, Accounting for Income Taxes, which clarifies the accounting for uncertainty in income taxes. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Interpretation requires that the Company recognize in the financial statements, the impact of a tax position, if that position is more likely than not of being sustained on audit, based on the technical merits of the position. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods and disclosure. The provisions of FIN 48 are effective beginning January 1, 2007 with the cumulative effect of the change in accounting principle recorded as an adjustment to opening retained earnings.
The Company is currently evaluating the impact of adopting FIN 48 on the financial statements.

In May 2005, the FASB issued SFAS No. 154, "Accounting Changes and Error Corrections". SFAS No. 154 is a replacement of stocktickerABP No. 20 and FSAB Statement No. 3. SFAS No. 154 provides guidance on the accounting for and reporting of accounting changes and error corrections. It establishes retrospective application as the required method for reporting a change in accounting principle. SFAS No. 154 provides guidance for determining whether retrospective application of a change in accounting principle is impracticable and for reporting a change when retrospective application is impracticable. The reporting of a correction of an error by restating previously issued financial statements is also addressed by SFAS No. 154. SFAS No. 154 is effective for accounting changes and corrections of errors made in fiscal

years beginning after December 15, 2005. The adoption of this statement did not have an impact on the Company's consolidated financial condition or results of operations.

In December 2004, the FASB issued SFAS No. 151 "Inventory Costs, an

Amendment of ARB No. 43, Chapter 4". SFAS No. 151 clarifies the accounting for abnormal amounts of idle facility expense, freight, handling costs and wasted material and requires that these items be recognized as current period charges. SFAS No. 151 applies only to inventory costs incurred during periods beginning after the effective date and also requires that the allocation of fixed production overhead to conversion costs be based on the normal capacity of the production facilities. SFAS No. 151 is effective for the Company's fiscal year beginning January 1, 2006. The adoption of this statement did not have a material effect on the results of operations.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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Overview

The Company is a leading supplier of Original Equipment (OE) Dealer "Exclusive" automotive replacement parts, automotive hardware, brake products, and household hardware to the automotive aftermarket and mass merchandise markets. Dorman automotive parts and hardware are marketed under the OE Solutions(TM), HELP!(R), AutoGrade(TM), First Stop(TM), Conduct-Tite(R), Pik-A-Nut(R), and Scan-Tech(TM) brand names. The Company designs, packages and markets over 73,000 different automotive replacement parts (including brake parts), fasteners and service line products manufactured to its specifications. The Company's products are sold under one of the seven Dorman brand names. The Company's products are sold primarily in the United States through automotive aftermarket retailers (such as AutoZone, Advance and O'Reilly), national, regional and local warehouse distributors (such as Carquest and NAPA) and specialty markets including parts manufacturers for resale under their own private labels and salvage yards. Through its Scan-Tech and Hermoff subsidiaries, the Company is increasing its international distribution of automotive replacement parts, with sales into Canada, Europe, the Middle East and the Far East.

The automotive aftermarket in which the Company competes has been growing in size; however, the market continues to consolidate. As a result, the Company's customers regularly seek more favorable pricing, product returns and extended payment terms when negotiating with the Company. While the Company does its best to avoid such concessions, in some cases payment terms to customers have been extended and returns of product have exceeded historical levels. The product returns and more favorable pricing primarily affect the Company's profit levels while terms extensions generally reduce operating cash flow and require additional capital to finance the business. Management expects both of these trends to continue for the foreseeable future.

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

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

The Company operates on a fifty-two, fifty-three week period ending on the last Saturday of the calendar year.

Cautionary Statement Regarding Forward Looking Statements

Certain statements in this document constitute "forward-looking statements" within the meaning of the Federal Private Securities Litigation Reform Act of 1995. While forward-looking statements sometimes are presented with numerical specificity, they are based on various assumptions made by management regarding future circumstances over many of which the Company has little or no control. Forward-looking statement may be identified by words including "anticipate," "believe," "estimate," "expect," and similar expressions. The Company cautions readers that forward-looking statements,

including, without limitation, those relating to future business prospects, revenues, working capital, liquidity, and income, are subject to certain risks and uncertainties that would cause actual results to differ materially from those indicated in the forward-looking statements. Factors that could cause actual results to differ from forward-looking statements include but are not limited to competition in the automotive aftermarket industry, concentration of the Company's sales and accounts receivable among a small number of customer, the impact of consolidation in the automotive aftermarket industry, foreign currency fluctuations, dependence on senior management and other risks and factors identified from time to time in the reports the Company files with the Securities and Exchange Commission. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. For additional information concerning factors that could cause actual results to differ materially from the information contained in this report, reference is made to the information in Part I, "Item 1A, Risk Factors" in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005.

Stock Split

All prior period common stock and applicable share and per share amounts have been retroactively adjusted to reflect a two-for-one split in the form of a stock dividend of the Company's Common Stock effective March 28, 2005.

Write Off of Goodwill and Deferred Tax Asset Related to Swedish Subsidiary

During the thirteen weeks ended July 1, 2006, the Company assessed the value of the goodwill recorded at its Swedish subsidiary (Scan-Tech) as a result of a review of the Scan-Tech business in response to bad debt charge offs at two large customers and the resulting loss of those customers in the first half of the year. After completing the required analyses, the Company concluded that the goodwill balance existing at the subsidiary was impaired. Accordingly, an impairment charge of approximately $2.9 million, which represented the entire goodwill balance at the subsidiary, was recorded in the consolidated statements of operations. In addition, the Company recorded a

$0.3 million charge to its provision for income taxes to write off deferred tax assets of the subsidiary which it deemed unrealizable.

Acquisition

In June 2005, the Company acquired The Automotive Edge/Hermoff ("Hermoff") for approximately $1.7 million. The consolidated results include Hermoff since June 1, 2005. The Company has not presented pro forma results of operations for the period ended June 25, 2005, assuming the acquisition had occurred at the beginning of the respective periods, as these results would not have been materially different than actual results for the periods.

Stock-Based Compensation

Effective January 1, 2006, the Company adopted SFAS No. 123R and related interpretations and began expensing the grant-date fair value of employee stock options. Prior to January 1, 2006, the Company applied Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations in accounting for its stock option plans. Accordingly, no compensation expense was recognized in net income for employee stock options for those options granted which had an exercise price equal to the market value of the underlying common stock on the date of grant.

The Company adopted SFAS No. 123R using the modified prospective transition method and therefore has not restated prior periods. Under this transition method, compensation cost associated with employee stock options recognized in 2006 includes amortization related to the remaining unvested portion of stock option awards granted prior to January 1, 2006, and amortization related to new awards granted after January 1, 2006. Prior to the adoption of SFAS No. 123R, the Company presented tax benefits

resulting from stock-based compensation as operating cash flows in the consolidated statements of cash flows. SFAS No. 123R requires that cash flows resulting from tax deductions in excess of compensation cost recognized in the financial statements be classified as financing cash flows.

Compensation cost is recognized on a straight-line basis over the vesting period during which employees perform related services. The compensation cost charged against income for the thirteen and twenty-six week periods ended July 1, 2006 was $126,000 and $243,000 before taxes, respectively. The compensation cost recognized is classified as selling, general and administrative expense in the consolidated statement of operations. No cost was capitalized during fiscal 2006. The Company included a forfeiture assumption of 2.6% in the calculation of expense.

Results of Operations

The following table sets forth, for the periods indicated, the percentage of net sales represented by certain items in the Company's Consolidated Statements of Operations:

	Percentage of Net Sales For the Thirteen Weeks Ended		Percentage of Net Sales For the Twenty-Six Weeks Ended	
	July 1, 2006	June 25, 2005	July 1, 2006	June 25, 2005
Net Sales............	100.0%	100.0%	100.0%	100.0%
Cost of goods sold.......	64.0	63.6	64.1	63.3

Gross profit.........	36.0	36.4	35.9	36.7
Selling, general and administrative expenses..	26.1	24.7	26.6	25.8
Goodwill impairment.....	3.9	-	2.0	-
Income from operations..	6.0	11.7	7.3	10.9
Interest expense, net...	0.8	1.0	0.8	1.0
Income before taxes.....	5.2	10.7	6.5	9.9
Provision for taxes......	4.0	4.0	3.5	3.7
Net Income.............	1.2%	6.7%	3.0%	6.2%

Thirteen Weeks Ended July 1, 2006 Compared to Thirteen Weeks Ended June 25, 2005

Net sales increased 8% to $74.2 million for the thirteen weeks ended July 1, 2006 from $68.6 million for the same period in 2005. Sales volume during this period increased as a result of continued sales growth from products introduced within the last twenty-four months.

Cost of goods sold, as a percentage of sales, increased to 64.0% for the thirteen weeks ended July 1, 2006 from 63.6% in the same period last year. The Company has experienced gross margin reductions in several product lines as a result of higher customer returns and allowances and selling price reductions due to competitive pressures.

Selling, general and administrative expenses for the thirteen weeks ended July 1, 2006 increased $2.4 million, or 14%, to $19.3 million from $16.9 million for the same period in 2005. This increase was the result of the Company's decision to invest additional resources in new product development and promotional support, volume-driven variable expense increases, inflationary increases in wages and other costs, and a $0.6 million write-off of accounts receivable after the loss of two large customers of the Company's Swedish subsidiary. Selling, general and administrative expenses for the thirteen weeks ended July 1, 2006 and June 25, 2005 include $0.5 million and $0.2 million, respectively, in financing costs associated with accounts receivable sales programs whereby the Company sells its accounts receivable on a non-recourse basis to financial institutions.

As noted above, the Company recorded a $2.9 million charge in the second quarter of 2006 to write off the goodwill of its Swedish subsidiary.

Interest expense, net, was slightly lower in the thirteen weeks ended July 1, 2006 as the benefit of lower borrowing levels in the current year was partially offset by higher interest rates on the Company's revolving credit facility.

The Company's effective tax rate increased to 76.1% for the thirteen weeks ended July 1, 2006 from 36.9% for the thirteen weeks ended June 25, 2005. The increase is primarily the result of the $2.9 million goodwill impairment charge which is not tax deductible and therefore had no income tax benefit associated with it. In addition, the Company's provision for income taxes for the thirteen weeks ended July 1, 2006, includes a $0.3 million charge to write off deferred tax assets.

Twenty-six Weeks Ended July 1, 2006 Compared to Twenty-six Weeks Ended June 25, 2005

Net sales increased 10% to $143.1 million for the twenty-six weeks ended July 1, 2006 from $129.8 million for the same period in 2005. Sales volume in 2006 increased as a result of continued sales growth from products introduced within the last twenty-four months.

Cost of goods sold, as a percentage of sales, increased to 64.1% for the twenty-six weeks ended July 1, 2006 from 63.3% in the same period last year. The Company has experienced gross margin reductions in several product lines as a result of higher customer returns and allowances and selling price reductions due to competitive pressures. A $0.8 million increase in the Company's provision for excess and obsolete inventory in 2006 also increased cost of sales and reduced margins in the current year.

Selling, general and administrative expenses for the twenty-six weeks ended July 1, 2006 increased $4.4 million, or 13%, to $38.0 million from $33.5 million for the same period in 2005. This increase was the result of the Company's decision to invest additional resources in new product development and promotional support as well as volume-driven variable expense increases, inflationary increases in wages and other costs, and an $0.8 million write-off of accounts receivable after the loss of two large customers of the Company's Swedish subsidiary. Selling, general and administrative expenses for the twenty-six weeks ended July 1, 2006 and June 25, 2005 include $1.0 million and $0.5 million, respectively, in financing costs associated with accounts receivable sales programs whereby the Company sells its accounts receivable on a non-recourse basis to financial institutions.

As noted above, the Company recorded a $2.9 million charge in the second quarter of 2006 to write off the goodwill of its Swedish subsidiary.

Interest expense, net, was slightly lower in the twenty-six weeks ended July 1, 2006 as the benefit of lower borrowing levels in the current year was partially offset by higher interest rates on the Company's revolving credit facility.

The Company's effective tax rate increased to 53.2% for the twenty-six weeks ended July 1, 2006 from 36.9% for the twenty-six weeks ended June 25, 2005. The increase is primarily the result of the $2.9 million goodwill impairment charge which is not tax deductible and therefore had no income tax benefit associated with it. In addition, the Company's provision for income taxes for the twenty-six weeks ended July 1, 2006, includes a $0.3 million charge to write off deferred tax assets.

Liquidity and Capital Resources

Historically, the Company has financed its growth through a combination of cash flow from operations, accounts receivable sales programs provided by certain customers and through the issuance of senior indebtedness through its bank credit facility and senior note agreements. At July 1, 2006, working

capital was $121.4 million, total long-term debt (including the current portion and revolving credit borrowings) was $34.2 million and shareholders' equity was $143.9 million. Cash and cash equivalents as of July 1, 2006 totaled $4.9 million.

Over the past several years the Company has extended payment terms to certain customers as a result of customer requests and market demands. These extended terms have resulted in increased accounts receivable levels and significant uses of cash flow. The Company participates in accounts receivable sales programs with several customers which allow it to sell its accounts receivable on a non-recourse basis to financial institutions to offset the negative cash flow impact of these payment terms extensions. As of July 1, 2006 and December 31, 2005, respectively, the Company had sold $27.1 million and $23.2 million in accounts receivable under these programs and had removed them from its balance sheets. The Company expects continued pressure to extend its payment terms for the foreseeable future. Further extensions of customer payment terms will result in additional uses of cash flow or increased costs associated with the sale of accounts receivable.

Long-term debt includes $25.7 million in Senior Notes that were originally issued in August 1998, in a private placement on an unsecured basis ("Notes"). The Notes bear a 6.81% fixed interest rate, payable quarterly. Annual principal payments of $8.6 million are due each August through 2008. The Notes require, among other things, that the Company maintain certain financial covenants relating to debt to capital ratios and minimum net worth.

In July 2006, the Company amended its revolving credit facility. The amendment increased the size of the total credit facility from $20 million to $30 million and extended the expiration date from June 2007 to June 2008. Borrowings under the facility are on an unsecured basis with interest at rates ranging from LIBOR plus 65 basis points to LIBOR plus 150 basis points based upon the achievement of certain benchmarks related to the ratio of funded debt to EBITDA. The interest rate at July 1, 2006 was LIBOR plus 85 basis points (6.18%). Borrowings under the facility were $8.5 million as of July 1, 2006. The loan agreement also contains covenants, the most restrictive of which pertain to net worth and the ratio of debt to EBITDA. The Company is in compliance with all financial covenants contained in the Notes and Revolving Credit Facility.

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

The Company reported a net source of cash flow from its operating activities of $7.7 million in the twenty-six weeks ended July 1, 2006. Net income, depreciation and a $2.7 million decrease in accounts receivable were the primary sources of operating cash flow in the twenty-six weeks ended July 1, 2006. The Company increased the amount of accounts receivable sold to fund working capital needs by $3.9 million during the twenty-six weeks ended July 1, 2006, which led to the drop in accounts receivable. The primary uses of cash flow were accounts payable and accrued compensation and other liabilities. Accounts payable decreased $2.8 million as a result of lower inventory purchasing levels and the timing of payments to suppliers. Accrued compensation and other liabilities resulted in a $2.8 million use of cash in the twenty-six weeks ended July 1, 2006 as income taxes payable declined due to the timing of estimated income tax payments.

Investing activities used $3.8 million of cash in the twenty-six weeks ended July 1, 2006 as a result of additions to property, plant and equipment. The Company's largest 2006 capital project is the automation and expansion of its central distribution center in Warsaw, Kentucky. This project began in 2004 and was originally expected to be completed in early 2005 at a cost of $5.0 million. Scope changes and other factors are now expected to delay completion of the project until September 2006, and total costs are now expected to be approximately $7.0 million. Capital spending in the twenty-six weeks ended July 1, 2006 also included tooling associated with new products, purchases of equipment to outfit our new distribution center in Portland, Tennessee, upgrades to information systems, purchases of equipment designed to improve operational efficiencies and scheduled equipment replacements.

Financing activities used $2.0 million in cash in the twenty-six weeks ended July 1, 2006. The primary use of cash flow was net repayments of $1.6 million under the Company's revolving credit facility.

The Company believes that cash and cash equivalents on hand and cash generated from operations together with its available sources of capital are sufficient to meet its ongoing cash needs for the foreseeable future.

Foreign Currency Fluctuations

In 2005, approximately 65% of the Company's products were purchased from a variety of foreign countries. The products generally are purchased through purchase orders with the purchase price specified in U.S. dollars. Accordingly, the Company does not have exposure to fluctuations in the relationship between the dollar and various foreign currencies between the time of execution of the purchase order and payment for the product. However, weakness in the dollar has resulted in some materials price increases and pressure from several foreign suppliers to increase prices further. To the extent that the dollar decreases in value to foreign currencies in the future or the present weakness in the dollar continues for a sustained period of time, the price of the product in dollars for new purchase orders may increase further.

The Company makes significant purchases of product from Chinese vendors. Prior to 2005, the Chinese Yuan exchange rate had been fixed against the U.S. Dollar since 1998. In July 2005, the Chinese government announced an immediate 2% revaluation of the Yuan against the U.S. Dollar and that going forward it will allow the Yuan to fluctuate against a basket of currencies. Since that time the Yuan has strengthened another 1% against the U.S. Dollar. Most experts believe that the value of the Yuan will increase further relative to the U.S. Dollar over the next few years. Such a move would most likely result in an increase in the cost of products that are purchased from China.

Impact of Inflation

The Company has experienced increases in the cost of materials and transportation costs as a result of raw materials shortages and commodity price increases. These increases did not have a material impact on the Company. The Company believes that further cost increases could potentially be mitigated by passing along price increases to customers or through the use of alternative suppliers or resourcing purchases to other countries, however there can be no assurance that the Company will be successful in such efforts.

Related-Party Transactions

The Company has entered into a noncancelable operating lease for its primary operating facility from a partnership in which Richard N. Berman, the Company's Chief Executive Officer, and Steven L. Berman, the Company's Executive Vice President, are partners. Total rental payments in 2005 to the partnership under the lease arrangement was $1.3 million.

Critical Accounting Policies

The Company's discussion and analysis of its financial condition and results of operations are based upon the consolidated financial statements, which have been prepared in accordance with placecountry-regionU.S. generally accepted accounting principles. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities and the reported amounts of revenues and expenses. The Company regularly evaluates its estimates and judgments, including those related to revenue recognition, bad debts, customer credits, inventories, goodwill and income taxes. Estimates and judgments are based upon historical

experience and on various other assumptions believed to be accurate and reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions or conditions. The Company believes the following critical accounting policies affect its more significant estimates and judgments used in the preparation of its consolidated financial statements:

Allowance for Doubtful Accounts. The preparation of the Company's financial statements requires management to make estimates of the collectability of its accounts receivable. Management specifically analyzes accounts receivable and historical bad debts, customer creditworthiness, current economic trends and changes in customer payment patterns when evaluating the adequacy of the allowance for doubtful accounts. A significant percentage of the Company's accounts receivable has been, and will continue to be, concentrated among a relatively small number of automotive retailers and warehouse distributors in the United States. The Company's five largest customers accounted for 77% of net accounts receivable as of December 31, 2005 and December 25, 2004. A bankruptcy or financial loss associated with a major customer could have a material adverse effect on the Company's sales and operating results.

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

Excess and Obsolete Inventory Reserves. Management must make estimates of potential future excess and obsolete inventory costs. The Company provides reserves for discontinued and excess inventory based upon historical demand, forecasted usage, estimated customer requirements and product line updates. The Company maintains contact with its customer base in order to understand buying patterns, customer preferences and the life cycle of its products. Changes in customer requirements are factored into the reserve needs as needed.

Goodwill. The Company follows the provisions of SFAS No. 142, "Goodwill and Other Intangible Assets". The Company employs a discounted cash flow analysis and a market comparable approach in conducting its impairment tests. Cash flows were discounted at 12% and an earnings multiple of 5.75 to 6.0 times EBITDA was used when conducting these tests in 2005. The Company has completed an impairment test required by SFAS No. 142, with respect to its Swedish subsidiary (Scan-Tech), the results of which are discussed in Note 4 of the

Notes to Consolidated Financial Statements in this report.

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

Recent Accounting Pronouncements

In June 2006, the Financial Accounting Standards Board (FASB) issued FIN 48, Accounting for Uncertainty in Income Taxes--an interpretation of FASB Statement No. 109, Accounting for Income Taxes, which clarifies the accounting for uncertainty in income taxes. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Interpretation requires that the Company recognize in the financial statements, the impact of a tax position, if that position is more likely than not of being sustained on audit, based on the technical merits of the position. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods and disclosure. The provisions of FIN 48 are effective beginning January 1, 2007 with the cumulative effect of the change in accounting principle recorded as an adjustment to opening retained earnings. The Company is currently evaluating the impact of adopting FIN 48 on the financial statements.

In May 2005, the FASB issued SFAS No. 154, "Accounting Changes and Error Corrections". SFAS No. 154 is a replacement of ABP No. 20 and FASB Statement No. 3. SFAS No. 154 provides guidance on the accounting for and reporting of accounting changes and error corrections. It establishes retrospective application as the required method for reporting a change in accounting principle. SFAS No. 154 provides guidance for determining whether retrospective application of a change in accounting principle is impracticable and for reporting a change when retrospective application is impracticable. The reporting of a correction of an error by restating previously issued financial statements is also addressed by SFAS No. 154. SFAS No. 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The adoption of this statement did not have an impact on the Company's consolidated financial condition or results of operations.

In December 2004, the FASB issued SFAS No. 151 "Inventory Costs, an Amendment of ARB No. 43, Chapter 4". SFAS No. 151 clarifies the accounting for abnormal amounts of idle facility expense, freight, handling costs and wasted

material and requires that these items be recognized as current period charges. SFAS No. 151 applies only to inventory costs incurred during periods beginning after the effective date and also requires that the allocation of fixed production overhead to conversion costs be based on the normal capacity of the production facilities. SFAS No. 151 is effective for the Company's fiscal year beginning January 1, 2006. The adoption of this statement did not have a material effect on the results of operations.

Item 3. Quantitative and Qualitative Disclosure about Market Risk

The Company's market risk is the potential loss arising from adverse changes in interest rates. With the exception of the Company's revolving credit facility, long-term debt obligations are at fixed interest rates and denominated in U.S. dollars. The Company manages its interest rate risk by monitoring trends in interest rates as a basis for determining whether to enter into fixed rate or variable rate agreements. Under the terms of the Company's revolving credit facility and customer-sponsored programs to sell accounts receivable, a change in either the lender's base rate or LIBOR would affect the rate at which the Company could borrow funds thereunder. The Company believes that the effect of any such change would be minimal.

Item 4. Controls and Procedures

Quarterly Evaluation of the Company's Disclosure Controls and Internal Controls Over Financial Reporting.

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

The Company's management, with the participation of the CEO and CFO, also conducted an evaluation of the Company's internal control over financial reporting, as defined in Rule 13a-15(f) of the Act, to determine whether any changes occurred during the fiscal quarter ended July 1, 2006 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Limitations on the Effectiveness of Controls

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

Conclusions

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

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

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

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

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item A, Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2005, which could materially affect the Company's business, financial condition or future results. The risks described in the Company's Annual Report on Form 10-K are not the only risks facing the Company. Additional risks and uncertainties not currently known to the Company or that the Company currently deems to be immaterial also may materially adversely affect the Company's business, financial condition and/or operating results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Not Applicable

Item 3. Defaults Upon Senior Securities

Not Applicable

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

The Annual Meeting of Shareholders (the "Annual Meeting") of the Company was held on May 24, 2006 to elect six directors and to approve an amendment and restatement of the Company's Amended and Restated Articles of Incorporation to change its name to Dorman Products, Inc.

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

	Number of Votes	
	For	Withhold Authority
Richard N. Berman	15,742,843	111,689
Steven L. Berman	15,742,843	111,689
George L. Bernstein	15,644,942	209,590
John F. Creamer, Jr	15,736,648	117,884
Paul R. Lederer	15,738,648	115,884
Edgar W. Levin	15,644,942	209,590

There were no broker nonvotes.

At the Annual Meeting, the shareholders approved the amendment and restatement of the Company's Amended and Restated Articles of Incorporation to change its name to Dorman Products, Inc:

Number of Votes		
For	Against	Abstain
15,835,825	100	9,100

There were no broker nonvotes.

Item 5. Other Information

Not Applicable

Item 6. Exhibits

3.1(1) Amended and Restated Articles of Incorporation dated May 24, 2006

4.1(2) Seventh Amended and Restated Revolving Credit Note dated as of July 24, 2006.

10.1(2) Third Amended and Restated Credit Agreement, dated as of July 24, 2006, between the Company and Wachovia Bank, N. A.

31.1 Certification of Chief Executive Officer as required by Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer as required by Section 302 of the Sarbanes-Oxley Act of 2002.

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

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(1) Incorporated by reference to the Company's Definitive Proxy Statement filed on April 20, 2006.

(2) Incorporated by reference to the Company's Current Report on Form 8-K dated July 27, 2006.

SIGNATURES

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

DORMAN PRODUCTS, INC.

Date: August 4, 2006 /s/ Richard Berman

Richard Berman
President and Chief Executive Officer
(Principal executive officer)

Date: August 4, 2006 /s/ Mathias Barton

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

Exhibits Index

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