

LEARNING TREE INTERNATIONAL INC
Form 10-Q
August 10, 2010
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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 July 2, 2010

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: 0-27248

Learning Tree International, Inc.

(Exact name of registrant as specified in its charter)

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Delaware (State or other jurisdiction of incorporation or organization)	95-3133814 (I.R.S. Employer Identification No.)
1805 Library Street Reston, VA (Address of principal executive offices)	20190 (Zip Code)
703-709-9119 (Registrant's telephone number, including area code)	

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

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

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (do not check if smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

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

The number of shares of common stock, \$.0001 par value, outstanding as of August 6, 2010 was 13,582,210.

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(in thousands, except share and per share data)

	July 2, 2010 (unaudited)	October 2, 2009
<i>Assets</i>		
Current Assets:		
Cash and cash equivalents	\$ 44,442	\$ 44,313
Available for sale securities	23,085	29,497
Trade accounts receivable, net	16,591	15,157
Income tax receivable	1,741	265
Prepaid expenses	5,060	4,601
Deferred income taxes		1,461
Other current assets	1,824	1,449
Total current assets	92,743	96,743
Equipment, Property and Leasehold Improvements:		
Education and office equipment	40,531	40,379
Transportation equipment	190	231
Property and leasehold improvements	27,694	28,134
	68,415	68,744
Less: accumulated depreciation and amortization	(51,443)	(49,068)
	16,972	19,676
Restricted interest-bearing investments	9,047	9,387
Deferred income taxes	7,896	9,558
Other assets	1,021	1,456
Total assets	\$ 127,679	\$ 136,820
<i>Liabilities</i>		
Current Liabilities:		
Trade accounts payable	\$ 6,972	\$ 8,229
Deferred revenues	35,336	38,103
Accrued payroll, benefits and related taxes	4,010	4,023
Other accrued liabilities	2,872	7,831
Income taxes payable	529	1,091
Current portion of deferred facilities rent and other	1,344	1,153
Deferred income taxes	97	
Total current liabilities	51,160	60,430
Asset retirement obligations	3,460	3,458
Deferred income taxes	260	283

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Deferred facilities rent and other	5,962	4,756
Noncurrent tax liabilities	2,899	5,031
Total liabilities	63,741	73,958
COMMITMENTS AND CONTINGENCIES		
<i>STOCKHOLDERS EQUITY</i>		
Common Stock, \$.0001 par value; 75,000,000 shares authorized; 13,637,128 and 13,942,750 issued and outstanding, respectively	1	1
Additional paid-in capital	4,653	3,875
Accumulated comprehensive loss	(536)	(1,085)
Retained earnings	59,820	60,071
Total stockholders' equity	63,938	62,862
Total liabilities and stockholders' equity	\$ 127,679	\$ 136,820

The accompanying notes are an integral part of these condensed consolidated financial statements.

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LEARNING TREE INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share data)

Unaudited

	Three months ended		Nine months ended	
	July 2, 2010	July 3, 2009	July 2, 2010	July 3, 2009
Revenues	\$ 32,781	\$ 32,279	\$ 93,579	\$ 100,771
Cost of revenues	15,713	14,439	43,436	45,154
Gross profit	17,068	17,840	50,143	55,617
Operating expenses:				
Course development	1,768	1,627	5,358	5,815
Sales and marketing	7,777	6,994	22,257	24,951
General and administrative	6,215	6,022	19,506	21,443
	15,760	14,643	47,121	52,209
Income from operations	1,308	3,197	3,022	3,408
Other income (expense):				
Interest income, net	186	269	607	1,293
Foreign exchange gains (losses)	34	89	(25)	(152)
Other, net	15	(63)	13	(124)
	235	295	595	1,017
Income before provision for income taxes	1,543	3,492	3,617	4,425
(Benefit) provision for income taxes	(526)	1,352	396	1,804
Net income	\$ 2,069	\$ 2,140	\$ 3,221	\$ 2,621
Earnings per share:				
Income per common share basic	\$ 0.15	\$ 0.15	\$ 0.23	\$ 0.17
Income per common share diluted	\$ 0.15	\$ 0.15	\$ 0.23	\$ 0.17
Weighted average shares outstanding:				
Weighted average shares basic	13,729	14,703	13,777	15,549
Weighted average shares diluted	13,754	14,703	13,792	15,549
Comprehensive income:				
Net income	\$ 2,069	\$ 2,140	\$ 3,221	\$ 2,621
Temporary recovery of available for sale securities	1,373	1,554	1,413	73
Foreign currency translation adjustments	(145)	2,163	(864)	(996)
Comprehensive income	\$ 3,297	\$ 5,857	\$ 3,770	\$ 1,698

The accompanying notes are an integral part of these condensed consolidated financial statements.

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LEARNING TREE INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

Unaudited

	Nine months ended	
	July 2, 2010	July 3, 2009
Cash flows operating activities		
Net Income	\$ 3,221	\$ 2,621
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Depreciation and amortization	4,335	4,546
Share based compensation	407	564
Deferred income taxes	2,405	46
Provision for doubtful accounts	58	178
Accretion on asset retirement obligations	145	131
Losses on disposal of equipment and leasehold improvements	312,127	286,963
Retained earnings	382,288	387,321
Accumulated comprehensive loss	(3,446)	(3,425)
Total stockholders' equity	690,997	670,886
Total liabilities and stockholders' equity	\$ 983,664	\$ 885,753

(*) Derived from audited financial statements

See notes to condensed consolidated financial statements.

JAKKS PACIFIC, INC. AND SUBSIDIARIES**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**
(In thousands, except per share data)

	Three Months Ended June 30, (Unaudited)		Six Months Ended June 30, (Unaudited)	
	2007	2008	2007	2008
Net sales	\$ 129,547	\$ 145,291	\$ 253,609	\$ 276,226
Cost of sales	84,252	93,233	162,806	176,727
Gross profit	45,295	52,058	90,803	99,499
Selling, general and administrative expenses	38,807	46,490	80,991	94,825
Income from operations	6,488	5,568	9,812	4,674
Profit from video game joint venture	714	1,295	2,209	3,727
Interest Income	1,793	773	3,307	2,093
Interest Expense	(1,592)	(1,642)	(3,163)	(3,200)
Income before provision for income taxes	7,403	5,994	12,165	7,294
Provision for income taxes	2,369	1,838	3,893	2,261
Net income	\$ 5,034	\$ 4,156	\$ 8,272	\$ 5,033
Earnings per share – basic	\$ 0.18	\$ 0.15	\$ 0.30	\$ 0.18
Earnings per share – diluted	\$ 0.17	\$ 0.15	\$ 0.30	\$ 0.18

See notes to condensed consolidated financial statements.

JAKKS PACIFIC, INC. AND SUBSIDIARIES**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**
(In thousands)

	Six Months Ended	
	June 30,	
	(Unaudited)	
	2007	2008
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 8,272	\$ 5,033
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	13,040	12,206
Share-based compensation expense	3,709	4,011
Loss on disposal of property and equipment	1,719	43
Deferred income taxes	1,953	(90)
Change in operating assets and liabilities:		
Accounts receivable	63,376	72,005
Inventory	(1,745)	(8,115)
Prepaid expenses and other current assets	2,164	(14,479)
Income tax receivable	—	(9,515)
Investment in video game joint venture	(2,558)	(3,973)
Accounts payable	(21,782)	866
Accrued expenses	(15,075)	(28,630)
Reserve for sales returns and allowances	(15,291)	(14,396)
Income taxes payable	(22,453)	(21,997)
Other liabilities	901	781
Total adjustments	7,958	(11,283)
Net cash provided (used) by operating activities	16,230	(6,250)
CASH FLOWS FROM INVESTING ACTIVITIES		
Cash paid for net assets acquired, net of cash acquired	(13,605)	(14,993)
Purchase of property and equipment	(7,686)	(12,776)
Purchase of other assets	(223)	125
Net purchase of marketable securities	(3)	(2)
Net cash used by investing activities	(21,517)	(27,646)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net proceeds from stock options exercised	3,517	2,831
Common stock surrendered	(1,832)	(2,968)
Common stock repurchased	—	(30,002)
Net cash provided by (used in) financing activities	1,685	(30,139)
Net decrease in cash and cash equivalents	(3,602)	(64,035)
Cash and cash equivalents, beginning of period	184,489	241,250
Cash and cash equivalents, end of period	\$ 180,887	\$ 177,215
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Income taxes	\$ 23,608	\$ 36,877
Interest	\$ 2,266	\$ 2,341

Non cash investing and financing activity:

In January, March and June 2007, two executive officers surrendered an aggregate of 191,281 shares of restricted stock at a value of \$4.7 million to cover their income taxes due on the 2007 vesting of the restricted shares granted them in 2006. This restricted stock was subsequently retired by the Company.

In January and March 2008, two executive officers surrendered an aggregate of 122,202 shares of restricted stock at a value of \$3.0 million to cover their income taxes due on the 2008 vesting of the restricted shares granted them in 2006, 2007 and 2008. This restricted stock was subsequently retired by the Company.

See Notes 8 and 9 for additional supplemental information to the condensed consolidated statements of cash flows.

See notes to condensed consolidated financial statements.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

June 30, 2008

Note 1 — Basis of Presentation

The accompanying unaudited interim condensed consolidated financial statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations. However, the Company believes that the disclosures are adequate to prevent the information presented from being misleading. These financial statements should be read in conjunction with Management’s Discussion and Analysis of financial condition and results of operations and the financial statements and the notes thereto included in the Company’s Form 10-K, which contains financial information for the three years in the period ended December 31, 2007.

The information provided in this report reflects all adjustments (consisting solely of normal recurring items) that are, in the opinion of management, necessary to present fairly the financial position and the results of operations for the periods presented. Interim results are not necessarily indicative of results to be expected for a full year.

Certain reclassifications have been made to prior year balances in order to conform to the current year presentation.

The condensed consolidated financial statements include the accounts of JAKKS Pacific, Inc. and its wholly-owned subsidiaries (collectively “the Company”).

Note 2 — Business Segments, Geographic Data, Sales by Product Group, and Major Customers

The Company is a worldwide producer and marketer of children’s toys and other consumer products, principally engaged in the design, development, production, marketing and distribution of traditional toys, including boys’ toys such as action figures, vehicles and playsets, craft and activity products, writing instruments, compounds, girls’ toys such as dolls, plush products, and role play toys, novelty toys, construction toys, and electronic products and infant and preschool toys, as well as pet treats, toys and related pet products.

The Company’s reportable segments are Traditional Toys, Craft/Activity/Writing Products, and Pet Products, each of which include worldwide sales. Traditional Toys include action figures, vehicles and playsets, plush products, dolls, role-play, electronic toys, water toys, kites, remote control flying vehicles, squirt guns, and related products. Craft/Activity/Writing Products include pens, pencils, stationery and drawing, painting and other do-it-yourself related products. Pet Products include pet toys, treats, apparel and related pet products.

Segment performance is measured at the operating income level. All sales are made to external customers, and general corporate expenses have been attributed to the various segments based on sales volumes. Segment assets are comprised of accounts receivable and inventories, net of applicable reserves and allowances, goodwill and other assets.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 2 — Business Segments, Geographic Data, Sales by Product Group, and Major Customers - (continued)

Results are not necessarily those that would be achieved were each segment an unaffiliated business enterprise. Information by segment and a reconciliation to reported amounts as of December 31, 2007 and June 30, 2008 and for the three and six months ended June 30, 2007 and 2008 are as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2008	2007	2008
Net Sales				
Traditional Toys	\$ 113,475	\$ 131,127	\$ 224,199	\$ 250,645
Craft/Activity/Writing Products	11,498	10,570	20,665	16,658
Pet Products	4,574	3,594	8,745	8,923
	\$ 129,547	\$ 145,291	\$ 253,609	\$ 276,226

	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2008	2007	2008
Operating Income				
Traditional Toys	\$ 5,683	\$ 5,025	\$ 8,649	\$ 4,210
Craft/Activity/Writing Products	576	405	822	363
Pet Products	229	138	341	101
	\$ 6,488	\$ 5,568	\$ 9,812	\$ 4,674

	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2008	2007	2008
Depreciation and Amortization Expense				
Traditional Toys	\$ 6,274	\$ 6,030	\$ 12,370	\$ 11,578
Craft/Activity/Writing Products	201	276	421	493
Pet Products	125	43	249	135
	\$ 6,600	\$ 6,349	\$ 13,040	\$ 12,206

	December 31, 2007	June 30, 2008
Assets		
Traditional Toys	\$ 840,232	\$ 735,778
Craft/Activity/Writing Products	115,893	123,628
Pet Products	27,539	26,347
	\$ 983,664	\$ 885,753

The following tables present information about the Company by geographic area as of December 31, 2007 and June 30, 2008 and for the three and six months ended June 30, 2007 and 2008 (in thousands):

December 31, June 30,

	2007		2008	
Long-lived Assets				
United States	\$	19,372	\$	24,957
Hong Kong		2,035		1,515
	\$	21,407	\$	26,472

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JAKKS PACIFIC, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 2 — Business Segments, Geographic Data, Sales by Product Group, and Major Customers - (continued)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2008	2007	2008
Net Sales by Geographic Area				
United States	\$ 107,125	\$ 112,783	\$ 214,489	\$ 220,252
Europe	7,958	9,713	13,202	16,442
Canada	3,159	4,377	6,521	9,288
Hong Kong	4,134	10,593	8,816	16,600
Other	7,171	7,825	10,581	13,644
	\$ 129,547	\$ 145,291	\$ 253,609	\$ 276,226

Major Customers

Net sales to major customers for the three and six months ended June 30, 2007 and 2008 were as follows (in thousands, except for percentages):

	Three Months Ended June 30,		Six Months Ended June 30,		Percentage of Net Sales
	2007	2008	2007	2008	
	Amount	Percentage of Net Sales	Amount	Percentage of Net Sales	Amount
Wal-Mart	\$ 27,581	21.3%	\$ 34,697	23.9%	\$ 65,871
Toys 'R' Us	14,054	10.9	9,942	6.8	28,254
Target	24,823	19.2	28,889	19.9	43,682
	\$ 66,458	51.4%	\$ 73,528	50.6%	\$ 137,807
					\$ 148,874
					29.3%
					8.1
					16.5
					53.9%

No other customer accounted for more than 10% of the Company's total net sales.

At December 31, 2007 and June 30, 2008, the Company's three largest customers accounted for approximately 82.2% and 55.9%, respectively, of net accounts receivable. The concentration of the Company's business with a relatively small number of customers may expose the Company to material adverse effects if one or more of its large customers were to experience financial difficulty. The Company performs ongoing credit evaluations of its top customers and maintains an allowance for potential credit losses.

Note 3 — Inventory

Inventory, which includes the ex-factory cost of goods, in-bound freight, duty and warehouse costs, is stated at the lower of cost (first-in, first-out) or market and consists of the following (in thousands):

December 31, 2007	June 30, 2008
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Raw materials	\$	1,694	\$	6,243
Finished goods		73,792		77,358
	\$	75,486	\$	83,601

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JAKKS PACIFIC, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 4 — Revenue Recognition and Reserve for Sales Returns and Allowances

Revenue is recognized upon the shipment of goods to customers or their agents, depending on terms, provided that there are no uncertainties regarding customer acceptance, the sales price is fixed or determinable, and collectibility is reasonably assured and not contingent upon resale.

Generally, the Company does not allow for product returns. It provides a negotiated allowance for breakage or defects to its customers, which is recorded when the related revenue is recognized. However, the Company does make occasional exceptions to this policy and consequently accrues a return allowance in gross sales based on historic return amounts and management estimates. The Company also will occasionally grant credits to facilitate markdowns and sales of slow moving merchandise. These credits are recorded as a reduction of gross sales at the time of occurrence.

The Company also participates in cooperative advertising arrangements with some customers, whereby it allows a discount from invoiced product amounts in exchange for customer purchased advertising that features the Company's products. Typically, these discounts range from 1% to 6% of gross sales, and are generally based on product purchases or on specific advertising campaigns. Such amounts are accrued when the related revenue is recognized or when the advertising campaign is initiated. These cooperative advertising arrangements are accounted for as direct selling expenses.

The Company's reserve for sales returns and allowances amounted to \$26.0 million as of December 31, 2007, compared to \$11.6 million as of June 30, 2008. This decrease was due primarily to certain customers taking their year-end allowances related to 2007 in the beginning of 2008.

Note 5 — Convertible Senior Notes

In June 2003, the Company sold an aggregate of \$98.0 million of 4.625% Convertible Senior Notes due June 15, 2023 and received net proceeds of approximately \$94.4 million. The notes are convertible into shares of the Company's common stock at an initial conversion price of \$20.00 per share, or 50 shares per note, subject to certain circumstances. The notes may be converted in each quarter subsequent to any quarter in which the closing price of the Company's common stock is at or above a prescribed price for at least 20 trading days in the last 30 trading day period of the quarter. The prescribed price for the conversion trigger is \$24.00 through June 30, 2010, and increases nominally each quarter thereafter. Cash interest is payable at an annual rate of 4.625% of the principal amount at issuance, from the issue date to June 15, 2010, payable on June 15 and December 15 of each year. After June 15, 2010, interest will accrue on the outstanding notes until maturity. At maturity, the Company will redeem the notes at their accreted principal amount, which will be equal to \$1,811.95 (181.195%) per \$1,000 principal amount at issuance, unless redeemed or converted earlier. The notes were convertible as of June 30, 2008 and are not convertible during the third quarter of 2008.

The Company may redeem the notes at its option in whole or in part beginning on June 15, 2010, at 100% of their accreted principal amount plus accrued and unpaid interest, if any, payable in cash. Holders of the notes may also require the Company to repurchase all or part of their notes on June 15, 2010, for cash, at a repurchase price of 100% of the principal amount per note plus accrued and unpaid interest, if any. Holders of the notes may also require the Company to repurchase all or part of their notes on June 15, 2013 and June 15, 2018 at a repurchase price of 100% of the accreted principal amount per note plus accrued and unpaid interest, if any, and may be paid in cash, in shares of

common stock or a combination of cash and shares of common stock.

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JAKKS PACIFIC, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**Note 6 — Income Taxes**

Provision for income taxes includes Federal, state and foreign income taxes at effective tax rates of 32.0% in 2007, and 31.0% in 2008, benefiting from a flat tax rate of 17.5% and 16.5% for 2007 and 2008, respectively, on the Company's income arising in, or derived from, Hong Kong. The decrease in the effective rate in 2008 is primarily due to a change in the federal tax code which reduced the amount of foreign income includible on the federal income tax return. As of June 30, 2008, the Company had net deferred tax assets of approximately \$7.5 million for which an allowance of \$0.9 million has been provided since, in the opinion of management, realization of the future benefit is uncertain.

Note 7 — Earnings Per Share

The following table is a reconciliation of the weighted average shares used in the computation of basic and diluted earnings per share for the periods presented (in thousands, except per share data):

	Three Months Ended June 30,					
	Income	2007 Weighted Average Shares	Per-Share	Income	2008 Weighted Average Shares	Per-Share
<u>Earnings per share - basic</u>						
Income available to common stockholders	\$ 5,034	27,631	\$ 0.18	\$ 4,156	27,288	\$ 0.15
Effect of dilutive securities:						
Convertible senior notes	737	4,900		737	4,900	
Options and warrants	—	389		—	198	
Unvested restricted stock grants	—	213		—	208	
<u>Earnings per share - diluted</u>						
Income available to common stockholders plus assumed exercises and conversion	\$ 5,771	33,133	\$ 0.17	\$ 4,893	32,594	\$ 0.15
	Six Months Ended June 30,					
	Income	2007 Weighted Average Shares	Per-Share	Income	2008 Weighted Average Shares	Per-Share
<u>Earnings per share - basic</u>						
	\$ 8,272	27,565	\$ 0.30	\$ 5,033	27,677	\$ 0.18

Income available to
common stockholders

Effect of dilutive
securities:

Convertible senior notes	1,473	4,900	—	—
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Options and warrants	—	381	—	225
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Unvested restricted stock grants	—	172	—	175
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Earnings per share -
diluted

Income available to
common stockholders plus
assumed exercises and
conversion

\$	9,745	33,018	\$	0.30	\$	5,033	28,077	\$	0.18
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JAKKS PACIFIC, INC. AND SUBSIDIARIES

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

Note 7 — Earnings Per Share (continued)

Basic earnings per share has been computed using the weighted average number of common shares outstanding. Diluted earnings per share has been computed using the weighted average number of common shares and common share equivalents outstanding (which consist of warrants, options and convertible debt to the extent they are dilutive). For the six months ended June 30, 2008, the convertible notes interest and related common share equivalents of 4,900,000 were excluded from the diluted earning per share calculation because they were anti-dilutive. Potentially dilutive stock options of nil for the three months ended June 30, 2007 and 2008, were excluded from the computation of diluted earning per share as the average market price of the Company's common stock did not exceed the weighted average exercise price of such options and to have included them would have been anti-dilutive. Potentially dilutive stock options of 1,021 and nil for the six months ended June 30, 2007 and 2008, respectively, were excluded from the computation of diluted earning per share as the average market price of the Company's common stock did not exceed the weighted average exercise price of such options and to have included them would have been anti-dilutive.

Note 8 — Common Stock and Preferred Stock

The Company has 105,000,000 authorized shares of stock consisting of 100,000,000 shares of \$.001 par value common stock and 5,000,000 shares of \$.001 par value preferred stock.

In January 2008, the Company issued an aggregate of 240,000 shares of restricted stock at an aggregate value of \$5.7 million to two of its executive officers, which vest 50% in each of January 2009 and 2010 subject to acceleration based on the Company achieving certain financial performance criteria, and an aggregate of 25,340 shares of restricted stock to its five non-employee directors, which vest in January 2009, at an aggregate value of approximately \$0.6 million. In February 2008, the Company issued an aggregate of 41,134 shares of restricted stock as 2007 bonus compensation to two of its executive officers, which vested immediately, at an aggregate value of approximately \$1.0 million. In February 2008, the Company issued 3,593 shares of restricted stock as 2007 bonus compensation at a value of \$0.1 million to an executive officer, which vests 50% on each of March 1, 2009 and 2010. During the six months ended June 30, 2008, the Company also issued 208,871 shares of common stock on the exercise of options at a value of \$2.8 million, and 122,202 shares of restricted stock previously received by two executive officers were surrendered at a value of \$3.0 million to cover their income taxes due on the 2008 vesting of the restricted shares granted them in 2006, 2007 and 2008. This surrendered restricted stock was subsequently retired by the Company. In February 2008, the Company's Board of Directors authorized it to repurchase up to \$30.0 million of its common stock. In April and May 2008, the Company repurchased an aggregate of 1,259,300 shares of its common stock at an average price of \$23.82 per share for a total cost of \$30.0 million. The repurchased stock represented approximately 4.4% of the Company's outstanding shares of common stock at the time of the repurchase and was subsequently retired by the Company.

In January 2007, the Company issued an aggregate of 240,000 shares of restricted stock to two of its executive officers, which vest 50% in each of January 2008 and 2009 subject to acceleration based on the Company achieving certain financial performance criteria, and an aggregate of 27,340 shares of restricted stock to its five non-employee directors, which vested in January 2008, at an aggregate value of approximately \$5.8 million. In July 2007, the Company issued 15,000 shares of restricted stock at a value of \$0.5 million to an executive officer, which vests one-third on each of December 31, 2007, 2008 and 2009. During the nine months ended September 30, 2007, the Company also issued 210,575 shares of common stock on the exercise of options at a value of \$3.5 million, and 83,644 shares of restricted stock previously received by two executive officers were surrendered at a value of \$1.8

million to cover their income taxes due on the 2007 vesting of the restricted shares granted them in 2006. This surrendered restricted stock was subsequently retired by the Company. Additionally, one executive officer surrendered 107,637 shares of common stock of the Company at a value of \$2.8 million to cover his exercise of options to purchase 175,000 shares of common stock of the Company. In August 2007, certain employees surrendered an aggregate of 1,200 shares of restricted stock at a value of \$19,992 to cover their incomes taxes on the 2007 vesting of the restricted shares granted them in 2006.

All issuances of common stock, including those issued pursuant to stock option and warrant exercises, restricted stock grants and acquisitions, are issued from the Company's authorized but not issued and outstanding shares.

JAKKS PACIFIC, INC. AND SUBSIDIARIES**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)****Note 9 — Business Combinations**

In February 2006, the Company acquired substantially all of the assets of Creative Designs. The total initial consideration of \$111.1 million consisted of cash paid at closing in the amount of \$101.7 million, the issuance of 150,000 shares of the Company's common stock valued at approximately \$3.3 million and the assumption of liabilities in the amount of \$6.1 million, and resulted in the recording of goodwill in the amount of \$53.6 million. Goodwill represented anticipated synergies to be gained via the combination of Creative Designs with the Company. In addition, the Company agreed to pay an earn-out of up to an aggregate of \$20.0 million in cash over the three calendar years following the acquisition based on the achievement of certain financial performance criteria, which was or will be recorded as goodwill when and if earned. For the years ended December 31, 2006 and 2007, \$6.9 million and \$6.7 million, respectively, of the earn-out was earned and recorded as goodwill. Creative Designs is a leading designer and producer of dress-up and role-play toys. This acquisition expanded the Company's product offerings in the girls role-play and dress-up area and brought in new product development and marketing talent. The Company's results of operations have included Creative Designs from the date of acquisition.

The amount of goodwill from the Creative Designs acquisition that is expected to be deductible for Federal and state income tax purposes is approximately \$51.4 million. The total purchase price was allocated based on studies and valuations performed to the estimated fair value of assets acquired and liabilities assumed. The purchase price allocation including an aggregate earn-out amount of \$13.6 million earned through December 31, 2007 is set forth in the following table (in thousands):

Estimated fair value of net assets:	
Current assets acquired	\$ 15,655
Property and equipment, net	1,235
Other assets	103
Liabilities assumed	(6,081)
Intangible assets other than goodwill	40,488
Goodwill	67,186
	\$ 118,586

Note 10 — Joint Venture

The Company owns a fifty percent interest in a joint venture with THQ Inc. ("THQ") which develops, publishes and distributes interactive entertainment software for the leading hardware game platforms in the home video game market. The joint venture entered into a license agreement with an initial license period expiring December 31, 2009 and a renewal period at the option of the joint venture expiring December 31, 2014 under which it acquired the exclusive worldwide right to publish video games based on the WWE franchise on all hardware platforms. The Company's investment is accounted for using the cost method due to the financial and operating structure of the venture and its lack of significant influence over the joint venture. The Company's basis consists primarily of organizational costs, license costs and recoupable advances and is being amortized over the term of the initial license period. The joint venture agreement provides for the Company to receive guaranteed preferred returns through June 30, 2006 at varying rates of the joint venture's net sales depending on the cumulative unit sales and platform of each particular game. The preferred return was subject to change after June 30, 2006 and was to be set for the distribution period beginning July 1, 2006 and ending December 31, 2009 (the "Next Distribution Period"). The agreement provides that the parties will negotiate in good faith and agree to the preferred return not less than 180 days prior to the start of

the Next Distribution Period. It further provides that if the parties are unable to agree on a preferred return, the preferred return will be determined by arbitration. The parties have not reached an agreement with respect to the preferred return for the Next Distribution Period and the preferred return for the Next Distribution Period is to be determined through arbitration. The preferred return is accrued in the quarter in which the licensed games are sold and the preferred return is earned. Based on the same rates as set forth under the original joint venture agreement, an estimated receivable of \$39.3 million for the cumulative preferred return for the period from July 1, 2006 to June 30, 2008 has been accrued as of June 30, 2008, pending the resolution of this outstanding issue. As of December 31, 2007 and June 30, 2008, the balance of the investment in the video game joint venture includes the following components (in thousands):

JAKKS PACIFIC, INC. AND SUBSIDIARIES**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)****Note 10 — Joint Venture (continued)**

	December 31, 2007	June 30, 2008
Preferred return receivable	\$ 35,338	\$ 39,311
Investment costs, net	752	508
	\$ 36,090	\$ 39,819

The Company's joint venture partner retains the financial risk of the joint venture and is responsible for the day-to-day operations, including development, sales and distribution, for which they are entitled to any remaining profits. During the three months ended June 30, 2007 and 2008, the Company earned a profit of \$0.7 million and \$1.3 million, respectively, from the joint venture. During the six months ended June 30, 2007 and 2008, the Company earned a profit of \$2.2 million and \$3.7 million, respectively, from the joint venture.

Note 11 — Goodwill

The changes in the carrying amount of goodwill for the six months ended June 30, 2008 are as follows (in thousands):

	Traditional Toys	Craft/Activity/ Writing Products	Pet Products	Total
Balance at beginning of the period	\$ 262,390	\$ 82,826	\$ 8,124	\$ 353,340
Adjustments to goodwill during the period	—	—	1,660	1,660
Balance at end of the period	\$ 262,390	\$ 82,826	\$ 9,784	\$ 355,000

As of June 30, 2008, the Company had made an earn-out payment in the amount of \$1.7 million related to its Pet Pal acquisition.

JAKKS PACIFIC, INC. AND SUBSIDIARIES**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)****Note 12 — Intangible Assets**

Intangible assets consist primarily of licenses, product lines, customer relationships, debt offering costs from the issuance of the Company's convertible senior notes and trademarks. Amortized intangible assets are included in the Intangibles and other, net, in the accompanying balance sheets. Trademarks are disclosed separately in the accompanying balance sheets. Intangible assets are as follows (in thousands):

	Weighted Useful Lives (Years)	December 31, 2007			June 30, 2008		
		Gross Carrying Amount	Accumulated Amortization	Net Amount	Gross Carrying Amount	Accumulated Amortization	Net Amount
Amortized Intangible Assets:							
Acquired order backlog	0.50	\$ 1,298	\$ (1,298)	\$ —	\$ 1,298	\$ (1,298)	\$ —
Licenses	4.77	58,699	(39,091)	19,608	58,699	(42,879)	15,820
Product lines	3.45	17,700	(17,700)	—	17,700	(17,700)	—
Customer relationships	6.23	3,646	(1,805)	1,841	3,646	(2,037)	1,609
Non-compete/Employment contracts	4.00	2,748	(2,348)	400	2,748	(2,534)	214
Debt offering costs	20.00	3,705	(847)	2,858	3,705	(940)	2,765
Total amortized intangible assets		87,796	(63,089)	24,707	87,796	(67,388)	20,408
Unamortized Intangible Assets:							
Trademarks	indefinite	19,568	N/A	19,568	19,568	N/A	19,568
		\$ 107,364	\$ (63,089)	\$ 44,275	\$ 107,364	\$ (67,388)	\$ 39,976

Amortization expense related to limited life intangible assets was \$3.8 million and \$2.1 million for the three months ended June 30, 2007 and 2008, respectively, and \$7.6 million and \$4.3 million for the six months ended June 30, 2007 and 2008, respectively.

Note 13 — Share-Based Payments

The Company's 2002 *Stock Award and Incentive Plan* (the "Plan") provides for the awarding of stock options and restricted stock to employees, officers and non-employee directors. The Plan is more fully described in Notes 14 and 17 to the Consolidated Financial Statements in the Company's 2007 Form 10-K.

The Company accounts for grants of stock options and restricted stock in accordance with the revised Statement of Financial Accounting Standards No. 123 ("FAS 123R"), *Share-Based Payment*.

The following table summarizes the total share-based compensation expense and related tax benefits recognized for the three and six months ended June 30, 2007 and 2008 (in thousands):

Three Months Ended June 30,		Six Months Ended June 30,	
2007	2008	2007	2008

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Stock option compensation expense	\$	247	\$	127	\$	512	\$	310
Tax benefit related to stock option compensation	\$	83	\$	45	\$	173	\$	107
Restricted stock compensation expense	\$	1,345	\$	1,832	\$	3,197	\$	3,701
Tax benefit related to restricted stock compensation	\$	468	\$	682	\$	1,017	\$	1,378

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JAKKS PACIFIC, INC. AND SUBSIDIARIES**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)****Note 13 — Share-Based Payments (continued)**

Stock option activity pursuant to the Plan for six months ended June 30, 2008 is summarized as follows:

	Plan Stock Options (*)	
	Number of Shares	Weighted Average Exercise Price
Outstanding, December 31, 2007	836,182	\$ 17.27
Granted	—	\$ —
Exercised	(208,871)	\$ 13.55
Cancelled	(23,650)	\$ 21.88
Outstanding, June 30, 2008	603,661	\$ 18.37

* The stock option activity excludes 100,000 of fully vested warrants issued during 2003 and which are outstanding as of June 30, 2008.

Restricted stock award activity pursuant to the Plan for six months ended June 30, 2008 is summarized as follows:

	Restricted Stock Awards	
	Number of Shares	Weighted Average Exercise Price
Outstanding, December 31, 2007	536,340	\$ 20.89
Awarded	330,067	\$ 23.74
Released	(343,474)	\$ 22.11
Forfeited	(27,225)	\$ 21.76
Outstanding, June 30, 2008	495,708	\$ 21.90

Note 14 — Comprehensive Income

The table below presents the components of the Company's comprehensive income for the three and six months ended June 30, 2007 and 2008 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2008	2007	2008
Net income	\$ 5,034	\$ 4,156	\$ 8,272	\$ 5,033
Other comprehensive income (loss):				
Foreign currency translation adjustment	6	8	(11)	20

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Comprehensive income	\$	5,040	\$	4,164	\$	8,261	\$	5,053
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JAKKS PACIFIC, INC. AND SUBSIDIARIES

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

Note 15 — Recent Accounting Pronouncements

In December 2007, the Financial Accounting Standards Board issued Statement of Financial Accounting Standard No. 141 (Revised) (“FAS141(R)”), *Business Combinations*. The provisions of this statement are effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning after December 15, 2008. Earlier application is not permitted. FAS141(R) replaces FAS 141 and provides new guidance for valuing assets and liabilities acquired in a business combination. The Company will adopt FAS141(R) in calendar year 2009.

In September 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standard No. 157 (“FAS 157”) *Fair Value Measurements*. This standard provides new definitions for fair value and establishes a framework for measuring fair value in financial statements. FAS 157 became effective for the Company as of January 1, 2008. The Company anticipates that the effect of the adoption of FAS 157 will be immaterial to its financial statements.

Note 16 — Litigation

In October 2004, the Company was named as a defendant in a lawsuit commenced by World Wrestling Entertainment, Inc. (“WWE”) (the “WWE Action”). The complaint also named as defendants, among others, the joint venture with THQ Inc., certain of the Company’s foreign subsidiaries and the Company’s three executive officers. The Complaint was amended, the antitrust claims were dismissed and, on grounds not previously considered by the Court, a motion to dismiss the RICO claim, the only remaining basis for jurisdiction, was argued and submitted in September 2006. Discovery remained stayed. In December 2007 the Court dismissed the WWE Action and WWE appealed. The Company sought reconsideration of and filed a cross-appeal with respect to certain parts of the Court’s Orders. The appeal and cross-appeal are in abeyance pending the determination of the reconsideration motion. A motion was filed by WWE in the Second Circuit seeking to allow the appeal to proceed or, in the alternative, to order the District Court to determine the reconsideration motion. In November 2004, several purported class action lawsuits were filed in the United States District Court for the Southern District of New York, alleging damages associated with the facts alleged in the WWE Action (the “Class Action”). A motion to dismiss was filed, was fully briefed and argument occurred on November 30, 2006. The motion was granted without prejudice to seeking leave to amend; such leave was granted to plaintiffs, an amended complaint was filed and a briefing schedule has been established with respect to a motion to dismiss, which is scheduled for argument in October 2008. Three shareholder derivative actions have also been filed against the Company, nominally, and against certain of the Company’s Board members (the “Derivative Actions”). The Derivative Actions seek to hold the individual defendants liable for damages allegedly caused to the Company by their actions, and, in one of the Derivative Actions, seeks restitution to the Company of profits, benefits and other compensation obtained by them. These actions are currently stayed or the time to answer has been extended.

The Company received notice from WWE alleging breaches of the video game license in connection with sales of WWE video games in Japan and other countries in Asia. The joint venture responded that WWE acquiesced in the arrangements, and separately released any claim against the joint venture in connection therewith and accordingly there is no breach of the joint venture’s video game license. While the joint venture does not believe that WWE has a valid claim, it tendered a protective “cure” of the alleged breaches with a full reservation of rights. WWE “rejected” that cure and reserved its rights. On October 12, 2006, WWE commenced a lawsuit in Connecticut state court against THQ and the joint venture, involving the claim set forth above concerning allegedly improper sales of WWE video games in Japan and other countries in Asia (the “JV Action”). The lawsuit seeks, among other things, a declaration that

WWE is entitled to terminate the video game license and monetary damages. A motion to strike one claim was argued on March 12, 2007 and submitted to the Court. Additionally, a schedule was set, with trial no earlier than October 2008. Thereafter, WWE amended the complaint to import state law claims from the WWE Action. A case management order has been established, calling for trial in or after May 2010. A motion to strike and for summary judgment (the "Dispositive Motion") was briefed and argument took place on May 19, 2008. The Judge ordered the parties to file supplemental briefing on May 23, 2008, upon which filing the motion was submitted to the Court for decision. WWE filed a cross-motion for partial summary judgment with respect to the Company's Release defense. Discovery is proceeding in this matter but we have filed a motion to stay discovery pending adjudication of the Dispositive Motion or for entry of a discovery management order deferring deposition discovery and any additional discovery requests until WWE complies with its outstanding discovery obligations and establishing a schedule for expedited resolution of discovery disputes. Recently, THQ filed a cross-complaint which asserts claims by THQ and Mr. Farrell for indemnification from the Company in the event that WWE prevails on any of its claims against THQ and Farrell and also asserts claims by THQ that the Company breached its fiduciary duties to THQ in connection with the videogame license between WWE and THQ/JAKKS Pacific LLC and seeks equitable and legal relief, including substantial monetary and exemplary damages against the Company in connection with this claim. The Company intends to contest all of these claims vigorously.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

Note 16 — Litigation (continued)

In connection with the joint venture with THQ (see Note 10), the Company receives its profit through a preferred return based on net sales of the joint venture, which was to be reset as of July 1, 2006 for the period through December 31, 2009 (the “Next Distribution Period”). The agreement with THQ provides for the parties to agree on the reset of the preferred return or, if no agreement is reached, for arbitration of the issue. No agreement has been reached and the preferred return for the Next Distribution Period is to be determined through arbitration. The preferred return is accrued in the quarter in which the licensed games are sold and the preferred return is earned. Based on the same rates as set forth under the original joint venture agreement, an estimated receivable of \$39.3 million for the cumulative preferred return for the period from July 1, 2006 to June 30, 2008 has been accrued as of June 30, 2008 pending the resolution of this outstanding issue

The Company is a party to, and certain of its property is the subject of, various other pending claims and legal proceedings that routinely arise in the ordinary course of its business. Other than with respect to the claims in the WWE Action, the Class Action, the JV Action and the matter of the reset of the preferred return from THQ in connection with the joint venture, with respect to which the Company cannot give assurance as to the outcome, the Company does not believe that any of these claims or proceedings will have a material effect on its business, financial condition or results of operations.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of financial condition and results of operations should be read together with our Condensed Consolidated Financial Statements and Notes thereto which appear elsewhere herein.

Critical Accounting Policies and Estimates

The accompanying consolidated financial statements and supplementary information were prepared in accordance with accounting principles generally accepted in the United States of America. Significant accounting policies are discussed in Note 2 to the Consolidated Financial Statements set forth in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007. Inherent in the application of many of these accounting policies is the need for management to make estimates and judgments in the determination of certain revenues, expenses, assets and liabilities. As such, materially different financial results can occur as circumstances change and additional information becomes known. The policies with the greatest potential effect on our results of operations and financial position include:

Allowance for Doubtful Accounts. Our allowance for doubtful accounts is based on management's assessment of the business environment, customers' financial condition, historical collection experience, accounts receivable aging, customer disputes and the collectibility of specific customer accounts. If there were a deterioration of a major customer's creditworthiness, or actual defaults were higher than our historical experience, our estimates of the recoverability of amounts due to us could be overstated, which could have an adverse impact on our operating results. The allowance for doubtful accounts is also affected by the time at which uncollectible accounts receivable balances are actually written off.

Major customers' accounts are monitored on an ongoing basis; more in depth reviews are performed based on changes in customer's financial condition and/or the level of credit being extended. When a significant event occurs, such as a bankruptcy filing by a specific customer, and on a quarterly basis, the allowance is reviewed for adequacy and the balance or accrual rate is adjusted to reflect current risk prospects.

Revenue Recognition. Our revenue recognition policy is to recognize revenue when persuasive evidence of an arrangement exists, title transfer has occurred (product shipment), the price is fixed or readily determinable, and collectibility is probable. We recognize revenue in accordance with Staff Accounting Bulletin No. 104, "Revenue Recognition." Sales are recorded net of sales returns and discounts, which are estimated at the time of shipment based upon historical data. JAKKS routinely enters into arrangements with its customers to provide sales incentives, support customer promotions, and provide allowances for returns and defective merchandise. Such programs are based primarily on customer purchases, customer performance of specified promotional activities, and other specified factors such as sales to consumers. Accruals for these programs are recorded as sales adjustments that reduce gross revenue in the period the related revenue is recognized. Accruals for these programs are recorded as sales adjustments that reduce gross revenue in the period the related revenue is recognized.

Goodwill and other indefinite-lived intangible assets. In accordance with Statement of Financial Accounting Standards ("SFAS 142"), *Goodwill and Other Intangible Assets*, goodwill and indefinite-lived intangible assets are not amortized, but are tested for impairment at least annually at the reporting unit level.

Factors we consider important which could trigger an impairment review include the following:

- significant underperformance relative to expected historical or projected future operating results;
- significant changes in the manner of our use of the acquired assets or the strategy for our overall business; and
- significant negative industry or economic trends.

Due to the subjective nature of the impairment analysis significant changes in the assumptions used to develop the estimate could materially affect the conclusion regarding the future cash flows necessary to support the valuation of long-lived assets, including goodwill. The valuation of goodwill involves a high degree of judgment and consists of a comparison of the fair value of a reporting unit with its book value. Based on the assumptions underlying the valuation, impairment is determined by estimating the fair value of a reporting unit and comparing that value to the reporting unit's book value. If the implied fair value is more than the book value of the reporting unit, an impairment loss is not indicated. If impairment exists, the fair value of the reporting unit is allocated to all of its assets and liabilities excluding goodwill, with the excess amount representing the fair value of goodwill. An impairment loss is measured as the amount by which the book value of the reporting unit's goodwill exceeds the estimated fair value of that goodwill.

SFAS 142 requires that goodwill be allocated to various reporting units, which are either at the operating segment level or one reporting level below the operating segment, for purposes of evaluating whether goodwill is impaired. For 2007, JAKKS' reporting units are: Traditional Toys, Craft and Writing, and Pet products. Goodwill is allocated within JAKKS' reporting units based on an allocation of brand-specific goodwill to the reporting units selling those brands. As of October 1, 2007, JAKKS performed the annual impairment test required by SFAS 142 and determined that its goodwill was not impaired. There were no events or circumstances that indicated the impairment test should be performed again at June 30, 2008.

To determine the fair value of our reporting units, we generally use a present value technique (discounted cash flow) corroborated by market multiples when available and as appropriate. The factor most sensitive to change with respect to our discounted cash flow analyses is the estimated future cash flows of each reporting unit which is, in turn, sensitive to our estimates of future revenue growth and margins for these businesses. If actual revenue growth and/or margins are lower than our expectations, the impairment test results could differ. We applied what we believe to be the most appropriate and consistent valuation methodology for each of the reporting units. If we had established different reporting units or utilized different valuation methodologies, the impairment test results could differ.

Goodwill and intangible assets amounted to \$395.0 million as of June 30, 2008.

Reserve for Inventory Obsolescence. We value our inventory at the lower of cost or market. Based upon a consideration of quantities on hand, actual and projected sales volume, anticipated product selling prices and product lines planned to be discontinued, slow-moving and obsolete inventory is written down to its net realizable value.

Failure to accurately predict and respond to consumer demand could result in the Company under producing popular items or overproducing less popular items. Furthermore, significant changes in demand for our products would impact management's estimates in establishing our inventory provision.

Management estimates are monitored on a quarterly basis and a further adjustment to reduce inventory to its net realizable value is recorded, as an increase to cost of sales, when deemed necessary under the lower of cost or market standard.

Income Allocation for Income Taxes. Our income tax provision and related income tax assets and liabilities are based on actual income as allocated to the various tax jurisdictions based upon our transfer pricing study, US and foreign statutory income tax rates, and tax regulations and planning opportunities in the various jurisdictions in which the Company operates. Significant judgment is required in interpreting tax regulations in the US and foreign jurisdictions, and in evaluating worldwide uncertain tax positions. Actual results could differ materially from those judgments, and changes from such judgments could materially affect our consolidated financial statements.

Income taxes and interest and penalties related to income tax payable. We do not file a consolidated return with our foreign subsidiaries. We file federal and state returns and our foreign subsidiaries each file Hong Kong returns, as applicable. Deferred taxes are provided on a liability method whereby deferred tax assets are recognized as deductible temporary differences and operating loss and tax credit carry-forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax basis. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

As of January 1, 2007, we adopted the provisions of FASB Interpretation No. 48 ("FIN 48"), *Accounting for Uncertainty in Income Taxes*, which prescribes a recognition threshold and measurement process for recording in the financial statements uncertain tax positions taken or expected to be taken in a tax return. As of the date of adoption, tax benefits that are subject to challenge by tax authorities are analyzed and accounted for in the income tax

provision. The cumulative effect of the potential liability for unrecognized tax benefits prior to the adoption of FIN 48, along with the associated interest and penalties, are recognized as a reduction in the January 1, 2007 balance of retained earnings.

We accrue a tax reserve for additional income taxes and interest, which may become payable in future years as a result of audit adjustments by tax authorities. The reserve is based on management's assessment of all relevant information, and is periodically reviewed and adjusted as circumstances warrant. As of June 30, 2008, our income tax reserves are approximately \$20.3 million and relate to the potential income tax audit adjustments, primarily in the areas of income allocation and transfer pricing.

We recognize current period interest expense and the reversal of previously recognized interest expense that has been determined to not be assessable due to the expiration of the related audit period or other compelling factors on the income tax liability for unrecognized tax benefits as interest expense, and penalties and penalty reversals related to the income taxes payable as other expense in our consolidated statements of operations.

Share-Based Compensation. We grant restricted stock and options to purchase our common stock to our employees (including officers) and non-employee directors under our 2002 Stock Award and Incentive Plan (the "Plan"), which incorporated the shares remaining under our Third Amended and Restated 1995 Stock Option Plan. The benefits provided under the Plan are share-based payments subject to the provisions of revised Statement of Financial Accounting Standards No. 123 (Revised) (SFAS 123R), *Share-Based Payment*. Effective January 1, 2006, we began to use the fair value method to apply the provisions of SFAS 123R. We estimate the value of share-based awards on the date of grant using the Black-Scholes option-pricing model. The determination of the fair value of share-based payment awards on the date of grant using an option-pricing model is affected by our stock price, as well as assumptions regarding a number of complex and subjective variables. These variables include our expected stock price volatility over the term of the awards, actual and projected employee stock option exercise behaviors, cancellations, terminations, risk-free interest rates and expected dividends.

Recent Developments

In February 2008, our Board of Directors authorized us to repurchase up to \$30.0 million of our common stock. In April and May 2008, we repurchased an aggregate of 1,259,300 shares of our common stock at an average price of \$23.82 per share for a total cost of \$30.0 million. The repurchased stock represented approximately 4.4% of our outstanding shares of common stock at the time of the repurchase and was subsequently retired by us.

Results of Operations

The following unaudited table sets forth, for the periods indicated, certain statement of income data as a percentage of net sales.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2008	2007	2008
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	65.0	64.2	64.2	64.0
Gross profit	35.0	35.8	35.8	36.0
Selling, general and administrative expenses	30.0	32.0	31.9	34.3
Income from operations	5.0	3.8	3.9	1.7
Profit from video game joint venture	0.5	0.9	0.8	1.3
Interest income	1.4	0.5	1.3	0.8
Interest expense	(1.2)	(1.1)	(1.2)	(1.2)
Income before provision for income taxes	5.7	4.1	4.8	2.6
Provision for income taxes	1.8	1.3	1.5	0.8
Net income	3.9%	2.8%	3.3%	1.8%

The following unaudited table summarizes, for the periods indicated, certain income statement data by segment (in thousands).

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2007	2008	2007	2008
Net Sales				
Traditional Toys	\$ 113,475	\$ 131,127	\$ 224,199	\$ 250,645
Craft/Activity/Writing Products	11,498	10,570	20,665	16,658
Pet Products	4,574	3,594	8,745	8,923
	129,547	145,291	253,609	276,226
Cost of Sales				
Traditional Toys	73,103	83,456	143,423	158,982
Craft/Activity/Writing Products	7,701	6,640	13,544	11,324
Pet Products	3,448	3,137	5,839	6,421
	84,252	93,233	162,806	176,727
Gross Profit				
Traditional Toys	40,372	47,671	80,776	91,663
Craft/Activity/Writing Products	3,797	3,930	7,121	5,334
Pet Products	1,126	457	2,906	2,502
	\$ 45,295	\$ 52,058	\$ 90,803	\$ 99,499

Comparison of the Three Months Ended June 30, 2008 and 2007

Net Sales

Traditional Toys. Net sales of our Traditional Toys segment were \$131.1 million in 2008, compared to \$113.5 million in 2007, representing an increase of \$17.6 million, or 15.5%. The increase in net sales was primarily due to increases in sales of The Chronicles of Narnia: Prince Caspian™ action figures and accessories, JAKKS™ dolls, Neopets® toys, role-play and dress-up toys based on Disney characters Hannah Montana® and classic princesses, Eye Clops® Bionic Eye and Eye Clops® Night Vision, our G2 Game Girl™ electronics line of products, Hannah Montana and Camp Rock™ dolls and accessories, Puppy In My Pocket & Friends™ toys, and Nascar® toys, offset in part by decreases in sales of WWE®, Pokemon® and Dragonball Z® action figures and accessories, Plug It In & Play TV Games™, wheels products, Vmigo®, Doodle Bears®, Care Bears®, Cabbage Patch Kids®, Speedstacks®, The Cheetah Girls™ toys and Go Fly A Kite® and junior sports products.

Craft/Activity/Writing Products. Net sales of our Craft/Activity/Writing Products were \$10.6 million in 2008, compared to \$11.5 million in 2007, representing a decrease of \$0.9 million, or 7.8%. The decrease in net sales was primarily due to decreases in sales of our Flying Colors® and Vivid Velvet® activities products and our Pentech™ and Color Workshop® writing instruments and related products, offset in part by an increase in sales of our Girl Gourmet™ activity toys and our Spinz™ writing instruments.

Pet Products. Net Sales of our Pet Pal line of products were \$3.6 million in 2008, compared to \$4.6 million in 2007, representing a decrease of \$1.0 million, or 21.7%. The decrease is mainly attributable to the less available shelf space for pet products at some of our major customer retail stores.

Cost of Sales

Traditional Toys. Cost of sales of our Traditional Toys segment was \$83.5 million, or 63.6% of related net sales, in 2008, compared to \$73.1 million, or 64.4% of related net sales, in 2007, representing an increase of \$10.4 million, or 14.2%. The increase primarily consisted of an increase in product costs of \$6.5 million, which is in line with the higher volume of sales. Product costs as a percentage of sales decreased primarily due to the mix of the product sold with lower product cost. Furthermore, royalty expense for our Traditional Toys segment increased by \$2.3 million and as a percentage of net sales, due to changes in the product mix to more products with higher royalty rates from products with lower royalty rates or proprietary products with no royalty rates. Our depreciation of molds and tools increased by \$1.5 million due to the depreciation of new products being sold in this segment.

Craft/Activity/Writing Products. Cost of sales of our Craft/Activity/Writing Products segment was \$6.6 million, or 62.8% of related net sales, in 2008, compared to \$7.7 million, or 67.0% of related net sales, in 2007, representing a decrease of \$1.1 million, or 14.3%. The decrease consisted of a decrease in product costs of \$1.4 million, which is in line with the lower volume of sales. Product costs as a percentage of net sales also decreased primarily due to the mix of the product sold and lower sales of closeout product. Royalty expense increased by \$0.3 million and as a percentage of net sales due to changes in the product mix to more products with higher royalty rates from products with lower royalty rates or proprietary products with no royalty rates. Our depreciation of molds and tools remained comparable year over year.

Pet Products. Cost of sales of our Pet Pal line of products was \$3.1 million, or 87.3% of related net sales, in 2008, compared to \$3.4 million, or 75.4% of related net sales, in 2007, representing a decrease of \$0.3 million, or 8.8%. The decrease primarily consisted of a decrease in product costs of \$0.7 million, which is in line with the lower volume of sales. Product costs as a percentage of net sales also decreased primarily due to the mix of the product sold. Royalty expense increased by \$0.4 million due to changes in the product mix. Our depreciation of molds and tools was comparable year-over-year.

Selling, General and Administrative Expenses

Selling, general and administrative expenses were \$46.5 million in 2008 and \$38.8 million in 2007, constituting 32.0% and 30.0% of net sales, respectively. The overall increase of \$7.7 million in such costs was primarily due to increases in general and administrative expenses (\$2.5 million), product development (\$2.6 million) and other selling expenses (\$3.3 million), offset in part by decreases in amortization expense related to intangible assets other than goodwill (\$1.7 million). The increase in general and administrative expenses is primarily due to an increase in salary and payroll taxes (\$1.1 million) to support our growing business, legal expense (\$0.5 million), net of insurance reimbursements for legal expense of \$2.9 million, and temporary help expense (\$0.9 million). The increase in direct selling expenses is primarily due to an increase in advertising and promotional expenses of \$0.5 million in 2008 in support of several of our product lines and other direct selling expenses (\$3.1 million). From time to time, we may increase or decrease our advertising efforts, if we deem it appropriate for particular products.

Profit from Video Game Joint Venture

Profit from our video game joint venture in 2008 increased to \$1.3 million, as compared to \$0.7 million in 2007, due to the strong performance of the new Smackdown vs. Raw 2008 game and sales of video games on the new Wii game platform. The amount of the preferred return we will receive from the joint venture after June 30, 2006 became subject to change (see "Risk Factors", *infra*, and Note 4 of the Notes to Condensed Consolidated Financial Statements, *supra*).

Interest Income

Interest income in 2008 was \$0.8 million, as compared to \$1.8 million in 2007. The decrease is due to lower interest rates during 2008 compared to 2007 and lower average cash balances.

Interest Expense

Interest expense was \$1.6 million for both 2008 and 2007, which is primarily due to net interest of \$0.4 million accrued pursuant to our January 1, 2007 adoption of the provisions of FIN 48 and interest expense of \$1.1 million related to our convertible senior notes payable.

Provision for Income Taxes

Provision for income taxes includes federal, state and foreign income taxes at effective tax rates of 32.0% in 2007, and 30.7% in 2008, benefiting from a flat tax rate of 17.5% and 16.5% for 2007 and 2008, respectively, on the Company's income arising in, or derived from, Hong Kong. The decrease in the effective rate in 2008 is primarily due to a change in the federal tax code which reduced the amount of foreign income includible on the federal income tax return. As of June 30, 2008, the Company had net deferred tax assets of approximately \$7.5 million for which an allowance of \$0.9 million has been provided since, in the opinion of management, realization of the future benefit is uncertain.

Comparison of the Six Months Ended June 30, 2008 and 2007

Net Sales

Traditional Toys. Net sales of our Traditional Toys segment were \$250.6 million in 2008, compared to \$224.2 million in 2007, representing an increase of \$26.4 million, or 11.8%. The increase in net sales was primarily due to increases in sales of Pokemon® and The Chronicles of Narnia: Prince Caspian™ action figures and accessories, JAKKS™ dolls, Neopets® toys, role-play and dress-up toys based on Disney characters Hannah Montana™ and classic princesses, Eye Clops® Bionic Eye and Eye Clops® Night Vision, our G2 Game Girl™ electronics line of products, Child Guidance® pre-school toys, Hannah Montana and Camp Rock™ dolls and accessories, Puppy In My Pocket & Friends™ toys and our Go Fly A Kite® products, offset in part by decreases in sales of WWE® and Dragonball Z® action figures and accessories, Plug It In & Play TV Games™, wheels products, Vmigo®, Sky Dancers®, Doodle Bears®, Care Bears®, Cabbage Patch Kids®, Speedstacks®, Snugglers™, and our junior sports products.

Craft/Activity/Writing Products. Net sales of our Craft/Activity/Writing Products were \$16.7 million in 2008, compared to \$20.7 million in 2007, representing a decrease of \$4.0 million, or 19.3%. The decrease in net sales was primarily due to decreases in sales of our Flying Colors® and Vivid Velvet® activities products and our Pentech™ and Color Workshop® writing instruments and related products, offset in part by an increase in sales of our Girl Gourmet™ activity toys and our Spinz™ writing instruments.

Pet Products. Net Sales of our Pet Pal line of products were \$8.9 million in 2008, compared to \$8.7 million in 2007, representing an increase of \$0.2 million, or 2.3%. Sales of pet products were led by our AKG licensed line of products.

Cost of Sales

Traditional Toys. Cost of sales of our Traditional Toys segment was \$159.0 million, or 63.4% of related net sales, in 2008, compared to \$143.4 million, or 64.0% of related net sales, in 2007, representing an increase of \$15.6 million, or 10.9%. The increase primarily consisted of an increase in product costs of \$10.6 million, which is in line with the higher volume of sales. Product costs as a percentage of sales decreased primarily due to the mix of the product sold with lower product cost. Furthermore, royalty expense for our Traditional Toys segment increased by \$2.3 million and as a percentage of net sales due to changes in the product mix to more products with higher royalty rates from products with lower royalty rates or proprietary products with no royalty rates. Our depreciation of molds and tools increased by \$2.5 million due to the depreciation of new products being sold in this segment.

Craft/Activity/Writing Products. Cost of sales of our Craft/Activity/Writing Products segment was \$11.3 million, or 68.0% of related net sales, in 2008, compared to \$13.5 million, or 65.5% of related net sales, in 2007, representing a decrease of \$2.2 million, or 16.3%. The decrease consisted of a decrease in product costs of \$2.2 million, which is in line with the lower volume of sales. Product costs as a percentage of net sales increased primarily due to the mix of the product sold and sell-off of closeout product. Royalty expense and our depreciation of molds and tools remained comparable year over year.

Pet Products. Cost of sales of our Pet Pal line of products was \$6.4 million, or 72.0% of related net sales, in 2008, compared to \$5.8 million, or 66.8% of related net sales, in 2007, representing an increase of \$0.6 million, or 10.3%. The increase primarily consisted of an increase in product costs of \$0.7 million, which is in line with the higher volume of sales. Product costs as a percentage of net sales increased primarily due to the mix of the product sold and sell-off of closeout product. Royalty expense remained comparable year-over-year. Additionally, our depreciation of molds and tools decreased by \$0.1 million due to less new product requiring mold and tools.

Selling, General and Administrative Expenses

Selling, general and administrative expenses were \$94.8 million in 2008 and \$81.0 million in 2007, constituting 34.3% and 31.9.0% of net sales, respectively. The overall increase of \$13.8 million in such costs was primarily due to increases in general and administrative expenses (\$7.7 million), product development (\$4.6 million) and other selling expenses (\$3.6 million), offset in part by decreases in amortization expense related to intangible assets other than goodwill (\$3.3 million). The increase in general and administrative expenses is primarily due to an increase in salary and payroll taxes (\$2.5 million) to support our growing business, travel and entertainment expense (\$0.9 million), legal expense (\$2.8 million), net of insurance reimbursements for legal expense of \$3.4 million, and temporary help expense (\$1.7 million). The increase in direct selling expenses is primarily due to an increase in advertising and promotional expenses of \$2.3 million in 2008 in support of several of our product lines and other direct selling expenses of \$2.3 million, offset in part by decreases in sales commissions (\$0.9 million). From time to time, we may increase or decrease our advertising efforts, if we deem it appropriate for particular products.

Profit from Video Game Joint Venture

Profit from our video game joint venture in 2008 increased to \$3.7 million, as compared to \$2.2 million in 2007, due to the strong performance of the new Smackdown vs. Raw 2008 game and sales of video games on the new Wii game platform. The amount of the preferred return we will receive from the joint venture after June 30, 2006 became subject to change (see “Risk Factors”, *infra*, and Note 4 of the Notes to Condensed Consolidated Financial Statements, *supra*).

Interest Income

Interest income in 2008 was \$2.1 million, as compared to \$3.3 million in 2007. The decrease is due to lower interest rates during 2008 compared to 2007 and lower average cash balances.

Interest Expense

Interest expense was \$3.2 million for both 2008 and 2007, which is primarily due to net interest of \$0.8 million accrued pursuant to our January 1, 2007 adoption of the provisions of FIN 48 and interest expense of \$2.2 million related to our convertible senior notes payable.

Provision for Income Taxes

Provision for income taxes includes federal, state and foreign income taxes at effective tax rates of 32.0% in 2007, and 31.0% in 2008, benefiting from a flat tax rate of 17.5% and 16.5% for 2007 and 2008, respectively, on the Company’s income arising in, or derived from, Hong Kong. The decrease in the effective rate in 2008 is primarily due to a change in the federal tax code which reduced the amount of foreign income includible on the federal income tax return. As of June 30, 2008, the Company had net deferred tax assets of approximately \$7.5 million for which an allowance of \$0.9 million has been provided since, in the opinion of management, realization of the future benefit is uncertain.

Seasonality and Backlog

The retail toy industry is inherently seasonal. Generally, our sales have been highest during the third and fourth quarters, and collections for those sales have been highest during the succeeding fourth and first fiscal quarters. Sales of writing instrument products are likewise seasonal, with sales highest during the second and third quarters, as are our Go Fly a Kite®, Fun noodle® pool toys and junior sports products, which are largely sold in the first and second quarters. Our working capital needs have been highest during the third and fourth quarters.

While we have taken steps to level sales over the entire year, sales are expected to remain heavily influenced by the seasonality of our toy products. The result of these seasonal patterns is that operating results and demand for working capital may vary significantly by quarter. Orders placed with us for shipment are cancelable until the date of shipment. The combination of seasonal demand and the potential for order cancellation makes accurate forecasting of future sales difficult and causes us to believe that backlog may not be an accurate indicator of our future sales. Similarly, financial results for a particular quarter may not be indicative of results for the entire year.

Recent Accounting Pronouncements

In December 2007, the Financial Accounting Standards Board issued Statement of Financial Accounting Standard No. 141 (Revised) (“FAS 141(R)”), *Business Combinations*. The provisions of this statement are effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning after December 15, 2008. Earlier application is not permitted. FAS141(R) replaces FAS 141 and provides new

guidance for valuing assets and liabilities acquired in a business combination. We will adopt FAS141(R) in calendar year 2009.

In September 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standard No. 157 ("FAS 157"), *Fair Value Measurements*. This standard provides new definitions for fair value and establishes a framework for measuring fair value in financial statements. FAS 157 became effective for us as of January 1, 2008. We anticipate that the effect of the adoption of FAS 157 will be immaterial to our financial statements.

Liquidity and Capital Resources

As of June 30, 2008, we had working capital of \$331.2 million, compared to \$356.7 million as of December 31, 2007. This decrease was primarily attributable to the repurchase of common stock.

Operating activities used net cash of \$6.3 million in 2008, as compared to providing \$16.2 million in 2007. Net cash was used primarily by changes in working capital, offset in part by net income and non-cash charges. Our accounts receivable turnover as measured by days sales for the quarter outstanding in accounts receivable was 64 days as of June 30, 2008, slightly higher than the 62 days as of June 30, 2007. Other than open purchase orders issued in the normal course of business, we have no obligations to purchase finished goods from our manufacturers. As of June 30, 2008, we had cash and cash equivalents of \$177.2 million.

Our investing activities used net cash of \$27.6 million in 2008, as compared to \$21.5 million in 2007, consisting primarily of cash paid for the Creative Designs earn-out of \$6.7 million, the Play Along earn-out of \$6.7 million, the Pet Pal earn-out of \$1.7 million and the purchase of office furniture and equipment and molds and tooling of \$12.8 million used in the manufacture of our products and other assets. In 2007, our investing activities consisted primarily of cash paid for the Creative Designs earn-out of \$6.9 million, the Play Along earn-out of \$6.7 million and the purchase of office furniture and equipment and molds and tooling of \$7.7 million used in the manufacture of our products and other assets. As part of our strategy to develop and market new products, we have entered into various character and product licenses with royalties generally ranging from 1% to 14% payable on net sales of such products. As of June 30, 2008, these agreements required future aggregate minimum guarantees of \$35.4 million, exclusive of \$34.3 million in advances already paid. Of this \$35.4 million future minimum guarantee, \$18.6 million is due over the next twelve months.

Our financing activities used net cash of \$30.1 million in 2008, consisting of cash paid for the repurchase of our common stock and restricted shares, partially offset by proceeds from the exercise of stock options. In 2007, financing activities provided net cash of \$1.7 million, consisting of proceeds from the exercise of stock options.

In February 2008, our Board of Directors authorized us to repurchase up to \$30.0 million of our common stock. In April and May 2008, we repurchased a total of 1,259,300 shares of our common stock at an average price of \$23.82 per share for a total cost of \$30.0 million. The stock repurchased represents approximately 4.4% of our outstanding shares of common stock.

In June 2003, we sold an aggregate of \$98.0 million of 4.625% Convertible Senior Notes due June 15, 2023 and received net proceeds of approximately \$94.4 million. The notes are convertible into shares of our common stock at an initial conversion price of \$20.00 per share, or 50 shares per note, subject to certain circumstances. The notes may be converted in each quarter subsequent to any quarter in which the closing price of our common stock is at or above a prescribed price for at least 20 trading days in the last 30 trading day period of the quarter. The prescribed price for the conversion trigger is \$24.00 through June 30, 2010, and increases nominally each quarter thereafter. Cash interest is payable at an annual rate of 4.625% of the principal amount at issuance, from the issue date to June 15, 2010, payable on June 15 and December 15 of each year. After June 15, 2010, interest will accrue on the outstanding notes until maturity. At maturity, we will redeem the notes at their accreted principal amount, which will be equal to \$1,811.95 (181.195%) per \$1,000 principal amount at issuance, unless redeemed or converted earlier. The notes were convertible as of June 30, 2008 and are not convertible during the third quarter of 2008.

We may redeem the notes at our option in whole or in part beginning on June 15, 2010, at 100% of their accreted principal amount plus accrued and unpaid interest, if any, payable in cash. Holders of the notes may also require us to repurchase all or part of their notes on June 15, 2010, for cash, at a repurchase price of 100% of the principal amount per note plus accrued and unpaid interest, if any. Holders of the notes may also require us to repurchase all or part of their notes on June 15, 2013 and June 15, 2018 at a repurchase price of 100% of the accreted principal amount per

note plus accrued and unpaid interest, if any, and may be paid in cash, in shares of common stock or a combination of cash and shares of common stock.

We believe that our cash flow from operations and cash and cash equivalents on hand will be sufficient to meet our working capital and capital expenditure requirements and provide us with adequate liquidity to meet our anticipated operating needs for at least the next 12 months. Although operating activities are expected to provide cash, to the extent we grow significantly in the future, our operating and investing activities may use cash and, consequently, this growth may require us to obtain additional sources of financing. There can be no assurance that any necessary additional financing will be available to us on commercially reasonable terms, if at all. We intend to finance our long-term liquidity requirements out of net cash provided by operations and cash on hand.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk represents the risk of loss that may impact our financial position, results of operations or cash flows due to adverse changes in financial and commodity market prices and rates. We are exposed to market risk in the areas of changes in United States and international borrowing rates and changes in foreign currency exchange rates. In addition, we are exposed to market risk in certain geographic areas that have experienced or remain vulnerable to an economic downturn, such as China. We purchase substantially all of our inventory from companies in China, and, therefore, we are subject to the risk that such suppliers will be unable to provide inventory at competitive prices. While we believe that, if such an event were to occur we would be able to find alternative sources of inventory at competitive prices, we cannot assure you that we would be able to do so. These exposures are directly related to our normal operating and funding activities. Historically, we have not used derivative instruments or engaged in hedging activities to minimize our market risk.

Interest Rate Risk

In June 2003, we issued convertible senior notes payable of \$98.0 million with a fixed interest rate of 4.625% per annum, which remain outstanding as of June 30, 2008. Accordingly, we are not generally subject to any direct risk of loss arising from changes in interest rates.

Foreign Currency Risk

We have wholly-owned subsidiaries in Hong Kong and China. Sales made by the Hong Kong subsidiaries are denominated in U.S. dollars. However, purchases of inventory are typically denominated in Hong Kong dollars and local operating expenses are denominated in the local currency of the subsidiary, thereby creating exposure to changes in exchange rates. Changes in the local currency/U.S. dollar exchange rates may positively or negatively affect our operating results. We do not believe that near-term changes in these exchange rates, if any, will result in a material effect on our future earnings, fair values or cash flows, and therefore, we have chosen not to enter into foreign currency hedging transactions. We cannot assure you that this approach will be successful, especially in the event of a significant and sudden change in the value of the Hong Kong dollar or Chinese Yuan relative to the U.S. dollar.

Item 4. Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e)) as of the end of the period covered by this Report, have concluded that as of that date, our disclosure controls and procedures were effective. There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Exchange Act Rules 13a-15(d) that occurred during the period covered by this Report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

Item 1. Legal Proceedings

On October 19, 2004, we were named as defendants in a lawsuit commenced by WWE in the U.S. District Court for the Southern District of New York concerning our toy licenses with WWE and the video game license between WWE and the joint venture company operated by THQ and us, encaptioned World Wrestling Entertainment, Inc. v. JAKKS Pacific, Inc., et al., 1:04-CV-08223-KMK (the "WWE Action"). The complaint also named as defendants THQ, the joint venture, certain of our foreign subsidiaries, Jack Friedman (our Chairman and Chief Executive Officer), Stephen Berman (our Executive Vice President and Chief Operating Officer, President and Secretary and a member of our Board of Directors), Joel Bennett (our Chief Financial Officer), Stanley Shenker and Associates, Inc., Bell Licensing, LLC, Stanley Shenker and James Bell.

WWE sought treble, punitive and other damages (including disgorgement of profits) in an undisclosed amount and a declaration that the video game license with the joint venture, which is scheduled to expire in 2009 (subject to the joint venture's right to extend that license for an additional five years), and an amendment to our toy licenses with WWE, which are scheduled to expire in 2009, are void and unenforceable. This action alleged violations by the defendants of the Racketeer Influenced and Corrupt Organization Act ("RICO") and the anti-bribery provisions of the Robinson-Patman Act, and various claims under state law.

On February 16, 2005, we filed a motion to dismiss the WWE Action. On March 30, 2005, the day before WWE's opposition to our motion was due, WWE filed an Amended Complaint seeking, among other things, to add the Chief Executive Officer of THQ as a defendant and to add a claim under the Sherman Act. The Court allowed the filing of the Amended Complaint and ordered a two-stage resolution of the viability of the Complaint, with motions to dismiss the federal jurisdiction claims based on certain threshold issues to proceed and all other matters to be deferred for consideration if the Complaint survived scrutiny with respect to the threshold issues. The Court also stayed discovery pending the determination of the motions to dismiss.

The motions to dismiss the Amended Complaint based on these threshold issues were fully briefed and argued and, on March 31, 2006, the Court granted the part of our motion seeking dismissal of the Robinson-Patman Act and Sherman Act claims and denied the part of our motion seeking to dismiss the RICO claims on the basis of the threshold issue that was briefed (the "March 31 Order").

On April 7, 2006, we sought certification to appeal from the portion of the March 31 Order denying our motion to dismiss the RICO claim on the one ground that was briefed. Shortly thereafter, WWE filed a motion for reargument with respect to the portion of the March 31 Order that dismissed the Sherman Act claim and, alternatively, sought judgment with respect to the Sherman Act claim so that it could pursue an immediate appeal. At a court conference on April 26, 2006 the Court deferred the requests for judgment and for certification and set up briefing schedules with respect to our motion to dismiss the RICO claim on grounds that were not the subject of the first round of briefing, and our motion to dismiss the action based on the release contained in a January 15, 2004 Settlement Agreement and General Release between WWE and the Company (the "Release"). The Court also established a briefing schedule for WWE's motion for reargument of the dismissal of the Sherman Act claim. These motions were argued and submitted in September 2006. Discovery remained stayed.

On November 30, 2007, the Court indicated that the WWE Action would be dismissed. On December 21, 2007 the Court dismissed the WWE Action with prejudice (the "December 2007 Order") based on (1) the failure to plead RICO injury; (2) the bar of the RICO statute of limitations; (3) the denial of WWE's motion for reconsideration of the Sherman Act claim; and (4) the lack of subject matter jurisdiction with respect to the pendent state law claims. Thereafter, WWE filed an appeal to the Second Circuit Court of Appeals. We filed a motion for reconsideration of the

part of the December 2007 Order that stated that the Release did not bar the WWE Action. That motion was fully briefed and submitted to the Court. We also filed a cross-appeal based on the Court's earlier order denying our request to dismiss based on the lack of a cognizable enterprise and based on the December 2007 Order's statement with respect to the Release. WWE moved to dismiss our cross-appeal. The appeal and cross-appeal and WWE's related motion to dismiss the cross-appeal are in abeyance pending the determination of our motion for reconsideration. Recently, WWE filed a motion in the Second Circuit seeking an order allowing it to proceed with its appeal or, in the alternative, an order requiring the District Court to determine the reconsideration motion.

In November 2004, several purported class action lawsuits were filed in the United States District Court for the Southern District of New York: (1) Garcia v. JAKKS Pacific, Inc. et al., Civil Action No. 04-8807 (filed on November 5, 2004), (2) Jonco Investors, LLC v. JAKKS Pacific, Inc. et al., Civil Action No. 04-9021 (filed on November 16, 2004), (3) Kahn v. JAKKS Pacific, Inc. et al., Civil Action No. 04-8910 (filed on November 10, 2004), (4) Quantum Equities L.L.C. v. JAKKS Pacific, Inc. et al., Civil Action No. 04-8877 (filed on November 9, 2004), and (5) Irvine v. JAKKS Pacific, Inc. et al., Civil Action No. 04-9078 (filed on November 16, 2004) (the “Class Actions”). The complaints in the Class Actions alleged that defendants issued positive statements concerning increasing sales of our WWE licensed products which were false and misleading because the WWE licenses had allegedly been obtained through a pattern of commercial bribery, our relationship with the WWE was being negatively impacted by the WWE’s contentions and there was an increased risk that the WWE would either seek modification or nullification of the licensing agreements with us. Plaintiffs also alleged that we misleadingly failed to disclose the alleged fact that the WWE licenses were obtained through an unlawful bribery scheme. The plaintiffs in the Class Actions were described as purchasers of our common stock, who purchased from as early as October 26, 1999 to as late as October 19, 2004. The Class Actions sought compensatory and other damages in an undisclosed amount, alleging violations of Section 10(b) of the Securities Exchange Act of 1934 (the “Exchange Act”) and Rule 10b-5 promulgated thereunder by each of the defendants (namely the Company and Messrs. Friedman, Berman and Bennett), and violations of Section 20(a) of the Exchange Act by Messrs. Friedman, Berman and Bennett. On January 25, 2005, the Court consolidated the Class Actions under the caption In re JAKKS Pacific, Inc. Shareholders Class Action Litigation, Civil Action No. 04-8807. On May 11, 2005, the Court appointed co-lead counsels and provided until July 11, 2005 for an amended complaint to be filed; and a briefing schedule thereafter with respect to a motion to dismiss. The motion to dismiss was fully briefed and argument occurred on November 30, 2006. The motion was granted in January 2008 to the extent that the Class Actions were dismissed without prejudice to plaintiffs’ right to seek leave to file an amended complaint based on statements that the WWE licenses were obtained from the WWE as a result of the long-term relationship with WWE. A motion seeking leave to file an amended complaint was granted and an amended complaint filed. A briefing schedule has been established with respect to a motion to dismiss that is scheduled for argument in October 2008.

We believe that the claims in the WWE Action and the Class Actions are without merit and we intend to defend vigorously against them. However, because these Actions are in their preliminary stages or are on appeal, we cannot assure you as to the outcome of the Actions, nor can we estimate the range of our potential losses.

On December 2, 2004, a shareholder derivative action was filed in the Southern District of New York by Freeport Partner, LLC against us, nominally, and against Messrs. Friedman, Berman and Bennett, Freeport Partners v. Friedman, et al., Civil Action No. 04-9441 (the “Derivative Action”). The Derivative Action seeks to hold the individual defendants liable for damages allegedly caused to us by their actions and in particular to hold them liable on a contribution theory with respect to any liability we incur in connection with the Class Actions. On or about February 10, 2005, a second shareholder derivative action was filed in the Southern District of New York by David Oppenheim against us, nominally, and against Messrs. Friedman, Berman, Bennett, Blatte, Glick, Miller and Skala, Civil Action 05-2046 (the “Second Derivative Action”). The Second Derivative Action seeks to hold the individual defendants liable for damages allegedly caused to us by their actions as a result of alleged breaches of their fiduciary duties. On or about March 16, 2005, a third shareholder derivative action was filed. It is captioned Warr v. Friedman, Berman, Bennett, Blatte, Glick, Miller, Skala, and JAKKS (as a nominal defendant), and it was filed in the Superior Court of California, Los Angeles County (the “Third Derivative Action”). The Third Derivative Action seeks to hold the individual defendants liable for (1) damages allegedly caused to us by their alleged breaches of fiduciary duty, abuse of control, gross mismanagement, waste of corporate assets and unjust enrichment; and (2) restitution to us of profits, benefits and other compensation obtained by them. Stays/and or extensions of time to answer are in place with respect to the derivative actions.

On March 1, 2005, we delivered a Notice of Breach of Settlement Agreement and Demand for Indemnification to WWE (the “Notification”). The Notification asserted that WWE’s filing of the WWE Action violated a Covenant Not to Sue contained in a January 15, 2004 Settlement Agreement and General Release (“General Release”) entered into

between WWE and us and, therefore, that we were demanding indemnification, pursuant to the Indemnification provision contained in the General Release, for all losses that the WWE's actions have caused or will cause to us and our officers, including but not limited to any losses sustained by us in connection with the Class Actions. On March 4, 2005, in a letter from its outside counsel, WWE asserted that the General Release does not cover the claims in the WWE Action.

On March 30, 2006, WWE's counsel wrote a letter alleging breaches by the joint venture of the video game agreement relating to the manner of distribution and the payment of royalties to WWE with respect to sales of the WWE video games in Japan. WWE has demanded that the alleged breaches be cured within the time periods provided in the video game license, while reserving all of its rights, including its alleged right of termination of the video game license.

On April 28, 2006 the joint venture responded, asserting, among other things, that WWE had acquiesced in the manner of distribution in Japan and the payment of royalties with respect to such sales and, in addition, had separately released the joint venture from any claims with respect to such matter, including the payment of royalties with respect to such sales, and that there is therefore no basis for an allegation of a breach of the license agreement. While the joint venture does not believe that WWE has a valid claim, it tendered a protective "cure" of the alleged breaches with a full reservation of rights. WWE "rejected" that cure and reserved its rights.

On October 12, 2006, WWE commenced a lawsuit in Connecticut state court against THQ and THQ/JAKKS Pacific LLC (the "LLC"), involving a claim set forth above concerning allegedly improper sales of WWE video games in Japan and other countries in Asia (the "Connecticut Action"). The lawsuit seeks, among other things, a declaration that WWE is entitled to terminate the video game license and monetary damages and raised Connecticut Unfair Trade Practices Act ("CUTPA") and contract claims against THQ and the LLC. A motion to strike the CUTPA claim was denied in May 2007.

In March 2007, WWE filed a motion seeking leave to amend its complaint in the Connecticut Action to add the principal part of the state law claims present in the WWE Action to the Connecticut Action. That motion further sought, *inter alia*, to add our Company and Messrs. Friedman, Berman and Bennett (the "Individual Defendants") as defendants in the Connecticut Action. The motion was argued on May 8, 2007 and was granted from the bench, subject to a decision that the schedule was suspended and no discovery matters would be addressed until pleading motions were resolved. In June 2007, our Company and the Individual Defendants moved for a stay of the Connecticut Action, *inter alia*, based on the pendency of the WWE Action. On July 30, 2007, in light of the pending motion to dismiss in the WWE Action, the Court ordered a 120-day stay of the Connecticut Action (the "Stay"). In November 2007 we moved for a continuation of the Stay. WWE served discovery and sought leave to file an amended complaint alleging the state law claims from the WWE Action. Thereafter we moved for a conference and a stay of discovery. A conference was held on January 14, 2008 at which WWE was allowed to amend its complaint to assert the state law claims set forth in the WWE Action and a briefing schedule was established with respect to a combined motion to strike and a motion for summary judgment (the "Dispositive Motion"). This motion was briefed and argument was held on May 19, 2008. WWE cross-moved for partial summary judgment striking our Release defense. Discovery is proceeding in this matter but we have filed a motion to stay discovery pending adjudication of the Dispositive Motion or for entry of a discovery management order deferring deposition discovery and any additional discovery until WWE complies with its outstanding discovery obligations and establishing a schedule for expedited resolution of discovery disputes. The Court also established a case management order, which provides for trial in or after May 2010. Recently, THQ filed a cross-complaint which asserts claims by THQ and Mr. Farrell for indemnification from Jakks in the event that WWE prevails on any of its claims against THQ and Farrell and also asserts claims by THQ that Jakks breached its fiduciary duties to THQ in connection with the videogame license between WWE and THQ/Jakks Pacific LLC and seeks equitable and legal relief, including substantial monetary and exemplary damages against Jakks in connection with this claim. Jakks intends to contest all of these claims vigorously.

We believe that the claims in the Connecticut Action are without merit and we intend to defend vigorously against them. However, because this action is in its preliminary stage, we cannot assure you as to the outcome of the action, nor can we estimate the range of our potential losses. THQ and the LLC have stated that they believe the claims in the Connecticut Action prior to the additional claims in the amended complaint are without merit and intend to defend themselves vigorously. However, because this action is in its preliminary stage, we cannot assure you as to the outcome, nor can we estimate the range of our potential losses, if any.

Our agreement with THQ provides for payment of a preferred return to us in connection with our joint venture. The preferred return is subject to change after June 30, 2006 and is to be set for the distribution period beginning July 1, 2006 and ending December 31, 2009 (the "Next Distribution Period"). The agreement provides that the parties will negotiate in good faith and agree to the preferred return not less than 180 days prior to the start of the Next Distribution Period. It further provides that if the parties are unable to agree on a preferred return, the preferred return will be determined by arbitration. The parties have not reached an agreement with respect to the preferred return for the Next Distribution Period and the preferred return is to be determined through arbitration. On April 30, 2007, THQ filed an action in the Superior Court, Los Angeles County, to compel arbitration and to appoint an arbitrator pursuant to the relevant provisions of the agreement. An order was issued that identified five potential arbitrators. The parties did not agree on an arbitrator. JAKKS served notices of disqualification on four of the potential arbitrators; THQ objected; the Court struck the disqualification notices and appointed an arbitrator, who was then stricken by JAKKS.

JAKKS appealed the Court's order with respect to the disclosure and disqualification process and the appellate court took the appeal and stayed the proceedings. The Court rendered a decision on the matter on February 28, 2008 which affirmed the lower court's decision ruling that disclosure was not required until after the arbitrator was nominated to serve by the Court. The matter was remanded for further proceedings and the parties have agreed on an arbitrator subject to disclosure issues.

We are a party to, and certain of our property is the subject of, various other pending claims and legal proceedings that routinely arise in the ordinary course of our business, but we do not believe that any of these claims or proceedings will have a material effect on our business, financial condition or results of operations.

Item 1A. Risk Factors

From time to time, including in this Quarterly Report on Form 10-Q, we publish forward-looking statements, as disclosed in our Disclosure Regarding Forward-Looking Statements beginning immediately following the Table of Contents of this Report. We note that a variety of factors could cause our actual results and experience to differ materially from the anticipated results or other expectations expressed or anticipated in our forward-looking statements. The factors listed below are illustrative of the risks and uncertainties that may arise and that may be detailed from time to time in our public announcements and our filings with the Securities and Exchange Commission, such as on Forms 8-K, 10-Q and 10-K. We undertake no obligation to make any revisions to the forward-looking statements contained in this Report to reflect events or circumstances occurring after the date of the filing of this report.

The outcome of litigation in which we have been named as a defendant is unpredictable and a materially adverse decision in any such matter could have a material adverse affect on our financial position and results of operations.

We are defendants in litigation matters, as described under “Legal Proceedings” in our periodic reports filed pursuant to the Securities Exchange Act of 1934, including the lawsuit commenced by WWE and the purported securities class action and derivative action claims stemming from the WWE lawsuit (see “Legal Proceedings”). These claims may divert financial and management resources that would otherwise be used to benefit our operations. Although we believe that we have meritorious defenses to the claims made in each and all of the litigation matters to which we have been named a party, and intend to contest each lawsuit vigorously, no assurances can be given that the results of these matters will be favorable to us. A materially adverse resolution of any of these lawsuits could have a material adverse effect on our financial position and results of operations.

Our inability to redesign, restyle and extend our existing core products and product lines as consumer preferences evolve, and to develop, introduce and gain customer acceptance of new products and product lines, may materially and adversely impact our business, financial condition and results of operations.

Our business and operating results depend largely upon the appeal of our products. Our continued success in the toy industry will depend on our ability to redesign, restyle and extend our existing core products and product lines as consumer preferences evolve, and to develop, introduce and gain customer acceptance of new products and product lines. Several trends in recent years have presented challenges for the toy industry, including:

- *Age Compression: The phenomenon of children outgrowing toys at younger ages, particularly in favor of interactive and high technology products;*
- *Increasing use of technology;*
- *Shorter life cycles for individual products; and*
- *Higher consumer expectations for product quality, functionality and value.*

We cannot assure you that:

- *our current products will continue to be popular with consumers;*
- *the product lines or products that we introduce will achieve any significant degree of market acceptance; or*

- *the life cycles of our products will be sufficient to permit us to recover licensing, design, manufacturing, marketing and other costs associated with those products.*

Our failure to achieve any or all of the foregoing benchmarks may cause the infrastructure of our operations to fail, thereby adversely affecting our business, financial condition and results of operations.

The failure of our character-related and theme-related products to become and/or remain popular with children may materially and adversely impact our business, financial condition and results of operations.

The success of many of our character-related and theme-related products depends on the popularity of characters in movies, television programs, live wrestling exhibitions, auto racing events and other media. We cannot assure you that:

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- *media associated with our character-related and theme-related product lines will be released at the times we expect or will be successful;*
- *the success of media associated with our existing character-related and theme-related product lines will result in substantial promotional value to our products;*
- *we will be successful in renewing licenses upon expiration on terms that are favorable to us;*
or
- *we will be successful in obtaining licenses to produce new character-related and theme-related products in the future.*

Our failure to achieve any or all of the foregoing benchmarks may cause the infrastructure of our operations to fail, thereby adversely affecting our business, financial condition and results of operations.

There are risks associated with our license agreements.

- *Our current licenses require us to pay minimum royalties*

Sales of products under trademarks or trade or brand names licensed from others account for substantially all of our net sales. Product licenses allow us to capitalize on characters, designs, concepts and inventions owned by others or developed by toy inventors and designers. Our license agreements generally require us to make specified minimum royalty payments, even if we fail to sell a sufficient number of units to cover these amounts. In addition, under certain of our license agreements, if we fail to achieve certain prescribed sales targets, we may be unable to retain or renew these licenses.

- *Some of our licenses are restricted as to use*

Under the majority of our license agreements the licensors have the right to review and approve our use of their licensed products, designs or materials before we may make any sales. If a licensor refuses to permit our use of any licensed property in the way we propose, or if their review process is delayed, our development or sale of new products could be impeded.

- *New licenses are difficult and expensive to obtain*

Our continued success will depend substantially on our ability to obtain additional licenses. Intensive competition exists for desirable licenses in our industry. We cannot assure you that we will be able to secure or renew significant licenses on terms acceptable to us. In addition, as we add licenses, the need to fund additional royalty advances and guaranteed minimum royalty payments may strain our cash resources.

- *A limited number of licensors account for a large portion of our net sales*

We derive a significant portion of our net sales from a limited number of licensors. If one or more of these licensors were to terminate or fail to renew our license or not grant us new licenses, our business, financial condition and results of operations could be adversely affected.

The toy industry is highly competitive and our inability to compete effectively may materially and adversely impact our business, financial condition and results of operations.

The toy industry is highly competitive. Globally, certain of our competitors have financial and strategic advantages over us, including:

- *greater financial resources;*
- *larger sales, marketing and product development departments;*
- *stronger name recognition;*
- *longer operating histories; and*
- *greater economies of scale.*

In addition, the toy industry has no significant barriers to entry. Competition is based primarily on the ability to design and develop new toys, to procure licenses for popular characters and trademarks and to successfully market products. Many of our competitors offer similar products or alternatives to our products. Our competitors have obtained and are likely to continue to obtain licenses that overlap our licenses with respect to products, geographic areas and markets. We cannot assure you that we will be able to obtain adequate shelf space in retail stores to support our existing products or to expand our products and product lines or that we will be able to continue to compete effectively against current and future competitors.

An adverse outcome in the litigation commenced against us and against our video game joint venture with THQ by WWE, or a decline in the popularity of WWE, could adversely impact our interest in that joint venture.

The joint venture with THQ depends entirely on a single license, which gives the venture exclusive worldwide rights to produce and market video games based on World Wrestling Entertainment characters and themes. An adverse outcome against us, THQ or the joint venture in the lawsuit commenced by WWE, or an adverse outcome against THQ or the joint venture in the lawsuit commenced by WWE against THQ and the joint venture (see the first Risk Factor, above, and “Legal Proceedings”), would adversely impact our rights under the joint venture’s single license, which would adversely affect the joint venture’s and our business, financial condition and results of operation.

Furthermore, the popularity of professional wrestling, in general, and World Wrestling Entertainment, in particular, is subject to changing consumer tastes and demands. The relative popularity of professional wrestling has fluctuated significantly in recent years. A decline in the popularity of World Wrestling Entertainment could adversely affect the joint venture’s and our business, financial condition and results of operations.

The termination of THQ’s manufacturing licenses and the inability of the joint venture to otherwise obtain these licenses from other manufacturers would materially adversely affect the joint venture’s and our business, financial condition and results of operations.

The joint venture relies on hardware manufacturers and THQ’s non-exclusive licenses with them for the right to publish titles for their platforms and for the manufacture of the joint venture’s titles. If THQ’s manufacturing licenses were to terminate and the joint venture could not otherwise obtain these licenses from other manufacturers, the joint venture would be unable to publish additional titles for these manufacturers’ platforms, which would materially adversely affect the joint venture’s and our business, financial condition and results of operations.

The failure of the joint venture or THQ to perform as anticipated could have a material adverse affect on our financial position and results of operations.

The joint venture’s failure to timely develop titles for new platforms that achieve significant market acceptance, to maintain net sales that are commensurate with product development costs or to maintain compatibility between its personal computer CD-ROM titles and the related hardware and operating systems would adversely affect the joint venture’s and our business, financial condition and results of operations.

Furthermore, THQ controls day-to-day operations of the joint venture and all of its product development and production operations. Accordingly, the joint venture relies exclusively on THQ to manage these operations effectively. THQ’s failure to effectively manage the joint venture would have a material adverse effect on the joint venture’s and our business and results of operations. We are also dependent upon THQ’s ability to manage cash flows of the joint venture. If THQ is required to retain cash for operations, or because of statutory or contractual restrictions, we may not receive cash payments for our share of profits, on a timely basis, or at all.

The amount of preferred return that we now receive from the joint venture is subject to change, which could adversely affect our results of operations.

The joint venture agreement provides for us to have received guaranteed preferred returns through June 30, 2006 at varying rates of the joint venture’s net sales depending on the cumulative unit sales and platform of each particular game. The preferred return was subject to change after June 30, 2006 and was to be set for the distribution period beginning July 1, 2006 and ending December 31, 2009 (the “Next Distribution Period”). The agreement provides that the parties will negotiate in good faith and agree to the preferred return not less than 180 days prior to the start of the Next Distribution Period. It further provides that if the parties are unable to agree on a preferred return, the preferred return will be determined by arbitration. Since the parties have not reached an agreement with respect to the preferred

return for the Next Distribution Period, the preferred return for the Next Distribution Period is to be determined through arbitration. The preferred return is accrued in the quarter in which the licensed games are sold and the preferred return is earned. Based on the same rates as set forth under the original joint venture agreement, an estimated receivable of \$39.3 million for the cumulative preferred return for the period from July 1, 2006 to June 30, 2008 has been accrued as of June 30, 2008, pending the resolution of this outstanding issue.

Any adverse change to the preferred return for the next distribution period as well as the ongoing performance of the joint venture may result in our experiencing reduced net income, which would adversely affect our results of operations.

We may not be able to sustain or manage our rapid growth, which may prevent us from continuing to increase our net revenues.

We have experienced rapid growth in our product lines resulting in higher net sales over the last six years, which was achieved through acquisitions of businesses, products and licenses. For example, revenues associated with companies we acquired since 2005 were approximately \$185.6 million and \$11.8 million, for the years ended December 31, 2006 and 2007, respectively, representing 24.3% and 1.4% of our total revenues for those periods. As a result, comparing our period-to-period operating results may not be meaningful and results of operations from prior periods may not be indicative of future results. We cannot assure you that we will continue to experience growth in, or maintain our present level of, net sales.

Our growth strategy calls for us to continuously develop and diversify our toy business by acquiring other companies, entering into additional license agreements, refining our product lines and expanding into international markets, which will place additional demands on our management, operational capacity and financial resources and systems. The increased demand on management may necessitate our recruitment and retention of qualified management personnel. We cannot assure you that we will be able to recruit and retain qualified personnel or expand and manage our operations effectively and profitably. To effectively manage future growth, we must continue to expand our operational, financial and management information systems and to train, motivate and manage our work force. There can be no assurance that our operational, financial and management information systems will be adequate to support our future operations. Failure to expand our operational, financial and management information systems or to train, motivate or manage employees could have a material adverse effect on our business, financial condition and results of operations.

In addition, implementation of our growth strategy is subject to risks beyond our control, including competition, market acceptance of new products, changes in economic conditions, our ability to obtain or renew licenses on commercially reasonable terms and our ability to finance increased levels of accounts receivable and inventory necessary to support our sales growth, if any. Accordingly, we cannot assure you that our growth strategy will continue to be implemented successfully.

If we are unable to acquire and integrate companies and new product lines successfully, we will be unable to implement a significant component of our growth strategy.

Our growth strategy depends in part upon our ability to acquire companies and new product lines. Revenues associated with our acquisitions since 2005 represented approximately 24.3% and 1.4% of our total revenues for the years ended December 31, 2006 and 2007, respectively. Future acquisitions will succeed only if we can effectively assess characteristics of potential target companies and product lines, such as:

- *attractiveness of products;*
- *suitability of distribution channels;*
- *management ability;*
- *financial condition and results of operations; and*
- *the degree to which acquired operations can be integrated with our operations.*

We cannot assure you that we can identify attractive acquisition candidates or negotiate acceptable acquisition terms, and our failure to do so may adversely affect our results of operations and our ability to sustain growth. Our acquisition strategy involves a number of risks, each of which could adversely affect our operating results, including:

- *difficulties in integrating acquired businesses or product lines, assimilating new facilities and personnel and harmonizing diverse business strategies and methods of operation;*
- *diversion of management attention from operation of our existing business;*
- *loss of key personnel from acquired companies; and*
- *failure of an acquired business to achieve targeted financial results.*

A limited number of customers account for a large portion of our net sales, so that if one or more of our major customers were to experience difficulties in fulfilling their obligations to us, cease doing business with us, significantly reduce the amount of their purchases from us or return substantial amounts of our products, it could have a material adverse effect on our business, financial condition and results of operations.

Our three largest customers accounted for 53.9% and 58.5% of our net sales for the six months ended June 30, 2008 and the year ended December 31, 2007, respectively. Except for outstanding purchase orders for specific products, we do not have written contracts with or commitments from any of our customers. A substantial reduction in or termination of orders from any of our largest customers could adversely affect our business, financial condition and results of operations. In addition, pressure by large customers seeking price reductions, financial incentives, changes in other terms of sale or for us to bear the risks and the cost of carrying inventory also could adversely affect our business, financial condition and results of operations. If one or more of our major customers were to experience difficulties in fulfilling their obligations to us, cease doing business with us, significantly reduce the amount of their purchases from us or return substantial amounts of our products, it could have a material adverse effect on our business, financial condition and results of operations. In addition, the bankruptcy or other lack of success of one or more of our significant retailers could negatively impact our revenues and bad debt expense.

We depend on our key personnel and any loss or interruption of either of their services could adversely affect our business, financial condition and results of operations.

Our success is largely dependent upon the experience and continued services of Jack Friedman, our Chairman and Chief Executive Officer, and Stephen G. Berman, our President and Chief Operating Officer. We cannot assure you that we would be able to find an appropriate replacement for Mr. Friedman or Mr. Berman if the need should arise, and any loss or interruption of Mr. Friedman's or Mr. Berman's services could adversely affect our business, financial condition and results of operations.

We depend on third-party manufacturers, and if our relationship with any of them is harmed or if they independently encounter difficulties in their manufacturing processes, we could experience product defects, production delays, cost overruns or the inability to fulfill orders on a timely basis, any of which could adversely affect our business, financial condition and results of operations.

We depend on many third-party manufacturers who develop, provide and use the tools, dies and molds that we own to manufacture our products. However, we have limited control over the manufacturing processes themselves. As a result, any difficulties encountered by the third-party manufacturers that result in product defects, production delays, cost overruns or the inability to fulfill orders on a timely basis could adversely affect our business, financial condition and results of operations.

We do not have long-term contracts with our third-party manufacturers. Although we believe we could secure other third-party manufacturers to produce our products, our operations would be adversely affected if we lost our relationship with any of our current suppliers or if our current suppliers' operations or sea or air transportation with our overseas manufacturers were disrupted or terminated even for a relatively short period of time. Our tools, dies and molds are located at the facilities of our third-party manufacturers.

Although we do not purchase the raw materials used to manufacture our products, we are potentially subject to variations in the prices we pay our third-party manufacturers for products, depending on what they pay for their raw materials.

We have substantial sales and manufacturing operations outside of the United States subjecting us to risks common to international operations.

We sell products and operate facilities in numerous countries outside the United States. For the six months ended June 30, 2008 and the year ended December 31, 2007 sales to our international customers comprised approximately 20.3% and 14.7%, respectively, of our net sales. We expect our sales to international customers to account for a greater portion of our revenues in future fiscal periods. Additionally, we utilize third-party manufacturers located principally in China which are subject to the risks normally associated with international operations, including:

- *currency conversion risks and currency fluctuations;*
- *limitations, including taxes, on the repatriation of earnings;*
- *political instability, civil unrest and economic instability;*
- *greater difficulty enforcing intellectual property rights and weaker laws protecting such rights;*
- *complications in complying with laws in varying jurisdictions and changes in governmental policies;*

- *greater difficulty and expenses associated with recovering from natural disasters;*
- *transportation delays and interruptions;*
- *the potential imposition of tariffs; and*
- *the pricing of intercompany transactions may be challenged by taxing authorities in both Hong Kong and the United States, with potential increases in income taxes.*

Our reliance on external sources of manufacturing can be shifted, over a period of time, to alternative sources of supply, should such changes be necessary. However, if we were prevented from obtaining products or components for a material portion of our product line due to medical, political, labor or other factors beyond our control, our operations would be disrupted while alternative sources of products were secured. Also, the imposition of trade sanctions by the United States against a class of products imported by us from, or the loss of “normal trade relations” status by China, could significantly increase our cost of products imported from that nation. Because of the importance of our international sales and international sourcing of manufacturing to our business, our financial condition and results of operations could be significantly and adversely affected if any of the risks described above were to occur.

Our business is subject to extensive government regulation and any violation by us of such regulations could result in product liability claims, loss of sales, diversion of resources, damage to our reputation, increased warranty costs or removal of our products from the market, and we cannot assure you that our product liability insurance for the foregoing will be sufficient.

Our business is subject to various laws, including the Federal Hazardous Substances Act, the Consumer Product Safety Act, the Flammable Fabrics Act and the rules and regulations promulgated under these acts. These statutes are administered by the Consumer Products Safety Commission (“CPSC”), which has the authority to remove from the market products that are found to be defective and present a substantial hazard or risk of serious injury or death. The CPSC can require a manufacturer to recall, repair or replace these products under certain circumstances. We cannot assure you that defects in our products will not be alleged or found. Any such allegations or findings could result in:

- *product liability claims;*
- *loss of sales;*
- *diversion of resources;*
- *damage to our reputation;*
- *increased warranty and insurance costs; and*
- *removal of our products from the market.*

Any of these results may adversely affect our business, financial condition and results of operations. There can be no assurance that our product liability insurance will be sufficient to avoid or limit our loss in the event of an adverse outcome of any product liability claim.

We depend on our proprietary rights and our inability to safeguard and maintain the same, or claims of third parties that we have violated their intellectual property rights, could have a material adverse effect on our business, financial condition and results of operations.

We rely on trademark, copyright and trade secret protection, nondisclosure agreements and licensing arrangements to establish, protect and enforce our proprietary rights in our products. The laws of certain foreign countries may not protect intellectual property rights to the same extent or in the same manner as the laws of the United States. We cannot assure you that we or our licensors will be able to successfully safeguard and maintain our proprietary rights. Further, certain parties have commenced legal proceedings or made claims against us based on our alleged patent infringement, misappropriation of trade secrets or other violations of their intellectual property rights. We cannot assure you that other parties will not assert intellectual property claims against us in the future. These claims could divert our attention from operating our business or result in unanticipated legal and other costs, which could adversely

affect our business, financial condition and results of operations.

Market conditions and other third-party conduct could negatively impact our margins and implementation of other business initiatives.

Economic conditions, such as rising fuel prices and decreased consumer confidence, may adversely impact our margins. In addition, general economic conditions were significantly and negatively affected by the September 11th terrorist attacks and could be similarly affected by any future attacks. Such a weakened economic and business climate, as well as consumer uncertainty created by such a climate, could adversely affect our sales and profitability. Other conditions, such as the unavailability of electronics components, may impede our ability to manufacture, source and ship new and continuing products on a timely basis. Significant and sustained increases in the price of oil could adversely impact the cost of the raw materials used in the manufacture of our products, such as plastic.

We may not have the funds necessary to purchase our outstanding convertible senior notes upon a fundamental change or other purchase date, as required by the indenture governing the notes.

On June 15, 2010, June 15, 2013 and June 15, 2018, holders of our convertible senior notes may require us to purchase their notes, which repurchase may be made for cash. In addition, holders may also require us to purchase their notes for cash upon the occurrence of certain fundamental changes in our board composition or ownership structure, if we liquidate or dissolve under certain circumstances or if our common stock ceases being quoted on an established over-the-counter trading market in the United States. If we do not have, or have access to, sufficient funds to repurchase the notes, then we could be forced into bankruptcy. In fact, we expect that we would require third-party financing, but we cannot assure you that we would be able to obtain that financing on favorable terms or at all.

We have a material amount of goodwill which, if it becomes impaired, would result in a reduction in our net income.

Goodwill is the amount by which the cost of an acquisition accounted for using the purchase method exceeds the fair value of the net assets we acquire. Current accounting standards require that goodwill no longer be amortized but instead be periodically evaluated for impairment based on the fair value of the reporting unit. As of June 30, 2008, we have not had any impairment of goodwill, which is reviewed on a quarterly basis and formally evaluated on an annual basis.

At June 30, 2008, approximately \$355.0 million, or 40.1%, of our total assets represented goodwill. Declines in our profitability may impact the fair value of our reporting units, which could result in a write-down of our goodwill. Reductions in our net income caused by the write-down of goodwill would adversely affect our results of operations.

Item 6. Exhibits

Number	Description
3.1	Amended and Restated Certificate of Incorporation of the Company(1)
3.2.1	By-Laws of the Company(2)
3.2.2	Amendment to By-Laws of the Company(3)
	Indenture, dated as of June 9, 2003, by and between the Registrant and Wells Fargo Bank, N.A.(4)
4.1	Fargo Bank, N.A.(4)
4.2	Form of 4.625% Convertible Senior Note(4)
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer(5)
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer(5)
32.1	Section 1350 Certification of Chief Executive Officer(5)
32.2	Section 1350 Certification of Chief Financial Officer(5)

(1) Filed previously as Appendix 2 to the Company's Schedule 14A Proxy Statement filed August 23, 2002 and incorporated herein by reference.

(2) Filed previously as an exhibit to the Company's Registration Statement on Form SB-2 (Reg. No. 333-2048-LA), effective May 1, 1996, and incorporated herein by reference.

(3) Filed previously as an exhibit to the Company's Registration Statement on Form SB-2 (Reg. No. 333-22583), effective May 1, 1997, and incorporated herein by reference.

(4)

Edgar Filing: LEARNING TREE INTERNATIONAL INC - Form 10-Q

Filed previously as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003, filed on August 14, 2003, and incorporated herein by reference.

(5) Filed herewith.

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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.

JAKKS PACIFIC, INC.

Date: August 11, 2008

By: /s/ JOEL M. BENNETT
Joel M. Bennett
Executive Vice President and Chief Financial
Officer
(Duly Authorized Officer and Principal
Financial Officer)

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(4) Filed previously as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003, filed on August 14, 2003, and incorporated herein by reference.

(5) Filed herewith.