

DECKERS OUTDOOR CORP

Form 10-Q/A

June 09, 2006

**Table of Contents**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q/A  
(Amendment No. 1)**

(Mark one)

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

**For the quarterly period ended March 31, 2006**

**OR**

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 0-22446  
DECKERS OUTDOOR CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware

95-3015862

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

495-A South Fairview Avenue, Goleta, California

93117

(Address of principal executive offices)

(zip code)

(805) 967-7611

(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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

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

Class	Outstanding at May 4, 2006
Common Stock, \$0.01 par value	12,516,624

**EXPLANATORY NOTE**

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This Amendment No. 1 to our Quarterly Report on Form 10-Q for the quarter ended March 31, 2006, which was filed with the Securities and Exchange Commission on May 10, 2006 (the Original 10-Q ), is being filed to include the corrected period ended date on the Section 906 certification filed as Exhibit 32 to the Original 10-Q.

We have included the complete text of the Original 10-Q and its exhibits in their entirety in this Amendment No. 1 on Form 10-Q/A to reflect the above changes. We have not updated the information in this Form 10-Q/A to speak as of a date after the filing of our Original 10-Q, and this Form 10-Q/A does not amend or update the information in such report in any way other than to give effect to the amendments described above.

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**DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**  
Table of Contents

	Page
Part I. Financial Information	
Item 1. Financial Statements (Unaudited):	
<u>Condensed Consolidated Balance Sheets as of March 31, 2006 and December 31, 2005</u>	1
<u>Condensed Consolidated Statements of Income for the Three-Month Periods Ended March 31, 2006 and 2005</u>	2
<u>Condensed Consolidated Statements of Cash Flows for the Three-Month Periods Ended March 31, 2006 and 2005</u>	3
<u>Notes to Condensed Consolidated Financial Statements</u>	4
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	12
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	39
<u>Item 4. Controls and Procedures</u>	39
Part II. Other Information	
<u>Item 1. Legal Proceedings</u>	40
<u>Item 1A. Risk Factors</u>	40
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	40
<u>Item 3. Defaults upon Senior Securities</u>	40
<u>Item 4. Submission of Matters to a Vote of Security Holders</u>	40
<u>Item 5. Other Information</u>	40
<u>Item 6. Exhibits</u>	41
<u>Signatures</u>	42
<u>Exhibit Index</u>	43
<u>EX-31.1</u>	
<u>EX-31.2</u>	
<u>EX-32</u>	

**Table of Contents****DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**Condensed Consolidated Balance Sheets  
(Unaudited)

	<b>March 31, 2006</b>	<b>December 31, 2005</b>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 10,552,000	\$ 50,749,000
Short-term investments	54,788,000	2,500,000
Trade accounts receivable, less allowances for doubtful accounts, sales discounts and sales returns of \$3,166,000 and \$7,149,000 as of March 31, 2006 and December 31, 2005, respectively	28,193,000	40,918,000
Inventories	31,281,000	33,374,000
Prepaid expenses and other current assets	1,748,000	1,364,000
Deferred tax assets	5,949,000	5,949,000
<b>Total current assets</b>	<b>132,511,000</b>	<b>134,854,000</b>
Property and equipment, at cost, net	4,344,000	4,711,000
Intangible assets, net	69,932,000	70,009,000
Other assets	52,000	52,000
	<b>\$ 206,839,000</b>	<b>\$ 209,626,000</b>
<b>Liabilities and Stockholders Equity</b>		
Current liabilities:		
Trade accounts payable	\$ 8,922,000	\$ 14,506,000
Accrued expenses	4,918,000	6,095,000
Income taxes payable	4,179,000	7,133,000
<b>Total current liabilities</b>	<b>18,019,000</b>	<b>27,734,000</b>
Deferred tax liabilities	4,337,000	4,337,000
Stockholders equity:		
Common stock, \$.01 par value. Authorized 20,000,000 shares; 12,487,584 shares issued and outstanding at March 31, 2006; 12,431,696 shares issued and outstanding at December 31, 2005	125,000	124,000
Additional paid-in capital	78,037,000	76,788,000
Retained earnings	106,085,000	100,436,000
Accumulated other comprehensive income	236,000	207,000
<b>Total stockholders equity</b>	<b>184,483,000</b>	<b>177,555,000</b>

\$ 206,839,000      \$ 209,626,000

See accompanying notes to condensed consolidated financial statements.

1

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**Table of Contents**

**DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**  
Condensed Consolidated Statements of Income  
(Unaudited)

	<b>Three-month period ended March 31,</b>	
	<b>2006</b>	<b>2005</b>
Net sales	\$ 56,004,000	\$ 64,263,000
Cost of sales	31,304,000	34,696,000
Gross profit	24,700,000	29,567,000
Selling, general and administrative expenses	15,786,000	15,168,000
Income from operations	8,914,000	14,399,000
Other (income) expense:		
Interest income, net	(580,000)	(69,000)
Other		1,000
Income before income taxes	9,494,000	14,467,000
Income taxes	3,845,000	5,580,000
Net income	\$ 5,649,000	\$ 8,887,000
Net income per share:		
Basic	\$ 0.45	\$ 0.72
Diluted	0.44	0.69
Weighted-average common shares outstanding:		
Basic	12,468,000	12,285,000
Diluted	12,763,000	12,922,000

See accompanying notes to condensed consolidated financial statements.

**Table of Contents**

**DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**  
Condensed Consolidated Statements of Cash Flows  
(Unaudited)

	<b>Three-month period ended March 31,</b>	
	<b>2006</b>	<b>2005</b>
Cash flows from operating activities:		
Net income	\$ 5,649,000	\$ 8,887,000
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	727,000	572,000
Provision for (recovery of) doubtful accounts	(427,000)	707,000
Write-down of inventories	1,331,000	696,000
Gain on sale of property and equipment	(5,000)	
Non-cash stock compensation	331,000	198,000
Tax benefits from stock-based compensation	95,000	
Changes in assets and liabilities:		
Trade accounts receivable	13,152,000	313,000
Inventories	762,000	(15,882,000)
Prepaid expenses and other current assets	(384,000)	235,000
Other assets		10,000
Trade accounts payable	(5,584,000)	(2,855,000)
Accrued expenses	(1,133,000)	(2,649,000)
Income taxes payable	(2,954,000)	1,808,000
Net cash provided by (used in) operating activities	11,560,000	(7,960,000)
Cash flows from investing activities:		
Purchases of property and equipment	(297,000)	(1,444,000)
Proceeds from sale of property and equipment	19,000	
Purchases of short-term investments	(63,766,000)	
Proceeds from sale of short-term investments	11,478,000	15,475,000
Net cash (used in) provided by investing activities	(52,566,000)	14,031,000
Cash flows from financing activities:		
Excess tax benefits from stock-based compensation	317,000	
Net cash received from issuances of common stock	507,000	1,161,000
Net cash provided by financing activities	824,000	1,161,000
Effect of exchange rates on cash	(15,000)	23,000



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Net (decrease) increase in cash and cash equivalents	(40,197,000)	7,255,000
Cash and cash equivalents at beginning of period	50,749,000	10,379,000
Cash and cash equivalents at end of period	\$ 10,552,000	\$ 17,634,000
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Income taxes	\$ 6,789,000	\$ 3,771,000

See accompanying notes to condensed consolidated financial statements.

3

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**Table of Contents**

**DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements  
(Unaudited)

(1) General

(a) Basis of Presentation

The unaudited condensed consolidated financial statements have been prepared on the same basis as the annual audited consolidated financial statements and, in the opinion of management, reflect all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation for each of the periods presented. The results of operations for interim periods are not necessarily indicative of results to be achieved for full fiscal years. Our business is seasonal, with the highest percentage of Teva net sales occurring in the first and second quarters of each year and the highest percentage of UGG net sales occurring in the third and fourth quarters, while the quarter with the highest percentage of annual net sales for Simple has varied from year to year.

As contemplated by the Securities and Exchange Commission (SEC) under Rule 10-01 of Regulation S-X, the accompanying condensed consolidated financial statements and related footnotes have been condensed and do not contain certain information that will be included in the Company's annual consolidated financial statements and footnotes thereto. For further information, refer to the consolidated financial statements and related footnotes for the year ended December 31, 2005 included in the Company's Annual Report on Form 10-K for the year ended December 31, 2005.

(b) Use of Estimates

The preparation of the Company's condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in these financial statements and accompanying notes. Significant areas requiring the use of management estimates relate to inventory reserves, allowances for bad debts, returns and discounts, impairment assessments and charges, deferred taxes, depreciation and amortization, litigation reserves, fair value of share based payment, fair value of financial instruments, fair value of acquired intangibles, assets and liabilities. Actual results could differ from these estimates.

(2) Stock Compensation

On January 1, 2006, the Company adopted the fair value recognition provisions of Statement of Financial Accounting Standards No. 123R (SFAS 123R), "Share-Based Payment" to account for stock-based compensation. Prior to January 1, 2006, the Company accounted for stock-based compensation under the intrinsic value provisions of Accounting Principles Board, Opinion No. 25 (APB 25) "Accounting for Stock Issued to Employees."

The Company has two stock based compensation plans. The Company's 1993 Stock Incentive Plan (the "1993 Plan") provides for 3,000,000 shares of common stock that are reserved for issuance to officers, directors, employees, and consultants of the Company. Awards to 1993 Plan participants are not restricted to any specified form and may include stock options, securities convertible into or redeemable for stock, stock appreciation rights, stock purchase warrants, or other rights to acquire stock. Stock option awards are generally granted with an exercise price equal to the market price of the Company's stock at the date of grant; those option awards generally vest on a graded basis over four years of continuous service and have ten-year contractual terms. The fair value of stock options is calculated using the Black-Scholes pricing model. No stock options were granted during the three months ended March 31, 2006 and 2005. New shares are expected to be issued for all awards.



**Table of Contents****DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements  
(Unaudited)**

Beginning December 2004, the Company replaced its annual employee stock option grant with grants of nonvested stock units ( NSU s ). The NSU s granted pursuant to the 1993 Plan entitle the employee recipients to receive shares of common stock in the Company, which vest in quarterly increments between the third and fourth anniversary of the grant. Many of these awards include vesting that is also subject to achievement of certain performance targets.

In August 1995, the Company adopted the 1995 Employee Stock Purchase Plan (the 1995 Plan ). The 1995 Plan is intended to qualify as an Employee Stock Purchase Plan under Section 423 of the Internal Revenue Code. Under the terms of the 1995 Plan, as amended, 300,000 shares of common stock are reserved for issuance to employees who have been employed by the Company for at least six months. The 1995 Plan provides for employees to purchase the Company s common stock at a discount below market value, as defined by the 1995 Plan. Under the 1995 Plan, 4,318 shares were issued in the first quarter of 2006. The 1995 Plan will terminate in September 2006, with the possibility of up to 4,318 shares being issued at that time. There will be no additional share issuances after that date.

Prior to January 1, 2006, in accordance with APB 25 the intrinsic value of the NSU s was recorded to compensation expense over the vesting period. Awards with performance conditions were accounted as variable with the intrinsic value remeasured at each reporting date. All NSU s are recorded as equity-based awards under SFAS 123R, whereby the fair value of the NSU is calculated based on the closing stock price on the grant date.

Additionally, on a quarterly basis the Company grants 400 fully-vested shares of its common stock to each of its outside directors. The fair value of such shares is expensed on the date of issuance.

As a result of our January 1, 2006 adoption of SFAS 123R, the impact to the condensed consolidated financial statements for the three months ended March 31, 2006 on income before taxes and on net income were reductions of \$75,000 and \$45,000, respectively. There was no impact on either basic or diluted earnings per share for the three months ended March 31, 2006. In addition, prior to the adoption of SFAS 123R, we presented the tax benefit of stock option exercises as operating cash flows. Upon the adoption of SFAS 123R, tax benefits resulting from tax deductions in excess of the compensation cost recognized for those options are classified as financing cash flows.

The table below summarizes certain stock compensation amounts recognized in the three months ended March 31, 2006 and 2005:

	<b>Three-month period ended</b>	
	<b>March 31,</b>	
	<b>2006</b>	<b>2005</b>
Compensation expense recorded for:		
NSU s	\$ 313,000	132,000
Stock options	111,000	
1995 Plan	32,000	
Directors shares	64,000	66,000
Total compensation expense	520,000	198,000
Income tax benefit recognized in income statement	(212,000)	(76,000)

Net compensation expense	\$ 308,000	122,000
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**Table of Contents****DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements  
(Unaudited)**

A summary of the activity under the 1993 Plan as of March 31, 2006, and changes during the period are presented below.

**Summary Details for 1993 Plan Share Options**

	<b>Number</b>	<b>Weighted- Average Exercise Price (\$)</b>	<b>Weighted- Average Remaining Contractual Term (Years)</b>	<b>Aggregate Intrinsic Value (\$)</b>
Outstanding at January 1, 2006	628,200	7.16		
Granted				
Exercised	(49,600)	8.44		
Forfeited or expired	(20,100)	11.47		
Outstanding at March 31, 2006	558,500	6.89	5.01	18,794,000
Exercisable at March 31, 2006	438,500	5.77	4.45	15,248,000

During the three months ended March 31, 2006 and 2005, stock options exercised totaled 49,600 and 128,900, respectively, with a total intrinsic value of \$962,000 and \$4,397,000, respectively.

**Nonvested Stock Units Issued Under the 1993 Plan**

	<b>Number of Shares</b>	<b>Weighted- Average Grant- Date Fair Value(\$)</b>
Nonvested at January 1, 2006	155,800	30.76
Granted	14,500	35.50
Vested		
Forfeited	(12,500)	30.79
Nonvested at March 31, 2006	157,800	31.20

As of March 31, 2006, there was \$4,757,000 of total unrecognized compensation cost related to stock options and NSUs that will vest in the future is over a weighted-average vesting period of 3.4 years. Tax benefit realized from stock options exercised during the three months ended March 31, 2006 and 2005 was \$412,000 and \$1,796,000, respectively.

**Table of Contents****DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements (Unaudited)

**Pro Forma Information for Periods Prior to the Adoption of SFAS 123R**

Pro forma information regarding the effect on the net income and basic and diluted income per share for the three months ended March 31, 2005, had we applied the fair value recognition provisions of SFAS No. 123, is as follows:

	<b>Three-month period ended March 31, 2005</b>	
Net income as reported	\$	8,887,000
Add stock-based employee compensation expense included in reported net income, net of tax effect		122,000
Deduct total stock-based employee compensation expense under fair value-based method for all awards, net of tax		(241,000)
Pro forma net income	\$	8,768,000
Net income per share:		
Basic as reported	\$	0.72
Basic pro forma		0.71
Diluted as reported		0.69
Diluted pro forma		0.68
(3) Comprehensive Income		

Comprehensive income is the total of net income and all other nonowner changes in equity. At March 31, 2006 and December 31, 2005, accumulated other comprehensive income of \$236,000 and \$207,000, respectively, consisted entirely of cumulative foreign currency translation adjustment. The Company does not have any other transactions or other economic events that qualify as comprehensive income.

Comprehensive income is determined as follows:

	<b>Three-month period ended March 31,</b>	
	<b>2006</b>	<b>2005</b>
Net income	\$ 5,649,000	8,887,000
Cumulative foreign currency translation adjustment	29,000	(37,000)
Total comprehensive income	\$ 5,678,000	8,850,000

**Table of Contents****DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements (Unaudited)

**(4) Income per Share**

Basic income per share represents net income divided by the weighted-average number of common shares outstanding for the period. Diluted income per share represents net income divided by the weighted-average number of shares outstanding, including the dilutive impact of potential issuances of common stock. For the three-month periods ended March 31, 2006 and 2005, the difference between the weighted-average number of shares used in the basic computation and that used in the diluted computation resulted from the dilutive impact of options to purchase common stock.

The reconciliations of basic to diluted weighted-average common shares outstanding are as follows for the three-month periods ended March 31, 2006 and 2005:

	<b>Three-month period ended March 31,</b>	
	<b>2006</b>	<b>2005</b>
Weighted-average shares used in basic computation	12,468,000	12,285,000
Dilutive impact of stock options	295,000	637,000
Weighted-average shares used for diluted computation	12,763,000	12,922,000

All options outstanding as of March 31, 2006 and 2005 were included in the computation of diluted income per share for the three-month periods ended March 31, 2006 and 2005.

The Company excluded 72,400 and 59,750 contingently issuable shares of common stock underlying its nonvested stock units from the diluted income per share computations for the three-month periods ended March 31, 2006 and 2005, respectively. The shares were excluded because the necessary conditions had not been satisfied for any shares to be issuable based on the Company's performance through March 31, 2006 and 2005, respectively.

**(5) Credit Facility**

The Company's revolving credit facility with Comerica Bank (the Facility) provides for a maximum availability of \$20,000,000, subject to a borrowing base. In general, the borrowing base is equal to 75% of eligible accounts receivable and 50% of eligible inventory, each as defined in the Facility agreement. Up to \$10,000,000 of borrowings may be in the form of letters of credit. The Facility bears interest at the lender's prime rate (7.75% at March 31, 2006) or, at our option, at LIBOR (4.83% at March 31, 2006) plus 1.0% to 2.5%, depending on our ratio of liabilities to earnings before interest, taxes, depreciation and amortization, and is secured by substantially all of our assets. The Facility includes annual commitment fees of \$60,000 per year and expires on June 1, 2007. At March 31, 2006, the Company had no outstanding borrowings under the Facility, no foreign currency reserves for outstanding forward contracts and outstanding letters of credit of \$52,000. As a result, \$19,948,000 was available under the Facility at March 31, 2006.



**Table of Contents**

**DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements (Unaudited)

(6) Income Taxes

Income taxes for the interim periods were computed using the effective tax rate estimated to be applicable for the full fiscal year, which is subject to ongoing review and evaluation by management. For the three months ended March 31, 2006, the Company recorded an income tax expense of \$3,845,000, representing an effective income tax rate of 40.5%. For the three months ended March 31, 2005, the Company recorded an income tax expense of \$5,580,000, representing an effective income tax rate of 38.6%.

(7) Recent Accounting Pronouncements

The Company adopted SFAS 123R on January 1, 2006. The impact of the adoption is discussed in note 2 above.

In November 2004, the FASB issued Statement of Financial Accounting Standards, or SFAS No. 151, *Inventory Costs – An Amendment of Accounting Research Bulletin ( ARB ) No. 43, Chapter 4*. SFAS No. 151 amends the guidance in ARB No. 43, Chapter 4, *Inventory Pricing*, to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs, and wasted material (spoilage). SFAS No. 151 is effective for fiscal years beginning after June 15, 2005 and was adopted on January 1, 2006. The adoption of this Statement did not have a material effect on our condensed consolidated financial statements.

In May 2005, the FASB issued SFAS No. 154, *Accounting Changes and Error Corrections*, a replacement of Accounting Principles Board Opinion (APB) No. 20, *Accounting Changes*, and FASB Statement No. 3, *Reporting Accounting Changes in Interim Financial Statements*. This Statement requires retrospective application to prior periods' financial statements of a change in accounting principle. It applies both to voluntary changes and to changes required by an accounting pronouncement if the pronouncement does not include specific transition provisions. APB 20 previously required that most voluntary changes in accounting principles be recognized by recording the cumulative effect of a change in accounting principle. SFAS 154 is effective for fiscal years beginning after December 15, 2005. The Company adopted this statement on January 1, 2006, and it did not have a material effect on the financial statements upon adoption.

(8) Business Segments

The Company's accounting policies of the segments below are the same as those described in the summary of significant accounting policies, except that the Company does not allocate interest, income taxes, or unusual items to segments. The Company evaluates performance based on net sales and profit or loss from operations. The Company's reportable segments include the strategic business units responsible for the worldwide operations of each of its brands and its Consumer Direct business. They are managed separately because each business requires different marketing, research and development, design, sourcing and sales strategies. The earnings from operations for each of the segments includes only those costs which are specifically related to each segment, which consist primarily of cost of sales, costs for research and development, design, marketing, sales, commissions, royalties, bad debts, depreciation, amortization and the costs of employees directly related to each business segment. The unallocated corporate overhead costs are the shared costs of the organization and include, among others, the following costs: costs of the distribution center, information technology, human resources, accounting and finance, credit and collections, executive compensation and facilities costs. The operating income derived from the sales to third parties of the Consumer Direct segment is separated into two components: (i) the wholesale profit is included in the operating income of each of the three brands, and (ii) the retail profit is included in the operating income of the Consumer Direct segment.



**Table of Contents****DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements (Unaudited)

Net sales and operating income (loss) by business segment for the three months ended March 31, 2006 and 2005 are summarized as follows:

	<b>Three months ended March 31,</b>	
	<b>2006</b>	<b>2005</b>
Net sales to external customers:		
Teva wholesale	\$ 33,826,000	38,421,000
UGG wholesale	12,428,000	18,754,000
Simple wholesale	3,217,000	2,123,000
Consumer Direct	6,533,000	4,965,000
	\$ 56,004,000	64,263,000

	<b>Three months ended March 31,</b>	
	<b>2006</b>	<b>2005</b>
Income (loss) from operations:		
Teva wholesale	\$ 10,426,000	13,357,000
UGG wholesale	4,131,000	5,881,000
Simple wholesale	(68,000)	203,000
Consumer Direct	2,197,000	1,167,000
Unallocated overhead costs	(7,772,000)	(6,209,000)
	\$ 8,914,000	14,399,000

Business segment asset information as of March 31, 2006 and December 31, 2005 is summarized as follows:

	<b>March 31, 2006</b>	<b>December 31, 2005</b>
Total assets for reportable segments:		
Teva wholesale	\$ 96,861,000	83,901,000
UGG wholesale	27,278,000	56,907,000
Simple wholesale	6,035,000	5,211,000
Consumer Direct	697,000	945,000
	\$ 130,871,000	146,964,000

The assets allocable to each reporting segment generally include accounts receivable, inventories, intangible assets, and certain other assets that are specifically identifiable with one of the Company's business segments. Unallocated corporate assets are the assets not specifically related to one of the segments and generally include the Company's cash and cash equivalents, short-term investments, refundable and deferred tax assets and various other assets shared by the Company's segments.

**Table of Contents**

**DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements (Unaudited)

Reconciliations of total assets from reportable segments to the condensed consolidated balance sheets at March 31, 2006 and December 31, 2005 are as follows:

	<b>March 31, 2006</b>	<b>December 31, 2005</b>
Total assets for reportable segments	\$ 130,871,000	146,964,000
Unallocated deferred tax assets	5,949,000	5,949,000
Other unallocated corporate assets	70,019,000	56,713,000
Consolidated total assets	\$ 206,839,000	209,626,000

(9) Contingencies

The Company is currently involved in various legal claims arising from the ordinary course of its business. Management does not believe that the disposition of these matters will have a material effect on the Company's consolidated financial position or results of operations.

**Table of Contents**

**DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**

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

**Forward-Looking Statements**

The matters discussed in Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this report that are not historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We sometimes use words such as anticipate, believe, continue, estimate, expect, intend, may, project, will, expressions, as they relate to us, our management and our industry, to identify forward-looking statements.

Forward-looking statements relate to our expectations, beliefs, plans, strategies, prospects, future performance, anticipated trends and other future events. Specifically, this report and the information incorporated by reference in this report contain forward-looking statements relating to, among other things:

our business, growth, operating and financing strategies;

our product mix;

the success of new products;

our licensing strategy;

the impact of seasonality on our operations;

expectations regarding our net sales and earnings growth;

expectations regarding our liquidity;

our future financing plans; and

trends affecting our financial condition or results of operations.

We have based our forward-looking statements largely on our current expectations and projections about future events and financial trends affecting our business. Actual results may differ materially. Some of the risks, uncertainties and assumptions that may cause actual results to differ from these forward-looking statements are described in Risk Factors. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this report and the information incorporated by reference in this report might not happen.

You should completely read this report, the documents that we filed as exhibits to this report and the documents that we incorporate by reference in this report with the understanding that our future results may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements and we assume no obligation to update such forward-looking statements publicly for any reason.

The Deckers, UGG, Teva, and Simple families of related marks, images and symbols are our trademarks and intellectual property. Other trademarks, trade names and service marks appearing in this report are the property of their respective holders. References to Deckers, we, us, our, or similar terms refer to Deckers Outdoor Corporation together with its consolidated subsidiaries.

**Overview**

We are a leading designer, producer and brand manager of innovative high-quality footwear and the category creator in the sport sandal and luxury sheepskin footwear segments. We market our products under three proprietary brands:

**Table of Contents**

**DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**

Teva: High performance sport sandals and rugged outdoor footwear;

UGG: Authentic luxury sheepskin boots and a full line of luxury and comfort footwear; and

Simple: Innovative shoes that combine the comfort elements of athletic footwear with casual styling. We sell our three brands through our quality domestic retailers and international distributors and directly to our end-user consumers through our Consumer Direct business. We sell our footwear in both the domestic market and the international markets. Independent third parties manufacture all of our footwear.

Our business has been impacted by several important trends affecting our end markets:

The markets for casual, outdoor and athletic footwear have grown significantly during the last decade. We believe this growth is a result of the trend toward casual dress in the workplace, increasingly active outdoor lifestyles and a growing emphasis on comfort.

Consumers are more often seeking footwear designed to address a broader array of activities with the same quality, comfort and high performance attributes they have come to expect from traditional athletic footwear.

Our customers have narrowed their footwear product breadth, focusing on brands with a rich heritage and authenticity as market creators and leaders.

Consumers have become increasingly focused on luxury and comfort, seeking out products and brands that are fashionable while still comfortable.

By emphasizing our brand image and our focus on comfort, performance and authenticity, we believe we can better maintain a loyal consumer following that is less susceptible to fluctuations caused by changing fashions and changes in consumer preferences.

Set forth below is an overview of the various components of our business, including some of the important factors that affect each business and some of our strategies for growing each business.

***Teva Overview***

We initially produced Teva products under a license from the inventor of the Teva technology, Mark Thatcher. In November 2002, we purchased from Mr. Thatcher the Teva worldwide assets, including the Teva Internet and catalog business and all patents, trade names, trademarks and other intellectual property associated with the acquired Teva assets, or the Teva Rights. As a result of our purchase of the Teva Rights, we have adopted a strategy to expand the Teva brand and more fully develop its potential.

From fiscal 2001 to 2004, Teva's wholesale net sales increased at a compound annual growth rate of 10.9%. However, for the fiscal year 2005 and the first quarter of 2006, Teva wholesale net sales decreased by approximately 3.6% and 12.0%, respectively, compared to the year ago periods. The recent decline has been due to several factors including an unseasonably cold Spring 2005 and wet Spring 2006 seasons, increased competition, a recent lack of meaningful product innovation, and a decline in sales in the European market. We are proactively addressing the situation going forward by dedicating significantly greater resources to product development, marketing and advertising and the development of a solid international infrastructure. However, given the lead times required for these projects to yield results, we do not expect growth for Teva in 2006, but expect to return to growth for Teva beginning with the Spring 2007 season.

Despite the recent downturn, we believe that over the last few years Teva's products have benefited from several factors, but most prominently a general shift in consumer preferences and lifestyles to include more

**Table of Contents**

**DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**

outdoor recreational activities. At the same time, our consumers are increasingly purchasing our Teva products for everyday wear, and our Teva brand now includes several closed-toe footwear lines. As a result, our brand remains popular among professional and amateur outdoorsmen seeking authentic, performance-oriented footwear, as well as general footwear consumers seeking high quality, durable and comfortable styles for everyday use.

To capitalize on the growth of outdoor recreational activities and the acceptance of certain footwear products for everyday use, over the last few years we have selectively expanded the distribution of our Teva product lines outside our core outdoor specialty and sporting goods channels. Through effective channel management, we believe we can continue to expand into new distribution channels without diluting our outdoor heritage and our appeal to outdoor enthusiasts. Through appropriate channel product line expansion, we plan to continue to broaden our product offerings beyond sport sandals to new products that meet the style and functional needs of our consumers.

***UGG Overview***

UGG has been a well-known brand in California for many years and over the past few years has become a recognized brand throughout the remainder of the country. Since early 2003, our UGG brand has received increased media exposure, which contributed to broader public awareness of the UGG brand and significantly increased demand for the collection. We believe that the increased media focus on UGG was driven by the product's unique styling and resulting brand name identification, Australian heritage and adoption by high-profile film and television celebrities as a favored footwear brand. We believe this increased media attention has enabled us to introduce the brand to consumers much faster than we would have ordinarily been able to. We believe that a portion of UGG's increased demand is due to our continued geographical expansion across the U.S.

In addition, we have recently begun to expand our distribution and marketing overseas in order to address the under-penetrated international markets. Net sales of UGG in the international markets aggregated \$971,000 in 2003, \$13,297,000 in 2004 and \$12,332,000 in 2005. Despite the slight decline in 2005, we believe that with our strategy to develop an international infrastructure, the international markets represent an attractive opportunity to grow UGG's sales over the next few years.

We believe the fundamental comfort and functionality of UGG products will continue to drive long-term consumer demand. Recognizing that there is a significant fashion element to UGG and that footwear fashions fluctuate, our strategy seeks to prolong the longevity of the brand by offering a broader product line suitable for wear in a variety of climates and occasions and by limiting distribution to selected higher-end retailers. As part of this strategy, we have expanded our product line to 125 models in 2006 from 52 models in 2002. This product line expansion includes our significantly expanded Spring and Fall 2006 Fashion Collection and Men's offering, as well as new styles in our Driving Collection, our newly introduced Surf Collection, our Cold Weather Collection and our luxury slipper category. Nevertheless, we cannot assure investors that UGG sales will continue to grow at their recent pace or that revenue from UGG products will not at some point decline.

Four suppliers currently provide all of the sheepskin, the principal raw material for our UGG products, purchased by our independent manufacturers. Our potential inability to obtain top quality sheepskin for UGG products could impair our ability to meet our production requirements for UGG products in a timely manner and could lead to inventory shortages, which can result in lost potential sales, delays in shipments to customers, strain on our relationships with customers and diminished brand loyalty. There have also been significant increases in the prices of footwear quality sheepskin as the demand for this material has increased. Any further price increases will likely raise our costs, increase our costs of sales and decrease our profitability unless we are able to pass higher prices on to

**Table of Contents**

**DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**

our customers. We believe the demand for this material may continue to outpace supply in the future, leading to possible shortages and our inability to produce as much of certain styles as our customers would like to order.

***Simple Overview***

In 2005, the Simple product line focused on rebuilding its core product segments, sneakers and clogs, and in the later part of the year, introduced new styles and categories of footwear including women's leather sandal package, men's and women's flip flops, and the Green Toe Collection of 100% natural, ecologically-friendly footwear, which has been well received by retailers and the media. At the same time, we have changed our sales and distribution efforts through increased marketing efforts as well as improvements in distribution through the establishment of separate dedicated sales representatives for the Simple brand in several territories. These efforts resulted in an increase of Simple's wholesale net sales of 51.5% in the first quarter of 2006 compared to the same period in 2005. We expect our Simple brand to experience growth as we continue to develop our re-focused product line and successfully implement our strategy to expand our distribution channels for the Simple brand.

***Consumer Direct Overview***

Our Consumer Direct business includes our Internet and catalog retailing operations as well as our retail outlet stores. We acquired our Internet and catalog retailing business in November 2002 as part of the acquisition of the Teva Rights. In 2005, we also opened a retail outlet store in a premium retail outlet mall in Camarillo, California in addition to our other retail outlet store at the Ventura, California distribution center. Based on the success of the existing stores, we currently expect to open additional retail outlet stores in select premium outlet malls in the U.S. and an additional concept store in a major metropolitan city in 2006. Our Consumer Direct business, which today sells all three of our brands, enables us to meet the growing demand for these products, sell the products at retail prices and provide us with significant incremental operating income. From the time we initiated our Consumer Direct business through the first quarter of 2006, we have had significant revenue growth, much of which occurred as the underlying brands gained popularity, as consumers have continued to increase reliance on the Internet for footwear and other purchases and as we began to open retail outlet stores. Net sales of the Consumer Direct business were \$6,533,000 in the three months ended March 31, 2006 compared to \$4,965,000 for the three months ended March 31, 2005.

Managing our Internet business requires us to focus on generating Internet traffic to our websites, to effectively convert website visits into orders and to maximize average order sizes. We distribute approximately 400,000 catalogs every six months to drive our catalog order business. Overall, our Consumer Direct business benefits from the strength of our brands and, as we grow our brands over time, we expect this business to continue to be an important segment of our business.



**Table of Contents****DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES****Licensing Overview**

In 2004, we embarked on a strategy to license our footwear brands to complementary products outside of footwear, generally in the apparel and accessories categories. We currently have nine licensing agreements with six licensees for Teva and UGG combined. We recently terminated three of our domestic licensing agreements. We have only recently begun to recognize licensing revenues and we do not expect significant incremental net sales and profits from licensing in the near future. For the three months ended March 31, 2006, we recognized net license revenues of \$14,000, primarily related to our UGG handbag license, compared to \$201,000 for the three months ended March 31, 2005. The minimum net annual royalties that we are scheduled to receive under the remaining existing licensing agreements, assuming renewal options are exercised, are \$505,000 in 2006, \$571,000 in 2007, \$591,000 in 2008, \$596,000 in 2009 and \$610,000 in 2010. The activity is very small in relation to the consolidated operations and, therefore, separate segment information is not presented.

**Seasonality**

Our business is seasonal, with the highest percentage of Teva net sales occurring in the first and second quarters of each year and the highest percentage of UGG net sales occurring in the third and fourth quarters. To date, Simple has not had a seasonal impact on the Company.

	<b>2006</b>			
	<b>First Quarter</b>			
Net sales	\$56,004,000			
Income from operations	\$ 8,914,000			
		<b>2005</b>		
	<b>First Quarter</b>	<b>Second Quarter</b>	<b>Third Quarter</b>	<b>Fourth Quarter</b>
Net sales	\$64,263,000	\$40,341,000	\$69,193,000	\$90,963,000
Income from operations	\$14,399,000	\$ 4,677,000	\$14,018,000	\$19,174,000
		<b>2004</b>		
	<b>First Quarter</b>	<b>Second Quarter</b>	<b>Third Quarter</b>	<b>Fourth Quarter</b>
Net sales	\$44,272,000	\$40,546,000	\$55,797,000	\$74,172,000
Income from operations	\$ 9,628,000	\$ 9,274,000	\$ 9,358,000	\$14,202,000

Given our expectations for each of our brands in 2006, we currently expect this trend to continue. Nonetheless, actual results could differ materially depending upon consumer preferences, whether the UGG brand will continue to grow at the rate it has experienced in the recent past, availability of product, competition and our customers continuing to carry and promote our various product lines, among other risks and uncertainties. See Risk Factors.

**Table of Contents****DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES****Results of Operations**

The following table sets forth certain operating data for the periods indicated.

	<b>Three Months Ended March 31,</b>	
	<b>2006</b>	<b>2005</b>
<b>Net sales by location:</b>		
U.S.	\$ 43,656,000	\$ 49,163,000
International	12,348,000	15,100,000
Total	\$ 56,004,000	\$ 64,263,000
<b>Net sales by product line and Consumer Direct business:</b>		
Teva:		
Wholesale	\$ 33,826,000	\$ 38,421,000
Consumer Direct	851,000	963,000
Total	34,677,000	39,384,000
UGG:		
Wholesale	12,428,000	18,754,000
Consumer Direct	5,357,000	3,758,000
Total	17,785,000	22,512,000
Simple:		
Wholesale	3,217,000	2,123,000
Consumer Direct	325,000	244,000
Total	3,542,000	2,367,000
Total	\$ 56,004,000	\$ 64,263,000
	<b>Three Months Ended March 31,</b>	
	<b>2006</b>	<b>2005</b>
<b>Income (loss) from operations by product line and Consumer Direct business:</b>		
Teva wholesale	\$ 10,426,000	\$ 13,357,000
UGG wholesale	4,131,000	5,881,000
Simple wholesale	(68,000)	203,000
Consumer Direct	2,197,000	1,167,000
Unallocated overhead costs	(7,772,000)	(6,209,000)

Total	\$ 8,914,000	\$ 14,399,000
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**Table of Contents****DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**

The following table sets forth certain operating data as a percentage of net sales for the periods indicated, and the increase (decrease) in each item of operating data between the periods.

	Three Months Ended March 31,		Percent Increase 2006 to 2005
	2006	2005	2005
Net sales	100.0%	100.0%	(12.9)%
Cost of sales	55.9	54.0	(9.8)
Gross profit	44.1	46.0	(16.5)
Selling, general and administrative expenses	28.2	23.6	4.1
Income from operations	15.9	22.4	(38.1)
Other income, net	(1.0)	(0.1)	*
Income before income taxes	17.0	22.5	(34.4)
Income taxes	6.9	8.7	(31.1)
Net income	10.1%	13.8%	(36.4)%

\* Calculation of percentage change is not meaningful.

**Three Months Ended March 31, 2006 Compared to Three Months Ended March 31, 2005**

**Overview.** For the three months ended March 31, 2006, we had net sales of \$56,004,000 and income from operations of \$8,914,000 compared to net sales of \$64,263,000 and income from operations of \$14,399,000 for the three months ended March 31, 2005. These results were primarily due to a decrease in UGG and Teva sales, partially offset by an increase in Simple sales. Income from operations decreased as a result of the decrease in sales, a gross margin decline and an increase in selling, general and administrative expenses.

**Net Sales.** Net sales decreased by \$8,259,000, or 12.9%, to \$56,004,000 for the three months ended March 31, 2006 from \$64,263,000 for the three months ended March 31, 2005. Net sales decreased for the three months ended March 31, 2006 due primarily to the reduction of UGG and Teva sales, partially offset by higher Simple sales, as discussed below. In addition, the Company's weighted-average wholesale selling price per unit decreased 12.9% to \$18.49 for the three months ended March 31, 2006 from \$21.23 for the three months ended March 31, 2005, resulting primarily from lower UGG sales and higher closeout sales. During the quarter, the Company experienced a decrease in the number of units sold of Teva and UGG, partially offset by an increase in the number of units sold of Simple, resulting in a 2.6% overall decrease in the volume of footwear sold to 2,749,000 pairs for the three months ended March 31, 2006 from 2,822,000 pairs for the three months ended March 31, 2005.

Net wholesale sales of Teva decreased by \$4,595,000, or 12.0%, to \$33,826,000 for the three months ended March 31, 2006 from \$38,421,000 for the three months ended March 31, 2005 due to an unseasonably wet Spring 2006 season, increased competition, a recent lack of meaningful product innovation, and a decline in sales in the European market. See Overview Teva Overview above.

Net wholesale sales of UGG decreased by \$6,326,000, or 33.7%, to \$12,428,000 for the three months ended March 31, 2006 from \$18,754,000 for the three months ended March 31, 2005, due primarily to approximately

\$10,000,000 of Fall 2004 holiday sales that did not ship until the first quarter of 2005; Fall 2005 holiday products were shipped on time since the Company brought in inventory much earlier in 2005 than it did in 2004

Table of Contents**DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**

in order to ensure more timely deliveries to customers. The decline was partially offset with sales of the brand's inaugural spring line. See Overview UGG Overview above.

Net wholesale sales of Simple increased by \$1,094,000, or 51.5%, to \$3,217,000 for the three months ended March 31, 2006 from \$2,123,000 for the three months ended March 31, 2005. This increase was largely due to the introduction of the Sandal and Green Toe Collections. See Overview Simple Overview above.

Net sales of the Consumer Direct business increased by \$1,568,000, or 31.6%, to \$6,533,000 for the three months ended March 31, 2006 from \$4,965,000 for the three months ended March 31, 2005. For the three months ended March 31, 2006, net sales of the Consumer Direct business included retail sales of Teva of \$851,000 UGG of \$5,357,000 and Simple of \$325,000. For the three months ended March 31, 2005, the breakdown consisted of sales of Teva of \$963,000, UGG of \$3,758,000 and Simple of \$244,000. The increase in net sales of the Consumer Direct business occurred due to the greater demand for UGG products and the additional sales of our retail outlet store, which was not in place in the same period in 2005. See Overview Consumer Direct Overview above.

International sales for all of our products decreased by \$2,752,000, or 18.2%, to \$12,348,000 for the three months ended March 31, 2006 from \$15,100,000 for the three months ended March 31, 2005, representing 22.0% of net sales for the three months ended March 31, 2006 and 23.5% of net sales for the three months ended March 31, 2005. The decrease in international sales resulted from decreased sales of Teva and UGG product, partially offset by an increase in Simple international sales.

**Gross Profit.** Gross profit decreased by \$4,867,000, or 16.5%, to \$24,700,000 for the three months ended March 31, 2006, from \$29,567,000 for the three months ended March 31, 2005. As a percentage of net sales, gross margin was 44.1% for the three months ended March 31, 2006, compared to 46.0% for the three months ended March 31, 2005, primarily due to an increased impact of closeout sales and inventory write-downs.

**Selling, General and Administrative Expenses.** Selling, general and administrative expenses, or SG&A, increased by \$618,000, or 4.1%, to \$15,786,000 for the three months ended March 31, 2006 from \$15,168,000 for the three months ended March 31, 2005. As a percentage of net sales, SG&A increased to 28.2% for the three months ended March 31, 2006 from 23.6% for the three months ended March 31, 2005. The increase in SG&A expenses was largely due to an increase in marketing, payroll and warehouse costs, partially offset by lower bad debt and commission expense on the lower sales levels.

**Income from Operations.** Income from operations decreased by \$5,485,000, or 38.1%, to \$8,914,000 in the three-month period ended March 31, 2006 from \$14,399,000 in the three-month period ended March 31, 2005. This was due primarily to the decrease in gross profit on reduced sales as well as the increase in SG&A expenses. Income from operations of Teva wholesale decreased by \$2,931,000, or 21.9%, to \$10,426,000 for the three months ended March 31, 2006 from \$13,357,000 for the three months ended March 31, 2005. This decrease was largely due to the \$4,595,000 decrease in net sales and a decrease in gross margin due to an increased impact of closeout sales, as well as the increase in marketing, research and development costs and bad debt expense. This was partially offset by lower selling commissions related to the lower sales volume.

Income from operations of UGG wholesale decreased by \$1,750,000, or 29.8%, to \$4,131,000 for the three months ended March 31, 2006, from \$5,881,000 for the three months ended March 31, 2005. The decrease was primarily the result of the lower sales volume from the 2004 carryover in the first quarter of 2005 and increased marketing expenses, partially offset by a decrease in bad debt expense and selling commissions on the lower sales volume.

Loss from operations of Simple wholesale was \$68,000 for the three months ended March 31, 2006 compared to income from operations of \$203,000 for the three months ended March 31, 2005. In spite of achieving higher

**Table of Contents**

**DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**

net sales for the first quarter of 2006, Simple experienced lower gross margins from increased closeout sales and inventory write-downs along with higher operating costs, which resulted in a loss from operations for the current reporting period.

Income from operations of our Consumer Direct business increased by \$1,030,000, or 88.3%, to \$2,197,000 for the three months ended March 31, 2006, from \$1,167,000 for the three months ended March 31, 2005. This was largely due to the increase in net sales of \$1,568,000, partially offset by higher operating costs.

Unallocated overhead costs increased by \$1,563,000 or 25.2%, to \$7,772,000 for the three months ended March 31, 2006 from \$6,209,000 for the three months ended March 31, 2005, resulting primarily from higher warehouse and international division costs, which are not allocated to the brands, as well as higher corporate payroll costs.

**Other (Income) Expense.** Net interest income was \$580,000 for the three months ended March 31, 2006, compared with net interest income of \$69,000 for the three months ended March 31, 2005. The interest income in 2005 resulted primarily from the investment of our higher cash balances as well as higher return rates in the current year compared to the same period a year ago. Other (income) expense exclusive of net interest income was not material in either period.

**Income Taxes.** For the three months ended March 31, 2006, income tax expense was \$3,845,000, representing an effective income tax rate of 40.5%. For the three months ended March 31, 2005, income tax expense was \$5,580,000 representing an effective income tax rate of 38.6%. The increase in the effective tax rate was primarily due to a higher projected annual pre-tax income for our domestic operating unit, which bears a higher tax rate than that of our international subsidiaries, resulting in a higher blended effective tax rate for the current year. The effective tax rate is subject to ongoing review and evaluation by management and can change from quarter to quarter.

**Net Income.** Our net income decreased 36.4% to \$5,649,000 from \$8,887,000 as a result of the items discussed above. Our earnings per diluted share decreased 36.2% to \$0.44 from \$0.69, primarily as a result of the decrease in net income.

**Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements other than operating leases. See **Contractual Obligations** below. We do not believe that these operating leases are material to our current or future financial condition, results of operations, liquidity, capital resources or capital expenditures.

**Liquidity and Capital Resources**

We finance our working capital and operating needs using a combination of our cash and cash equivalents balances, short-term investments, cash generated from operations and the credit availability under our revolving credit facility. The seasonality of our business requires us to build inventory levels in anticipation of the sales for the coming season. Teva generally begins to build inventory levels beginning in the fourth quarter and first quarter in anticipation of the Spring selling season that occurs in the first and second quarters, whereas UGG generally builds its inventories in the second quarter and third quarter to support sales for the Fall and Winter selling seasons, which historically occur during the third and fourth quarters.

Our cash flow cycle includes the purchase of these inventories, the subsequent sale of the inventories and the eventual collection of the resulting accounts receivable. As a result, our working capital requirements begin when we purchase the inventories and continue until we ultimately collect the resulting receivables. Given the seasonality of our Teva and UGG brands, our working capital requirements fluctuate significantly throughout

Table of Contents**DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**

the year. The cash required to fund these working capital fluctuations is generally provided using a combination of our internal cash flows and borrowings under our revolving credit facility.

**Cash from Operating Activities.** Net cash provided by operating activities was \$11,560,000 for the three months ended March 31, 2006 compared to net cash used in operating activities of \$7,960,000 for the three months ended March 31, 2005. The change in net cash from operating activities for the three months ended March 31, 2006 compared to the three months ended March 31, 2005 was primarily due to a decrease in receivables and inventories in 2006 compared to a significant increase in inventory in 2005, partially offset by a decrease in net earnings and a pay down of accounts payable and accrued expenses during the period. Net working capital improved by \$7,129,000 to \$114,249,000 as of March 31, 2006 from \$107,120,000 as of December 31, 2005, primarily as a result of net income for the period of \$5,649,000.

**Cash from Investing Activities.** For the three months ended March 31, 2006, net cash used in investing activities was \$52,566,000, which was comprised primarily of the net purchases of short-term investments held by the Company at March 31, 2006. In addition, the Company used \$297,000 for capital expenditures, primarily related to the replacement and upgrading of certain computer equipment. For the three months ended March 31, 2005, net cash provided by investing activities was \$14,031,000, which was comprised primarily of the sale of short-term investments held by the Company at December 31, 2004.

**Cash from Financing Activities.** For the three months ended March 31, 2006, net cash provided by financing activities was \$824,000 compared to net cash provided by financing activities of \$1,161,000 for the three months ended March 31, 2005. For the three months ended March 31, 2006, the net cash provided by financing activities consisted primarily of cash received from the exercise of stock options as well as the tax benefit attributable to stock options. For the three months ended March 31, 2005, net cash provided by financing activities was made up entirely from cash received from the exercise of stock options.

Our liquidity consists primarily of cash, short-term investments, trade accounts receivable, inventories and a revolving credit facility. At March 31, 2006, working capital was \$114,249,000 including \$10,552,000 of cash and cash equivalents and \$54,788,000 of short-term investments. Cash provided by operating activities aggregated \$11,560,000 for the three months ended March 31, 2006. Trade accounts receivable decreased by 31.1% to \$28,193,000 at March 31, 2006 from \$40,918,000 at December 31, 2005, largely due to normal seasonality. Accounts receivable turnover increased to 7.2 times in the twelve months ended March 31, 2006 from 6.9 times in the twelve months ended December 31, 2005.

Inventories decreased by 6.3% to \$31,281,000 at March 31, 2006 from \$33,374,000 at December 31, 2005, reflecting a \$2,054,000 decrease in UGG inventory, a \$681,000 decrease in Simple inventory, and a \$643,000 increase in Teva inventory. Overall, inventory turnover decreased slightly to 3.1 times for the twelve months ended March 31, 2006 from 3.2 times for the twelve months ended December 31, 2005 due in part to lower sales levels during the twelve months ended March 31, 2006 and partially offset by lower average inventory levels during that same period. The \$2,054,000 decrease in UGG inventory at March 31, 2006 was due to normal seasonality as well as the high sell-through of UGG products in the three months ended March 31, 2006. The \$681,000 decrease in Simple inventory at March 31, 2006, compared to December 31, 2005, was largely due to increased sales in the first quarter of 2006.

The \$643,000 increase in Teva inventory occurred largely due to seasonality.

Our revolving credit facility with Comerica Bank (the Facility) provides for a maximum availability of \$20,000,000, subject to a borrowing base. In general, the borrowing base is equal to 75% of eligible accounts receivable and 50% of eligible inventory, each as defined in the Facility agreement. Up to \$10,000,000 of borrowings may be in the form of letters of credit. The Facility bears interest at the lender's prime rate (7.75% at March 31, 2006) or, at our option, at LIBOR (4.83% at March 31, 2006) plus 1.0% to 2.5%, depending on our ratio of liabilities to earnings before interest, taxes, depreciation and amortization, and is secured by substantially all of our assets. The Facility includes annual commitment fees of \$60,000 per year and expires on June 1, 2007. At March 31, 2006, we had no outstanding borrowings under the Facility, no foreign currency reserves for





**Table of Contents****DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**

outstanding forward contracts and outstanding letters of credit of \$52,000. As a result, \$19,948,000 was available under the Facility at March 31, 2006.

The agreements underlying the Facility contain several financial covenants including a quick ratio requirement, profitability requirements and a tangible net worth requirement, among others, as well as a prohibition on the payment of dividends. We were in compliance with all covenants at March 31, 2006, and remain so as of the date of this report. Capital expenditures totaled \$297,000 for the three months ended March 31, 2006, and related primarily to the replacement and upgrading of certain computer equipment. We currently have no material commitments for future capital expenditures but estimate that the remaining capital expenditures for 2006 will range from approximately \$4,000,000 to \$5,000,000 and may include additional costs associated with upgrades to our distribution centers, the build-out of new retail outlet stores and a new Teva trade show booth. The actual amount of capital expenditures for the remainder of 2006 may differ from this estimate, largely depending on any unforeseen needs to replace existing assets and the timing of expenditures.

We believe that internally generated funds, the available borrowings under our existing Facility and cash on hand will provide sufficient liquidity to enable us to meet our working capital requirements for at least the next twelve months. However, risks and uncertainties that could impact our ability to maintain our cash position include our growth rate, the continued strength of our brands, our ability to respond to changes in consumer preferences, our ability to collect our receivables in a timely manner, our ability to effectively manage our inventories and the volume of letters of credit used to purchase product, among others. See **Risk Factors** for a discussion of additional factors that may affect our working capital position. Furthermore, we may require additional cash resources due to changed business conditions or other future developments, including any investments or acquisitions we may decide to pursue. If these sources are insufficient to satisfy our cash requirement, we may seek to sell debt securities or additional equity securities or to obtain a new credit facility or draw on our existing Facility. The sale of convertible debt securities or additional equity securities could result in additional dilution to our stockholders. The incurrence of indebtedness would result in incurring debt service obligations and could result in operating and financial covenants that would restrict our operations. In addition, there can be no assurance that any additional financing will be available on acceptable terms, if at all. Although there are no present understandings, commitments or agreements with respect to the acquisition of any other businesses, we may, from time to time, evaluate acquisitions of other businesses or brands.

**Contractual Obligations.** The following table summarizes our contractual obligations at March 31, 2006, and the effects such obligations are expected to have on liquidity and cash flow in future periods.

	<b>Payments Due by Period</b>				
	<b>Total</b>	<b>Less than 1 Year</b>	<b>1-3 Years</b>	<b>3-5 Years</b>	<b>More than 5 Years</b>
Operating lease obligations	\$15,390,000	\$3,801,000	\$7,135,000	\$2,805,000	\$1,649,000

**Impact of Inflation**

We believe that the relatively moderate rates of inflation in recent years have not had a significant impact on our net sales or profitability.

**Critical Accounting Policies and Estimates**

**Revenue Recognition.** We recognize revenue when products are shipped and the customer takes title and assumes risk of loss, collection of relevant receivable is probable, persuasive evidence of an arrangement exists, and the sales price is fixed or determinable. Allowances for estimated returns, discounts, and bad

**Table of Contents****DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**

debts are provided for when related revenue is recorded. Amounts billed for shipping and handling costs are recorded as a component of net sales, while the related costs paid to third-party shipping companies are recorded as a cost of sales.

**Use of Estimates.** The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures about contingent liabilities and the reported amounts of net sales and expenses during the reporting period. Management bases these estimates and assumptions upon historical experience, existing, known circumstances, authoritative accounting pronouncements and other factors that management believes to be reasonable under the circumstances. Management reasonably could use different estimates and assumptions, and changes in estimates and assumptions could occur from period to period, with the result in each case being a potential material change in the financial statement presentation of our financial condition or results of operations. We have historically been accurate in our estimates used for the reserves and allowances below. We believe that the estimates and assumptions below are among those most important to an understanding of our condensed consolidated financial statements contained in this report.

**Allowance for Doubtful Accounts.** We provide a reserve against trade accounts receivable for estimated losses that may result from customers' inability to pay. We determine the amount of the reserve by analyzing known uncollectible accounts, aged trade accounts receivables, economic conditions, historical experience and the customers' credit-worthiness. Trade accounts receivable that are subsequently determined to be uncollectible are charged or written off against this reserve. The reserve includes specific reserves for accounts which are identified as potentially uncollectible, plus a non-specific reserve for the balance of accounts based on our historical loss experience with bad debts. Reserves have been established for all probable losses of this nature. The gross trade accounts receivable balance was \$31,359,000 and the allowance for doubtful accounts was \$1,294,000 at March 31, 2006, compared to gross trade accounts receivable of \$48,067,000 and the allowance for doubtful accounts of \$2,574,000 at December 31, 2005. The decrease in the allowance for doubtful accounts at March 31, 2006 compared to December 31, 2005 was primarily related to the decrease in the gross trade accounts receivable during the period as well as the collection of accounts for which we had previously reserved as doubtful. Our use of different estimates and assumptions in the calculation of our allowance for doubtful accounts could produce different financial results. For example, a 1.0% change in the rate used to estimate the reserve for the accounts not specifically identified as uncollectible would change the allowance for doubtful accounts at March 31, 2006 by \$246,000.

**Reserve for Sales Discounts.** A significant portion of our domestic net sales and resulting trade accounts receivable reflects a discount that the customers may take, generally based upon meeting certain order, shipment and payment timelines. We estimate the amount of the discounts that are expected to be taken against the period-end trade accounts receivable and we record a corresponding reserve for sales discounts. We determine the amount of the reserve for sales discounts considering the amounts of available discounts in the period-end accounts receivable aging and historical discount experience, among other factors. The reserve for sales discounts was approximately \$542,000 at March 31, 2006 and \$1,710,000 at December 31, 2005. The decrease in the reserve for sales discounts at March 31, 2006 compared to December 31, 2005 was primarily due to the decrease in the gross trade accounts receivable during the period in addition to normal seasonality. Our use of different estimates and assumptions could produce different financial results. For example, a 10% change in the estimate of the percentage of accounts that will ultimately take their discount would change the reserve for sales discounts at March 31, 2006 by \$52,000.

**Allowance for Estimated Returns.** We record an allowance for anticipated future returns of goods shipped prior to period-end. In general, we accept returns for damaged or defective products but discourage returns for other reasons. We base the amount of the allowance on any approved customer requests for returns, historical returns experience and any recent events that could result in a change in historical returns rates, among other factors. The allowance for returns decreased to \$1,330,000 at March 31, 2006 from \$2,865,000 at December 31, 2005, primarily as a result of lower net sales in the three months ended March 31, 2006



**Table of Contents**

**DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**

compared to the three months ended December 31, 2005. Our use of different estimates and assumptions could produce different financial results. For example, a 1.0% change in the rate used to estimate the percentage of sales expected to ultimately be returned would change the reserve for returns at March 31, 2006 by approximately \$378,000.

**Inventory Write-Downs.** Inventories are stated at lower of cost or market. We review the various items in inventory on a regular basis for excess, obsolete and impaired inventory. In doing so, we write the inventory down to the lower of cost or estimated future net selling prices. At March 31, 2006, inventories were stated at \$31,281,000, net of inventory write-downs of \$3,389,000. At December 31, 2005, inventories were stated at \$33,374,000, net of inventory write-downs of \$3,346,000. The increase in the reserve for inventory write-downs at March 31, 2006 compared to December 31, 2005 was primarily due to the increase in levels of older inventory as of March 31, 2006. Our use of different estimates and assumptions could produce different financial results. For example, a 10% change in estimated selling prices of our potentially obsolete inventory would change the inventory write-down amount at March 31, 2006 by approximately \$590,000.

**Valuation of Goodwill, Intangible and Other Long-Lived Assets.** We periodically assess the impairment of goodwill, intangible and other long-lived assets on a separate asset basis based on assumptions and judgments regarding the carrying value of these assets individually. We test goodwill and nonamortizable intangible assets for impairment on an annual basis based on the fair value of the reporting unit (goodwill) or assets (nonamortizable intangibles) compared to its carrying value. We consider other long-lived assets to be impaired if we determine that the carrying value may not be recoverable. Among other considerations, we consider the following factors:

the assets' ability to continue to generate income from operations and positive cash flow in future periods;

our future plans regarding utilization of the assets;

any changes in legal ownership of rights to the assets; and

changes in consumer demand or acceptance of the related brand names, products or features associated with the assets.

If we consider the assets to be impaired, we recognize an impairment loss equal to the amount by which the carrying value of the assets exceeds the estimated fair value of the assets. In addition, as it relates to long-lived assets, we base the useful lives and related amortization or depreciation expense on the estimate of the period that the assets will generate sales or otherwise be used by us.

**Recent Accounting Pronouncements**

The Company adopted SFAS 123R on January 1, 2006. The impact of the adoption is discussed in note 2 to the condensed consolidated financial statements above.

In November 2004, the FASB issued Statement of Financial Accounting Standards, or SFAS No. 151, Inventory Costs

An Amendment of Accounting Research Bulletin ( ARB ) No. 43, Chapter 4 . SFAS No. 151 amends the guidance in ARB No. 43, Chapter 4, Inventory Pricing , to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs, and wasted material (spoilage). SFAS No. 151 is effective for fiscal years beginning after June 15, 2005 and was adopted on January 1, 2006. The adoption of this Statement did not have a material effect on our condensed consolidated financial statements.

In May 2005, the FASB issued SFAS No. 154, Accounting Changes and Error Corrections, a replacement of Accounting Principles Board Opinion (APB) No. 20, Accounting Changes, and FASB Statement No. 3, Reporting Accounting Changes in Interim Financial Statements. This Statement requires retrospective

**Table of Contents**

**DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**

application to prior periods financial statements of a change in accounting principle. It applies both to voluntary changes and to changes required by an accounting pronouncement if the pronouncement does not include specific transition provisions. APB 20 previously required that most voluntary changes in accounting principles be recognized by recording the cumulative effect of a change in accounting principle. SFAS 154 is effective for fiscal years beginning after December 15, 2005. The Company adopted this statement on January 1, 2006, and it did not have a material effect on the financial statements upon adoption.

**Risk Factors**

*Our short- and long-term success is subject to many factors beyond our control. Stockholders and potential stockholders should carefully consider the following risk factors in addition to the other information contained in this report and the information incorporated by reference in this report. If any of the following risks occur, our business, financial condition or results of operations could be adversely affected. In that case, the value of our common stock could decline and stockholders and potential stockholders may lose all or part of their investment.*

**Risks Relating to Our Business**

**Our success depends on our ability to anticipate fashion trends.**

Our success depends largely on the continued strength of our Teva, UGG and Simple brands and on our ability to anticipate, understand and react to the rapidly changing fashion tastes of footwear consumers and to provide appealing merchandise in a timely manner. Our products must appeal to a broad range of consumers whose preferences cannot be predicted with certainty and are subject to rapid change. We are also dependent on customer receptivity to our products and marketing strategy. There can be no assurance that consumers will continue to prefer our brands, that we will respond quickly enough to changes in consumer preferences or that we will successfully introduce new models and styles of footwear. Achieving market acceptance for new products also will likely require us to exert substantial marketing and product development efforts and expend significant funds to create consumer demand. A failure to introduce new products that gain market acceptance would erode our competitive position, which would reduce our profits and could adversely affect the image of our brands, resulting in long-term harm to our business.

**Our UGG brand may not continue to grow at the same rate it has experienced in the recent past.**

Our UGG brand has experienced strong growth over the past few years, with net wholesale sales of UGG products having increased from \$34,561,000 in 2003 to \$150,279,000 in 2005, representing a compound annual growth rate of 108.5%. We do not expect to sustain this growth rate in the future. UGG may be a fashion item that could go out of style at any time. UGG represents a significant portion of our business, and if UGG sales were to decline or to fail to increase in the future, our overall financial performance would be adversely affected.

**We may experience shortages of top grade sheepskin, which could interrupt product manufacturing and increase product costs.**

We depend on a limited number of key resources for sheepskin, the principal raw material for our UGG products. In 2005, four suppliers provided all of the sheepskin purchased by our independent manufacturers. The top grade sheepskin used in UGG footwear is in high demand and limited supply. In addition, sheep are susceptible to hoof and mouth disease, which can result in the extermination of an infected herd and could have a material adverse effect on the availability of top grade sheepskin for our products. Additionally, the supply of sheepskin can be adversely impacted by drought conditions. Our potential inability to obtain top grade sheepskin for UGG products could impair our ability to meet our production requirements for UGG in a timely manner and could lead to inventory shortages, which can result in lost potential sales,

**Table of Contents**

**DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**

delays in shipments to customers, strain on our relationships with customers and diminished brand loyalty.

Additionally, there have been significant increases in the prices of top grade sheepskin as the demand for this material has increased. Any further price increases will likely raise our costs, increase our costs of sales and decrease our profitability unless we are able to pass higher prices on to our customers.

**If we do not accurately forecast consumer demand, we may have excess inventory to liquidate or have difficulty filling our customers' orders.**

Because the footwear industry has relatively long lead times for design and production, we must commit to production tooling and production volumes many months before consumer tastes become apparent. The footwear industry is subject to fashion risks and rapid changes in consumer preferences, as well as the effects of weather, general market conditions and other factors affecting demand. Our large number of models, colors and sizes in our three product lines exacerbates these risks. As a result, we may fail to accurately forecast styles and features that will be in demand. If we overestimate demand for our any products, styles or sku's, we may be forced to liquidate excess inventories at a discount to customers, resulting in higher markdowns and lower gross margins. Further, the excess inventories may prolong our cash flow cycle, resulting in reduced cash flow and increased liquidity risks. Conversely, if we underestimate consumer demand for any products, styles or sku's, we could have inventory shortages, which can result in lost potential sales, delays in shipments to customers, strains on our relationships with customers and diminished brand loyalty. This may be particularly true with regard to our UGG product line, which has experienced strong consumer demand and rapid sales growth.

**We may not succeed in implementing our growth strategy.**

As part of our growth strategy, we seek to enhance the positioning of our brands, extend our brands into complementary product categories and markets through licensing, expand geographically and improve our operational performance. We may not be able to successfully implement any or all of these strategies. If we fail to do so, our rate of growth may slow or our results of operations may decline, which in turn could have a negative effect on the value of our stock.

**Our financial success is limited to the success of our customers.**

Our financial success is directly related to the success of our customers and the willingness of our customers to continue to buy our products. We do not have long-term contracts with any of our customers. Sales to our customers are generally on an order-by-order basis and are subject to rights of cancellation and rescheduling by our customers. If we cannot fill our customers' orders in a timely manner, our relationships with our customers may suffer, and this could have a material adverse effect on us. Furthermore, if any of our major customers experiences a significant downturn in its business, or fails to remain committed to our products or brands, then these customers may reduce or discontinue purchases from us, which could have a material adverse effect on our business, results of operations and financial condition.

**Certain of our customers account for a significant portion of our sales and the loss of one or more of these key customers would significantly reduce our sales.**

Our five largest customers accounted for approximately 27.0% of net sales in 2005 and 25.2% of net sales in 2004. Our single largest customer accounted for 15.8% of net sales in 2005 and 14.1% in 2004. Any potential loss of a key customer, or a significant reduction in sales to a key customer, could have a material adverse effect on our business, results of operations and financial condition.

**Establishing and protecting our trademarks, patents and other intellectual property is costly and difficult. If our efforts to do so are unsuccessful, the value of our brands could suffer.**

We believe that our trademarks and other intellectual property rights are of value and are integral to our success and our competitive position. Some countries' laws do not protect intellectual property rights to the

**Table of Contents**

**DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**

same extent as do U.S. laws. From time to time, we discover products in the marketplace that infringe upon our trademark, patent, copyright and other intellectual property. If we are unsuccessful in challenging a third party's products on the basis of patent and trade dress rights, continued sales of such competing products by third parties could adversely impact our business, financial condition and results of operations. Furthermore, our efforts to enforce our trademark and other intellectual property rights are typically met with defenses and counterclaims attacking the validity and enforceability of our trademark and other intellectual property rights. Similarly, from time to time we may be the subject of litigation challenging our ownership of intellectual property. Loss of our Teva, UGG or Simple trademark, patent or other intellectual property rights could have a material adverse effect on our business.

We face particularly strong challenges to our UGG trademark in Australia, where many Australian manufacturers sell competitive footwear on the Internet. Our trademark registrations in Australia are subject to challenge for non-use. In addition, certain Australia sheepskin boot manufacturers have asserted that the marks UGH and UGG are not valid as being generic terms for sheepskin boots. An administrative decision in the Australian trademark office has removed one of our Australian trademark registrations for UGH-BOOTS for non-use, and stated that *ugg*, *ugh* and *ug* are generic terms in Australia. However, only the Australian federal courts have jurisdiction to determine the issue. Our Australian registrations for UGG AUSTRALIA & Design and UGH are also being challenged for non-use, which we are contesting. If the challenges are successful, our rights in the trademarks, including our ability to prevent Australian competitors from using these trademarks in commerce in Australia, will be adversely affected. Although we derived less than 1% of our revenue in the UGG product line from Australian sales in 2005, our ability to prevent Australian competitors from using the marks on the Internet and in other channels of trade that may reach consumers in other countries, including the U.S., could also be adversely affected and the integrity of our UGG brand could be harmed by the association with inferior products.

**We may lose pending litigation and the rights to certain of our intellectual property.**

We are currently involved in several disputes, including cases pending in U.S. federal and foreign courts and in foreign trademark offices, regarding infringement by third parties of our trademarks, trade dress, copyrights, patents and other intellectual property and the validity of our intellectual property. Any decision or settlement in any of these disputes that renders our intellectual property invalid or unenforceable, or that allows a third party to continue to use our intellectual property in connection with products that are similar to ours could have an adverse effect on our sales and on our intellectual property, which could have a material adverse effect on our results of operations and financial condition.

**Counterfeiting of our brands can divert sales and damage our brand image.**

Our brands and designs are constantly at risk for counterfeiting and infringement of our intellectual property rights, and we frequently find counterfeit products and products that infringe on our intellectual property rights in our markets as well as domain names that use our trade names or trademarks without our consent. We have not always been successful, particularly in some foreign countries, in combating counterfeit products and stopping infringement of our intellectual property rights. Counterfeit and infringing products not only cause us to lose significant sales, but also can harm the integrity of our brands by associating our trademarks or designs with lesser quality or defective goods.

In particular, we are experiencing more infringers of our UGG trademark and more counterfeit products seeking to benefit from the consumer demand for our UGG products. Enforcement of our rights to the UGG trademarks faces many challenges due in part to the proliferation of the term UGG in third party domain names that promote counterfeit products or otherwise use the trademark UGG without our permission. In spite of our enforcement efforts, we expect such unauthorized use to continue, which could result in a loss of sales for authorized UGG products and a diminution in the goodwill associated with the UGG trademarks.



**Table of Contents**

**DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**

**As our patents expire, our competitors will be able to copy our technology or incorporate it in their products without paying royalties.**

Patents generally have a life of 20 years from filing, and some of our patents will expire in the next ten years. For example, the patent for our Universal Strapping System used in many of our Teva sandals will expire in September 2007. Our Universal Strapping System is currently used in many of our Teva sandals. Once patent protection has expired, our competitors can copy our products or incorporate our innovations in their products without paying royalties. To combat this, we must continually create new designs and technology, obtain patent protection and incorporate the new technology or design in our footwear. We cannot provide assurance that we will be able to do so. Sales of our Teva sandals may decline significantly if we incorporate substitute technologies in lieu of our Universal Strapping System for our Teva sandals.

**If our customers cancel existing orders, we may have excess inventory; if customers postpone delivery of existing orders to future periods, we may not achieve sales and earnings targets for the period, which could have a negative impact on our stock price.**

We receive customer orders and indications of future orders, which we use to determine which inventory items to purchase. We also use the timing of delivery dates in our customer orders to forecast our sales and earnings for future periods. If our customers cancel existing orders, it may result in lower sales, as well as excess inventories that could lead to inventory write-downs and closeouts, resulting in lower gross margin. The excess inventories could also have a negative impact on our cash flow. If customers postpone delivery of their orders, we may not achieve our expected sales and earnings forecasts for the period, which could have a negative impact on our stock price.

**Because we depend on independent manufacturers, we face challenges in maintaining a continuous supply of goods that meet our quality standards.**

We use independent manufacturers to produce all of our products, with almost all of the production occurring among four manufacturers in China. We depend on these manufacturers' ability to finance the production of goods ordered and to maintain manufacturing capacity. The manufacturers in turn depend upon their suppliers of raw materials. We do not exert direct control over either the independent manufacturers or their raw materials suppliers, so we may be unable to obtain timely delivery of acceptable products.

In addition, we do not have long-term contracts with these independent manufacturers, and any of them may unilaterally terminate their relationship with us at any time or seek to increase the prices they charge us. As a result, we are not assured of an uninterrupted supply of products of an acceptable quality from our independent manufacturers. If there is an interruption, we may not be able to substitute suitable alternative manufacturers because substitutes may not be available or they may not be able to provide us with products or services of a comparable quality, at an acceptable price or on a timely basis. If a change in our independent manufacturers becomes necessary, we would likely experience increased costs, as well as substantial disruption of our business and a resulting loss of sales.

Similarly, if we experience a significant increase in demand and a manufacturer is unable to ship orders of our products in accordance with our timing demands and our quality standards, we could miss customer delivery date requirements. This in turn could result in cancellation of orders, customer refusals of shipments or a reduction in selling prices, any of which could have a material adverse effect on our sales and financial condition. We compete with other companies for the production capacity and the import quota capacity of our manufacturers. Accordingly, our independent manufacturers may not produce and ship some or all of any orders placed by us.

**If raw materials do not meet our specifications or if the prices of raw materials increase, we could experience a high return rate, a loss of sales or a reduction in our gross margins.**

**Table of Contents**

**DECKERS OUTDOOR CORPORATION  
AND SUBSIDIARIES**

Our independent manufacturers use various raw materials in the manufacture of our footwear that must meet our specifications generally and, in some cases, additional technical requirements for performance footwear. If these raw materials and the end product do not perform to our specifications or consumer satisfaction, we could exper