HUFFY CORP
Form 10-Q
August 12, 2003

FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For Quarter Ended June 28, 2003

OR

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

For the transition period from ____________ to ____________

Commission file number 1-5325

Huffy Corporation

(Exact name of registrant as specified in its charter)

Ohio	31-0326270
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

225 Byers Road, Miamisburg, Ohio 45342

(Address of principal executive offices) (Zip Code)

(937) 866-6251

(Registrant's telephone number, including area code)

No Change

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No ____

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY

PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes X No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

Yes X No

APPLICABLE ONLY TO CORPORATE ISSUERS:

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

Outstanding Shares: 15,613,047 as of July 31, 2003

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS:

HUFFY CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
(Dollar Amounts in Thousands, Except Per Share Data)
(Unaudited)

	Three Months Ended	
	June 28, 2003	June 29, 2002
Product sales	$ 92,093	$ 67,581
Services to retailers	25,389	25,832
Net sales	117,482	93,413
Product cost of sales	70,239	53,085
Services to retailers cost of sales	21,891	23,297
Cost of sales	92,130	76,382
Gross profit	25,352	17,031
Selling, general and administrative expenses	21,632	13,847
Operating income	3,720	3,184

Other expense, net		
Interest expense	1,281	319
Other expense	174	762
Earnings before income taxes and discontinued operations	2,265	2,103
Income tax expense	452	828
Earnings from continuing operations	1,813	1,275
Discontinued operations:		
Income from discontinued operations, net of income taxes of $587	958	-
Net earnings	$ 2,771	$ 1,275
Earnings per common share:		
Basic:		
Weighted average number of common shares	15,013,904	10,429,836
Earnings from continuing operations	$ 0.12	$ 0.12
Earnings from discontinued operations	0.06	-
Net earnings per common share	$ 0.18	$ 0.12
Diluted:		
Weighted average number of common shares	15,111,990	10,736,459
Earnings from continuing operations	$ 0.12	$ 0.12
Earnings from discontinued operations	0.06	-
Net earnings per common share	$ 0.18	$ 0.12

See accompanying notes to condensed consolidated financial statements.

HUFFY CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollar Amounts in Thousands)
(Unaudited)

	June 28, 2003	December 31, 2002
ASSETS		
Current assets:		
Cash and cash equivalents	$ 594	$ 5,419
Accounts and notes receivables, net	94,588	92,850
Inventories, net	48,102	41,847
Prepaid expenses and deferred income taxes	23,021	20,982
Net assets held for sale	5,480	5,480
Total current assets	171,785	166,578

Property, plant and equipment, at cost	44,639	41,331
Less: Accumulated depreciation and amortization	32,425	30,191
Net property, plant and equipment	12,214	11,140
Excess of cost over net assets acquired, net	27,418	26,663
Intangible assets, net	47,814	48,112
Other assets, net	31,816	29,708
Total assets	$ 291,047	$ 282,201
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Notes payable	$ 59,851	$ 54,069
Current installments of long-term obligations	5,437	5,258
Accounts payable	57,982	65,519
Accrued expenses and other current liabilities	27,957	37,059
Total current liabilities	151,227	161,905
Long-term obligations, less current installments	15,715	317
Pension liabilities	28,677	31,934
Other long-term liabilities	15,492	16,298
Total liabilities	211,111	210,454
Shareholders' equity:		
Common stock	22,129	21,153
Additional paid-in capital	101,020	95,267
Retained earnings	75,188	73,769
Unearned stock compensation	(67)	(18)
Accumulated other comprehensive loss	(28,461)	(28,551)
Treasury shares, at cost	(89,873)	(89,873)
Total shareholders' equity	79,936	71,747
Total liabilities and shareholders' equity	$ 291,047	$ 282,201

HUFFY CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollar Amounts In Thousands)
(Unaudited)

Six Months Ended	
June 28, 2003	June 29,

CASH FLOWS FROM OPERATING ACTIVITIES:		
Net earnings	$ 1,419	$ 1,
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities:		
Depreciation and amortization	2,562	1,
Gain on sale of property, plant and equipment	–	
Deferred income taxes	1,116	
Changes in assets and liabilities:		
Accounts and notes receivable, net	(1,738)	4,
Inventories	(6,255)	(13,
Prepaid expenses and income taxes	(2,039)	(1,
Other assets	(3,254)	(
Accounts payable	(7,537)	23,
Accrued expenses and other current liabilities	(9,102)	(2,
Other long-term liabilities	2,288	
Net cash (used in) provided by operating activities	(22,540)	15,
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(3,308)	(1,
Acquisition of businesses	(755)	(4,
Net cash used in investing activities	(4,063)	(6,
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net increase in notes payable	5,782	
Issuance of long-term debt	15,915	
Reduction of long-term debt	(338)	
Issuance of common shares	419	
Net cash provided by financing activities	21,778	
Net change in cash and cash equivalents	(4,825)	9,
Cash and cash equivalents:		
Beginning of the year	5,419	26,
End of the period	$ 594	$ 36,
Cash paid (refunded) during the period for:		
Interest	$ 2,990	$
Income Taxes	563	(
Supplemental disclosures of non-cash transactions :		
Issuance of common stock to pension plan	$ 6,309	

See accompanying notes to condensed consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(IN THOUSANDS, EXCEPT FOR SHARE DATA)

(Unaudited)

NOTE 1. FINANCIAL STATEMENT PRESENTATION

BASIS OF PRESENTATION - The accompanying unaudited condensed consolidated financial statements ("Financial Statements") include the accounts of the Company and all of its subsidiaries. All inter-company transactions and balances have been eliminated. The condensed consolidated financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC") including the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K as of and for the year ended December 31, 2002. Except as disclosed herein, there has been no material change in the information disclosed in the notes to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K as of and for the year ended December 31, 2002. In the opinion of management, the accompanying Financial Statements include all adjustments considered necessary to present fairly, when read in conjunction with the Company's Annual Report on Form 10-K as of and for the year ended December 31, 2002, the financial position as of June 28, 2003, and the results of operations and cash flows for the quarter and six months ended June 28, 2003 and June 29, 2002. The results for these interim periods are not necessarily indicative of the results to be expected for the full year.

The results of operations and cash flows for the six months ended June 29, 2002, do not include the results of Gen-X Sports, Inc., as the date of the acquisition was September 19, 2002. The McCalla Company was acquired on March 27, 2002, and is included in 2002 results of operations and cash flows from the date of acquisition.

USE OF ESTIMATES - The preparation of the condensed consolidated financial statements requires management of the Company to make a number of estimates and assumptions related to the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements, and the reported amounts of revenues and expenses during the period. Significant items subject to such estimates and assumptions include the carrying value of property and equipment; valuation of allowances for accounts receivable, inventory, and deferred tax assets; certain liabilities and assets and obligations related to employee benefits. Actual results could differ from those estimates.

FREIGHT- The Company classifies outbound freight expense to customers as an adjustment to product sales revenue on the accompanying consolidated statements of operations. For the three months ended June 28, 2003 and June 29, 2002, freight expense was $1,017 and $440, respectively. For the six months ended June 28, 2003 and June 29, 2002, freight expense was $2,149 and $1,165, respectively.

NOTE 2. INVENTORIES

The components of inventories are as follows:

	JUNE 28, 2003	DECEMBER 31, 2002

Finished goods	$41,891	$36,104
Work-in-progress	147	147
Raw materials and supplies	6,064	5,596
	$48,102	$41,847

NOTE 3. ACQUISITIONS

On September 19, 2002, the Company acquired all of the stock of Gen-X Sports Inc. and Gen-X Sports, Inc. and their subsidiaries in exchange for $19,001 in cash and the issuance of 4,161,241 shares of Huffy Corporation's common shares to the stockholders of both Gen-X companies. The $7.687 per share value of the common shares issued was determined based upon the average market price of Huffy Corporation's common shares over the two day period before and after the terms of the acquisition were agreed to and announced. If there are no material breaches of representations and warranties, up to 193,549 additional common shares may be issued to the Gen-X shareholders on or after the first annual anniversary date. Gen-X did not meet certain financial performance objectives in 2002, which would have resulted in the issuance of up to 645,161 additional common shares. In addition, the acquired Gen-X companies, immediately upon acquisition, redeemed $4,970 of preferred stock at face value and refinanced their existing bank debt. Included in the assets acquired are trademarks, patents and licensing agreements recorded at their fair values of $45,800, $1,285 and $940, respectively, as well as goodwill in the amount of $12,861. The fair values for these assets, excluding goodwill, were determined by an independent third-party appraiser. Gen-X is a designer, marketer and distributor of branded sports equipment, including action sports products, winter sports products and golf products, and is a purchaser and reseller of excess sporting goods and athletic footwear inventories and special opportunity purchases.

The table below presents unaudited pro forma condensed combining statements of operations from the Company and Gen-X Sports, Inc. for the three and six months ended June 29, 2002. The unaudited pro forma condensed combining statements of operations are presented as if the merger had occurred on January 1, 2002.

Huffy Corporation, Gen-X Sports Inc. and Gen-X Sports, Inc.
Summary Unaudited Pro Forma Condensed Combining Statement of Operations
(Dollar amounts in thousands, except per share data)

	PRO FORMA JUNE 29, 2002		
	THREE MONTHS ENDED		SIX
	HUFFY CORPORATION	PRO FORMA COMBINED	HUFFY CORPORATI
Net sales	$ 93,413	$ 130,232	$ 163,7
Earnings (loss) from continuing operations	1,275	4,084	1,8
Earnings (loss) from continuing operations Per common share			
Basic	$ 0.12	$ 0.26	$ 0.

Diluted	$ 0.12	$ 0.26	$ 0.
Shares used in calculation of earnings per share			
Basic	10,429,836	15,430,000	10,409,1
Diluted	10,736,459	15,736,000	10,715,7

During the first six months of 2003, goodwill was increased $757 for additional legal costs and other professional fees associated with the acquisition. Gen-X patents and trademarks increased during the first six months of 2003 by $28 for costs associated with securing new patents and trademarks.

On March 27, 2002, the Company acquired 100% of the common stock of McCalla Company and its subsidiaries. The aggregate purchase price was $5,400 and was paid in cash. Of the total purchase consideration, $4,876 was allocated to goodwill and $300 to a covenant not to compete. In the third quarter of 2002, goodwill was increased by $87 for additional fees associated with the acquisition. During the fourth quarter of 2002, goodwill was increased $1,645 to record a contingent purchase price payment owed at December 31, 2002 to the former owners of McCalla Company. The $1,645 contingent purchase price payment was paid to the sellers in April 2003 and was treated as contingent purchase price in accordance with EITF 95-8, "Accounting for Contingent Consideration Paid to the Shareholders of an Acquired Enterprise in a Purchase Business Combination."

NOTE 4. GOODWILL AND INTANGIBLE ASSETS

The Company has the following intangible assets as of June 28, 2003 and December 31, 2002:

	JUNE 28, 2003		DECEMBER 31, 2002	
	GROSS CARRYING AMOUNT	ACCUMULATED AMORTIZATION	GROSS CARRYING AMOUNT	ACCUMULATE AMORTIZAT
Assets subject to amortization:				
Gen-X patents	$ 1,301	$ 136	$ 1,285	$ 49
Gen-X license agreements	940	330	940	119
McCalla covenant not to compete	300	75	300	45
Total assets subject to amoritzation:	$ 2,541	$ 541	$ 2,525	$ 213
Assets not subject to amortization:				
Trademarks at Gen-X	$45,814	$ -	$45,800	$ -
Goodwill recorded in connection with the Gen-X acquisition	12,861	-	12,104	-
Goodwill in the Huffy Bicycle business unit	8,824	2,380	8,824	2,380
Goodwill in Huffy Sports business unit	1,973	569	1,973	569
Goodwill recorded in connection with the McCalla acquisition	6,519	-	6,521	-
Goodwill in Huffy Service First business unit	478	288	478	288
Total assets not subject to amortization	$76,469	$ 3,237	$75,700	$ 3,237

Prior to the adoption of SFAS No. 142, the Company amortized the excess of cost over net assets acquired on a straight-line basis over fifteen to forty years.

Changes in the carrying value of intangible assets for the six months ended June 28, 2003, are as follows:

	DECEMBER 31, 2002 GROSS CARRYING AMOUNT	ADDITIONS	ADJUSTMENTS
Assets subject to amortization:			
Gen-X patents	$ 1,285	$ 16	$ -
Gen-X license agreements	940	8	(8)
McCalla covenant not to compete	300	-	-
Total assets subject to amoritzation:	$ 2,525	$ 24	$ (8)
Assets not subject to amortization:			
Trademarks at Gen-X	$45,800	$ 6	$ 8
Goodwill recorded in connection with the Gen-X acquisition	12,104	757	-
Goodwill in the Huffy Bicycle business unit	8,824	-	-
Goodwill in Huffy Sports business unit	1,973	-	-
Goodwill recorded in connection with the McCalla acquisition	6,521	-	(2)
Goodwill in Huffy Service First business unit	478	-	-
Total assets not subject to amortization	$75,700	$ 763	$ 6

The Company's reporting units are tested annually during the fourth quarter for impairment.

NOTE 5. ACCUMULATED OTHER COMPREHENSIVE LOSS

Accumulated other comprehensive loss is reported separately from retained earnings and additional paid-in-capital in the condensed consolidated balance sheets. Items considered to be other comprehensive income (loss) include adjustments made for foreign currency transaction (under Statement of Financial Accounting Standards (SFAS) No. 52), pensions (under SFAB No. 87), and unrealized gains and losses on derivative instruments (under SFAS No. 133). Components of accumulated other comprehensive loss consist of the following:

	JUNE 28, 2003	DECEMBER 31,
Foreign currency translation adjustment	$ (884)	$ (913
Derivative financial instruments	(147)	(208
Pension	(27,430)	(27,430
	$ (28,461)	(28,551

Components of comprehensive income (loss) consist of the following for the six months ended:

	JUNE 28, 2003	JUNE 29,
Net earnings	$ 1,419	$ 1,899
Other comprehensive income (loss):		
Unrealized gain (loss) on derivative financial instruments	61	--
Foreign currency translation adjustment	29	$ 52
Comprehensive income	$ 1,509	$ 1,951

NOTE 6. STOCK OPTION PLANS

The Company applies the principles of APB Opinion No. 25 and related interpretations in accounting for its stock-based compensation plans. Accordingly, no compensation cost has been recognized for its fixed stock option plans and its stock purchase plan except for options issued below fair market value. The compensation cost that has been charged against earnings for options issued below fair market value and options issued to replace canceled options, was $101 and $137 (after tax $63 and $85) for the three month periods ended June 28, 2003 and June 29, 2002, respectively and $129 and $206 (after tax $80 and $128) for the periods ended June 28, 2003 and June 29, 2002, respectively. Had compensation cost for the Company's stock-based compensation plans been determined using the fair value method of accounting for stock compensation, the Company's net earnings and earnings per share would have been reduced to the pro forma amounts indicated below:

	THREE MONTHS ENDED	
	JUNE 28, 2003	JUNE 29, 2002
Net earnings as reported	$2,771	$1,275
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effect	(262)	(186)
Pro forma net earnings	2,509	1,089
Diluted net earnings per common share:		
As reported	$0.18	$0.12
Pro forma	0.17	0.10

The Company records compensation cost for awards with pro rata vesting ratably over the vesting period.

NOTE 7. GUARANTEES, COMMITMENTS AND CONTINGENCIES

CLAIMS AND ALLOWANCES

The Company maintains a reserve for product liability based upon expected settlement charges for pending claims and an estimate of unreported claims derived from experience, volume and product sales mix. Expense for product liability is recorded in cost of sales on the accompanying condensed consolidated statements of operations. The Company's policy is to fully reserve for warranty claims that have been or may be incurred on all products that have been shipped. The reserves are calculated based on claims that have been submitted but not settled. The calculation also considers anticipated claims based upon historical performance. Some major retailers have chosen to manage the warranty process in exchange for a claims allowance based on sales volume. The portion of the reserve related to retailer claims allowances is netted against accounts receivable while the balance of the reserve is classified as an accrued liability on the balance sheet. Additions to the reserve are treated as a deduction from net sales if they related to a negotiated claim allowance and as selling, general and administrative costs if they related to a general warranty expense.

The following is a roll-forward of the Company's claims and allowance activity for 2003:

	RETAILER CLAIMS ALLOWANCES	GENERAL WARRANTY	TOTAL
Balance December 31, 2002	$ 802	$ 143	$ 945
Additions to/deductions from reserves	(28)	265	237
Settled claims	(488)	(268)	(756)
Balance June 28, 2003	$ 286	$ 140	$ 426

The Company sold the assets of the Gerry Baby Products Company on April 27, 1997. Until July of 2002 when it expired, the Company maintained a claims made based insurance policy covering product liability expense associated with products manufactured while it owned Gerry Baby Products. When this policy expired, the Company purchased new insurance that provides occurrence based coverage on each claim that exceeds $5,000 in value.

ENVIRONMENTAL EXPENDITURES

Environmental expenditures that relate to current operations are expensed or capitalized as appropriate. Remediation costs that relate to an existing condition caused by past operations are accrued when it is probable that these costs will be incurred and can be reasonably estimated.

The Company, along with others, has been designated as a potentially responsible party (PRP) by the U.S. Environmental Protection Agency (the "EPA") with respect to claims involving the discharge of hazardous substances into the environment in the Baldwin Park operable unit of the San Gabriel Valley Superfund site. The Company, along with other PRPs, the Main San Gabriel Basin Watermaster (Watermaster), the San Gabriel Water Quality Authority (WQA), and numerous local water districts (Water Districts), have worked with the EPA on a mutually satisfactory remedial plan, with the end result being a joint water supply/clean up Project Agreement which settles four different lawsuits filed by the WQA and the Water Districts. The Project Agreement was signed on March 28, 2002 and was approved by the court and became effective May 9, 2002. In developing its estimate of environmental remediation costs, the Company considers, among other things, currently available technological solutions, alternative cleanup methods, and risk-based assessments of the contamination and, as applicable, an estimation of its proportionate share of remediation costs. The Company may also make use of external consultants and consider, when available, estimates by other PRPs and governmental agencies and information regarding the financial viability of other PRPs. Based upon information currently available, the Company believes it is unlikely that it will incur substantial previously unanticipated costs as a result of failure by other PRPs to satisfy their responsibilities for remediation costs.

The Company has recorded environmental accruals that, based upon the information available, are adequate to satisfy known remediation requirements. The total accrual for estimated environmental remediation costs related to the Superfund site and other potential environmental liabilities was $4,482 ($6,032 before discounting at 6.75%) at June 28, 2003. Of that amount, the Company has a deposit of $3,541 that is held in escrow under the terms of the settlement agreement. Amounts in escrow will be used to fund future costs and will serve as a long-term performance assurance pending the completion of remediation. Management expects that the expenditures relating to costs currently accrued will be made over a period of fourteen years.

The environmental escrow accounts are classified as current prepaid assets on the accompanying condensed consolidated balance sheets if the funds are expected to be expended within the next 12 months and as long-term other assets for those funds, which are expected to be expended beyond 12 months. The current escrow balance at June 28, 2003 was $879 and the long-term escrow balance at June 28, 2003 was $2,662. The environmental accrual is similarly classified on the accompanying condensed consolidated balance sheet with $879 shown in accrued liabilities and $3,603 shown in other long-term liabilities as of June 28, 2003.

LITIGATION

The Company along with numerous California water companies and other potentially responsible parties ("PRPs") for the Baldwin Park Operable Unit of the San Gabriel Valley Superfund have been named in fourteen civil lawsuits which allege claims related to the contaminated groundwater in the Azusa, California area (collectively, the "San Gabriel Cases").

The San Gabriel Cases had been stayed for a variety of reasons, including a number of demurrers and writs taken in the Appellate Division, relating primarily to the California Public Utilities Commission ("PUC") investigation described below. The resulting Appellate Division decisions were reviewed by the California Supreme Court, which ruled in February 2003. The cases have been reactivated as a result of the California Supreme Court's decision, with the trial level Coordination Judge holding a number of Status Conferences on all of the cases, at which conferences issues pertaining to the three master complaints (two of which include the Company as a defendant), preliminary demurrers to such master complaints, case management orders and initial written discovery and a hearing to resolve the PUC-related issues remanded by the California Supreme Court were discussed. As noted by the matters being discussed with the Court,

the toxic tort cases are in their initial stages. Thus, it is impossible to currently predict the outcome of any of the actions.

The Company, along with the other PRPs for the Baldwin Park Operable Unit of the San Gabriel Valley Superfund Site (the "BPOU"), was also named in four civil lawsuits filed by water purveyors. The water purveyor lawsuits alleged CERCLA, property damage, nuisance, trespass and other claims related to the contaminated groundwater in the BPOU (collectively, the "Water Entity Cases"). The Company was named as a direct

defendant by the water purveyor in two of these cases, and was added as a third party defendant in the two others by Aerojet General Corporation, which, in those cases, was the only PRP sued by the water purveyors. Each of the Water Entity Cases have been settled through the entry of the Project Agreement. According to the terms of the Project Agreement, the Water Entity Cases have been dismissed without prejudice. The Third Party complaints filed by Aerojet in connection with the Water Entity Cases have also been dismissed without prejudice subject to Aerojet filing a new suit in the event a final allocation agreement cannot be worked out.

On March 12, 1998, the PUC commenced an investigation in response to the allegations in the toxic tort actions that "drinking water delivered by the water utilities caused death and personal injury to customers." The PUC's inquiry addressed two broad issues central to these allegations: 1) "whether current water quality regulation adequately protects the public health;" and 2) "whether respondent utilities are (and for the past 25 years have been) complying with existing drinking water regulation." On November 2, 2000, the PUC issued its Final Opinion and Order Resolving Substantive Water Quality Issues. Significantly, the Order finds, in pertinent part, that: 1) "existing maximum contaminant level ("MCLs") and action level ("ALs") established by the DHS are adequate to protect the public health;" 2) "there is a significant margin of safety when MCLs are calculated so that the detection of carcinogenic contaminants above MCLs that were reported in this investigation are unlikely to pose a health risk;" 3) based upon its comprehensive review of 25 years of utility compliance records, that for all periods when MCLs and ALs for specific chemicals were in effect, the PUC regulated water companies complied with DHS testing requirements and advisories, and the water served by the water utilities was not harmful or dangerous to health; and 4) with regard to the period before the adoption by DHS of MCLs and ALs, a further limited investigation by the PUC Water Division will be conducted.

Based upon information presently available, such future costs are not expected to have a material adverse effect on the Company's financial condition, liquidity, or its ongoing results of operations. However, such costs could be material to results of operations in a future period.

As previously reported, Huffy Corporation divested its Washington Inventory Service subsidiary in November 2000. Subsequently, in late 2001 and mid 2002, two class action suits were filed in California seeking damages for alleged violations of labor practices. As a previous owner, Huffy was potentially obligated to indemnify the subsidiary purchaser for some portion of any liability it or such subsidiary had in the first case and had potential liability in the latter case, both limited to the periods it owned the subsidiary. After protracted negotiations and on advice of counsel, a settlement was negotiated and preliminarily approved on January 28, 2003 by the Superior Court of California, County of Los Angeles. A charge to discontinued operations of $7,914 or $0.43 per common share was taken in the fourth quarter of 2002 to record the Company's estimated obligation related to this matter. The settlement was given final court approval, pending compliance with the terms of the Class Settlement Agreement, and a Judgment of Dismissal was issued on April 7, 2003.

The Claims Administrator will issue its report as to claims made and on the amount of payments to be made in the third quarter, 2003, not to exceed $5,200 for the Company. The Company contributed $5,121 into a court appointed escrow account for the future payment of claims. In the second quarter of 2003, the Company revised its estimate of claims which resulted in income from discontinued operations for the quarter ended in June 28, 2003.

LABOR RELATIONS

Huffy Sports Company negotiated a new collective bargaining agreement in June 2003 that expires on June 19, 2005. Of the Company's total workforce 4% of the employees are subject to the new agreement, which included a three percent (3%) annual wage increase, improved retirement benefits, expanded healthcare network and language enhancing the parties relationships.

NOTE 8. LINES OF CREDIT AND LONG-TERM OBLIGATIONS

In September 2002, the Company entered into an Amended and Restated Loan and Security Agreement with Congress Financial Corporation (Central), which has subsequently been amended. The interest rate under the revolving credit facility varies, based upon excess availability, from the prime rate to prime rate plus ..25%, or London Interbank Offering Rate (LIBOR) plus 1.75% to LIBOR plus 2.75%. On March 14, 2003, the Company entered into a $15,000 subordinated term note with Ableco Finance LLC. The new note is secured by a lien on the Company's trademarks and trade names and a subordinated position on all other assets pledged under the Company's revolving credit facility. The loan matures on the earlier of the maturity of the Company's revolving credit facility or five years. Financial covenants in the loan require the Company to maintain minimum EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization), and a fixed charge coverage ratio.

In conjunction with the new term loan, the Company amended its credit facility with its existing lender to incorporate the new borrowing into the agreement. Financial covenants identical to the term loan were added to the revolving credit facility. In addition, changes were made in the revolving credit facility's existing Net Worth covenant, which raised the minimum net worth requirement to $60,000 and increases the minimum net worth requirement to $62,500 on January 1, 2004. The revolving credit facility is secured by all assets of the Company and its affiliates and will expire on December 31, 2004, with a 12-month renewal option. As of June 28, 2003, the Company was in compliance with these covenants.

From time to time, the Company has requested and received additional short-term borrowing authority under its revolving credit facility with Congress Financial to cover seasonal working capital. In May 2003, the Company obtained a $5,000 temporary increase on the revolving credit facility that expired in July 2003. In July 2003, the company amended its revolving credit facility to increase the maximum loan amount to $105,000 and to increase the revolving loan limit to $90,000. As of June 28, 2003, the revolving credit facility had $11,688 of borrowing capacity. Management believes that the available balance on the amended credit facility and internally generated cash flows will be sufficient to finance the Company's seasonal working capital and capital expenditure needs in the coming year. The Company considers on an ongoing basis alternative capital financing structures, including possible placements of equity securities and other hybrid financing instruments, as well as senior and subordinated debt arrangements.

Assets that are leased subject to capital leases include computer and office equipment with a cost of $1,589 and accumulated depreciation of $262 at June 28, 2003.

NOTE 9. SEGMENT DATA

Huffy classifies its business into two segments, sporting goods and services to retailers. The sporting goods segment includes Huffy companies which market wheeled recreational products, basketballs and other balls, golf clubs and accessories, snowboards and accessories, hockey equipment and apparel, snow skis and accessories, in-line skates, skateboards, other action sports accessories and the excess/opportunity inventory products. The sporting goods segment also includes Huffy companies which manufacture and market basketball backboards. The services to retailers segment includes; Huffy companies which assemble and repair bicycles, assemble grills, physical fitness equipment, and furniture; assemble and repair outdoor power equipment; and provide merchandising services to major retailers and for a number of well-known manufacturers and/or distributors serving the Home Center channel.

Segment performance is measured on operating profit or loss (before interest, corporate expenses and income taxes). The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies in Note 1 of Notes to Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2002. Intercompany profit or loss is eliminated where applicable.

The information presented below is for the periods ended June 28, 2003 and June 29, 2002.

	Three Months Ended		Six Mon
	June 28, 2003	June 29, 2002	June 28, 2003
NET SALES TO UNAFFILIATED CUSTOMERS			
Sporting Goods	$ 92,093	$ 67,581	$ 167,468
Services to Retailers	25,389	25,832	44,640
Total net sales	$ 117,482	$ 93,413	$ 212,108
EARNINGS (LOSS) BEFORE TAXES			
Sporting Goods	$ 6,469	$ 5,986	$ 8,199
Services to Retailers	1,153	(326)	1,756
Total segment earnings before taxes	7,622	5,660	9,955
Corporate expenses, net	(4,076)	(3,238)	(6,987)
Net interest expense	(1,281)	(319)	(2,392)
Earnings before income taxes	$ 2,265	$ 2,103	$ 576

ASSETS

Sporting Goods	$ 229,362
Services to Retailers	61,685
TOTAL ASSETS	$ 291,047

NOTE 10. DISCONTINUED OPERATIONS

As previously reported, Huffy Corporation divested its Washington Inventory Service subsidiary in November 2000. Subsequently, in late 2001 and mid 2002, two class action suits were filed in California seeking damages for alleged violations of labor practices. As a previous owner, Huffy was potentially obligated to indemnify the subsidiary purchaser for some portion of any liability it or such subsidiary had in the first case and had potential liability in the latter case, both limited to the periods it owned the subsidiary. After protracted negotiations and on advice of counsel, a settlement was negotiated and preliminary approved on January 28, 2003 by the Superior Court of California, County of Los Angeles. A charge to discontinued operations of $7,914 or $0.43 per common share was taken in the fourth quarter of 2002 to record the Company's estimated obligation related to this matter. The settlement was given final court approval, pending compliance with the terms of the Class Settlement Agreement, and a Judgment of Dismissal was issued on April 7, 2003. The Claims Administrator will issue its report as to claims made and on the amount of payments to be made in the third quarter 2003, not to exceed $5,200 for the Company. The Company contributed $5,121 into a court appointed escrow account for the future payment of claims. In the second quarter of 2003, the Company revised its estimate of claims which resulted in income form discontinued operations for the quarter ended in June 28, 2003 of $2,891 before tax, and $1,793 after tax.

In addition, during the second quarter, and based upon claims made, the Company recorded additional reserves for product liability related to products manufactured or sold by businesses which it previously owned. The charges recorded during the second quarter were $1,346 before tax, and $835 after tax.

NOTE 11. RECENTLY ADOPTED ACCOUNTING PRONOUNCEMENTS

Effective January 1, 2002, the Company adopted SFAS No. 143, "Accounting for Asset Retirement Obligations" ("SFAS 143"). SFAS 143 addresses the financial accounting and reporting for legal obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. The adoption of SFAS 143 did not materially affect the Company's Financial Statements for the three months or six months ended June 28, 2003. The cumulative effect of implementing SFAS 143 has had an immaterial effect on the Company's financial statements taken as a whole.

The Company has adopted SFAS No. 146 "Accounting for Costs Associated with Exit or Disposal Activities" ("SFAS 146"). SFAS 146 addresses significant issues regarding the recognition, measurement, and reporting of costs associated with exit or disposal activities, and nullifies Emerging Issues Task Force Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)." Costs addressed by SFAS 146 include costs to terminate a contract that is not a capital lease, costs of involuntary employee termination benefits pursuant to a one-time benefit arrangement, costs to consolidate facilities, and costs to relocate employees. SFAS 146 is effective for exit or disposal activities that were initiated after December 31, 2002. SFAS 146 changes the timing of expense recognition for certain costs the Company incurs while closing facilities or undertaking other exit or disposal activities; however, the timing difference is not typically significant in length. Adoption

of SFAS 146 did not have a material impact on the Company's Financial Statements for the three months or six months ended June 28, 2003.

The Company has adopted SFAS No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure" ("SFAS 148"). SFAS 148 provides alternative methods of transition for a voluntary change to the fair value method of accounting for stock-based employee compensation as required by SFAS 123. In addition, SFAS 148 amends the disclosure requirements of SFAS 123 to require more prominent and more frequent disclosures in financial statements about the effects of stock-based compensation. The Company's disclosure regarding the effects of stock-based compensation included in Note 5 is in compliance with SFAS 148.

The Company has adopted Financial Accounting Standards Board ("FASB") Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness to Others, an interpretation of FASB Statements No. 5, 57 and 107 and a rescission of FASB Interpretation No. 34"

("FIN 45"). FIN 45 elaborates on the disclosures to be made by a guarantor in its interim and annual financial statements about its obligations under guarantees issued. FIN 45 also clarifies that a guarantor is required to recognize, at inception of a guarantee, a liability for the fair value of the obligation undertaken. The initial recognition and measurement provisions were applicable to guarantees issued or modified after December 31, 2002. The adoption of FIN 45 did not have a material impact on the Company's Financial Statements for the three months or six months ended June 28, 2003.

NOTE 12. NEW ACCOUNTING PRONOUNCEMENTS NOT YET ADOPTED

In January 2003, the FASB issued Interpretation No. 46, "Consolidation of Variable Interest Entities, an interpretation of ARB No. 51" ("FIN 46"). FIN 46 addresses the consolidation of entities whose equity holders have either (a) not provided sufficient equity at risk to allow the entity to finance its own activities or (b) do not possess certain characteristics of a controlling financial interest. FIN 46 requires the consolidation of these entities, known as variable interest entities ("VIEs"), by the primary beneficiary of the entity. The primary beneficiary is the entity, if any, that is subject to a majority of the risk of loss from the VIE's activities, entitled to receive a majority of the VIE's residual returns, or both. FIN 46 applies immediately to variable interest in VIEs created or obtained after January 31, 2003. For variable interests in a VIE created before February 1, 2003, FIN 46 is applied to the VIE no later than the end of the first interim or annual reporting period beginning after June 15, 2003 (the quarter ending September 27, 2003 for the Company). The Interpretation requires certain disclosures in financial statements issued after January 31, 2003, if it is reasonably possible that the Company will consolidate or disclose information about variable interest entities when the Interpretation becomes effective. Based on the Company's analysis, the Company does not believe FIN 46 will have a material impact on it's financial position, results of operations or liquidity.

On May 15, 2002, the Financial Accounting Standards Board issued Statement No. 150, Accounting for Certain Financial instruments with Characteristics of Both Liabilities and Equity. The Statement requires issuers to classify as liabilities (or assets in some circumstance) three classes of freestanding financial instruments that embody obligations for the issuer.

Generally, the Statement is effective for financial instruments entered into or modified after May 31, 2003 and is otherwise effective at the beginning of the first interim period beginning after June 15, 2003. The Company did not enter into any financial instruments within the scope of the Statement during June

2003. Adoption did not have an effect on the financial statements for the six months ended June 28, 2003. The Company adopted the provisions of the Statement on July 1, 2003.

In April 2003, the FASB issued SFAS No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities", which amends and clarifies accounting for derivative instruments and hedging activities under SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities". SFAS No. 149 provides guidance relating to decisions made (a) as part of the Derivatives Implementation Group process, (b) in connection with other FASB projects dealing with financial instruments and (c) regarding implementation issues raised in the application of the definition of a derivative and the characteristics of a derivative that contains financing components. SFAS No. 149 is effective for contracts entered into or modified and for hedging relationships designated after June 28, 2003. The application of this Statement is not expected to have a material impact on the company's consolidated financial statements.

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

THREE AND SIX MONTHS ENDED JUNE 28, 2003
COMPARED TO THE
THREE AND SIX MONTHS ENDED JUNE 29, 2002

(Dollar Amounts in Thousands, Except Share Data

	THREE MONTHS ENDED			
	June 28, 2003	June 29, 2002	Change	Per
Net sales	$117,482	$ 93,413	$ 24,069	
Gross profit	25,352	17,031	8,321	
Percentage of revenues	21.6%	18.2%		
SG&A expenses	21,632	13,847	7,785	
Percentage of revenues	18.4%	14.8%		

	SIX MONTHS ENDED			
	June 28, 2003	June 29, 2002	Change	Per
Net sales	$212,108	$163,798	$ 48,310	
Gross profit	45,238	29,032	16,206	
Percentage of revenues	21.3%	17.7%		
SG&A expenses	41,930	24,375	17,555	
Percentage of revenues	19.8%	14.9%		

For the second quarter of 2003, Huffy Corporation ("Huffy" or "Company") had net earnings from continuing operations of $1,813, or $0.12 per common share compared to net earnings for the same period in 2002 of $1,275, or $0.12 per common share. For the six months ended June 28, 2003 net earnings from continuing operations were $461, or $0.03 per common share, compared to $1,899, or $0.18 per common share, in the first half of 2002. Current year results

include the earnings from Gen-X Sports Inc. acquired on September 19, 2002. The results and earnings of the McCalla companies for the period subsequent to the acquisition date of March 27, 2002, are included in the three and six months results

Net Sales

Net sales in the second quarter of 2003 were $117,482, an increase of 25.8%, compared to net sales of $93,413 for the same period in 2002. Revenue from services to retailers fell 1.7% from $25,832 in the second quarter of 2002 to $25,389 in the same period of 2003. Product sales rose 36.3% from $67,581 in the second quarter of 2002 to $92,093 in the same period of 2003. This sales gain was the result of the addition of Gen-X Sports to the Huffy portfolio. The core Huffy business, the businesses owned by Huffy prior to the Gen-X acquisition, suffered a decline in sales to Kmart of $7,687, reflecting not only the bankruptcy related decrease in Kmart store count, but also a decline in sales caused by a poor economy and this spring's unusual weather. Fortunately, much of this sales volume loss to Kmart was offset by market share gains with other customers in the sporting goods segment, and greater penetration in the home improvement market by the service segment. At this time, management does not believe that Kmart will have any further unfavorable impact on future sales volume or margin in the short term. The Company recently learned that its bid to retain a portion of its current business with a retailer in the home improvement segment was not accepted. This decision is not expected to impact 2003 sales volume, but could impact 2004 if replacement volume is not secured.

For the six months ended June 28, 2003, consolidated net sales were $212,108, an increase of 29.5% from $163,798 in the same period last year. Revenue from services to retailers rose 12.2% from $39,774 in the second quarter of 2002 to $44,640 in the same period of 2003. The addition of the McCalla Companies accounted for the majority of the increase in sales. Product sales rose 35.0% from $124,024 in the second quarter of 2002 to $167,468 in the same period of 2003. The core Huffy business, the businesses owned by Huffy prior to the Gen-X acquisition, suffered a decline in sales to Kmart of

$17,734, reflecting not only the bankruptcy related decrease in Kmart store count, but also a decline in sales caused by a poor economy and this spring's unusual weather. Fortunately, much of this sales volume loss to Kmart was offset by market share gains with other customers in the sporting goods segment, and greater penetration in the home improvement market by the service segment.

Gross Profit

Consolidated gross profit for the second quarter 2003 was $25,352, or 21.6% of net sales as compared to $17,031, or 18.2% of net sales reported for the same period in 2002, reflecting a 48.9% improvement over the prior year gross margin when measured as a percentage of net sales. The primary reason for this very significant improvement was the addition of Gen-X Sports Inc. and the McCalla Company to the Huffy portfolio. In addition, 2003 margins were favorably impacted by an improved margin structure in the service segment, where year over year margins improved by 4.0 percentage points reflecting improved pricing and a more efficient field cost structure.

For the first six months of 2003, gross profit was $45,238, or 21.3% of net sales, compared to $29,032, of 17.7% of net sales, compared to the same period in the prior year. Margins in the sporting goods segment improved primarily as a result of adding Gen-X to the Huffy portfolio. In the services to retailer segment, margins improved by 9.5 percentage points reflecting modest pricing improvements, coupled with improved year over year field efficiency,

particularly in the first quarter.

Selling, General and Administrative Expenses

Selling, general and administrative expenses of $21,632, for the three months ended June 28, 2003 were higher than the $13,847 experienced during the same period in 2002. The primary reason for the increase in these expenses was the selling, general and administrative expenses added as a result of the acquisition of Gen-X Sports Inc. The Company also increased its investment in brand development by enhancing advertising and new product promotional spending during the second quarter of 2003. Administrative pension expense increased in 2003 by $1,141 over 2002 expense due to poor 2002 stock market performance and declining interest rates. Insurance costs increased in 2003 by $307 over the second quarter of 2002 due to the addition of Gen-X and a less favorable insurance market.

Selling, general and administrative expenses for the first half of 2003 were $41,930 versus $24,375 in the first six months of 2002. Increased pension expenses and the added selling, general and administrative expenses associated with the Gen-X and McCalla acquisitions were the primary reasons for the increase. Administrative pension expense increased in 2003 by $1,931 over 2002 expense due to poor 2002 stock market performance and declining interest rates. Insurance costs increased in 2003 by $1,255 over the second quarter of 2002 due to the addition of Gen-X and McCalla and a less favorable insurance market.

Net Interest Expense

Net interest expense increased from $319 for the second quarter of 2002 to $1,281 in the current year. For the six months ended June 28, 2003, net interest expense increased from $621 in the first half of 2002 to $2,392 in 2003. Borrowing costs to finance the acquisitions of Gen-X Sports Inc. and the McCalla Company as well as the increased working capital needs of these subsidiaries resulted in higher interest costs in 2003.

DISCONTINUED OPERATIONS

As previously reported, Huffy Corporation divested its Washington Inventory Service subsidiary in November 2000. Subsequently, in late 2001 and mid 2002, two class action suits were filed in California seeking damages for alleged violations of labor practices. As a previous owner, Huffy was potentially obligated to indemnify the subsidiary purchaser for some portion of any liability it or such subsidiary had in the first case and had potential liability in the latter case, both limited to the periods it owned the subsidiary. After protracted negotiations and on advice of counsel, a settlement was negotiated and preliminary approved on January 28, 2003 by the Superior Court of California, County of Los Angeles. A charge to discontinued operations of $7,914 or $0.43 per common share was taken in the fourth quarter of 2002 to record the Company's estimated obligation related to this matter. The settlement was given final court approval, pending compliance with the terms of the Class Settlement Agreement, and a Judgment of Dismissal was issued on April 7, 2003. The Claims Administrator will issue its report as to claims made and on the amount of payments to be made in the third quarter 2003, not to exceed $5,200 for the Company. The Company contributed $5,121 into a court appointed escrow account for the future payment of claims. In the second quarter of 2003, the Company revised its estimate of claims which resulted in income form discontinued operations for the quarter ended in June 28, 2003 of $2,891 before tax, and $1,793 after tax.

In addition, during the second quarter, and based upon claims made, the Company recorded additional reserves for product liability related to products

manufactured or sold by businesses which it previously owned. The charges recorded during the second quarter were $1,346 before tax, and $835 after tax.

ACQUISITIONS

On September 19, 2002, the Company acquired all of the stock of Gen-X Sports Inc. in exchange for $19,001 in cash and the issuance of 4,161,241 shares of Huffy Corporation's common shares to the stockholders of both Gen-X companies. If there are no material breaches of representations and warranties, up to 193,549 additional common shares may be issued to the Gen-X shareholders on or after the first annual anniversary date. Gen-X did not meet certain financial performance objectives in 2002 that would have resulted in the issuance of up to 645,161 additional common shares. In addition, the acquired companies immediately upon acquisition redeemed $4,970 of preferred stock and refinanced their existing bank debt. Included in the assets acquired are trademarks, patents and licensing agreements recorded at their fair values of $45,800, $1,285 and $940, respectively, as well as goodwill in the amount of $12,861. Gen-X is a designer, marketer and distributor of branded sports equipment, including action sports products, winter sports products and golf products, and is a purchaser and reseller of excess sporting goods and athletic footwear inventories and special opportunity purchases.

On March 27, 2002, Huffy Service First acquired the stock of McCalla Company and its subsidiaries, Creative Retail Services, Inc. and Creative Retail Services (Canada) Inc. ("McCalla") for $5,400, less $500 net cash acquired, subject to certain post-closing adjustments. A contingent purchase price payment was recorded for the McCalla acquisition of $1,645 in the fourth quarter of 2002 and paid in April 2003. Of the total purchase price, $6,519 was recorded as goodwill and $300 was recorded as a covenant-not-to-compete. McCalla provides merchandising, including cycle and periodic product resets, stocking and sales training for a number of well-known manufacturers serving Home Depot, including, among others, Philips Lighting, Duracell, and Spectrum Brands.

LIQUIDITY AND CAPITAL RESOURCES

On March 14, 2003, the Company entered into a $15,000 subordinated term note with Ableco Finance LLC. The new note is secured by a lien on the Company's trademarks and trade names and a subordinated position on all other assets pledged under the Company's revolving credit facility. The loan matures on the earlier of the maturity of the Company's revolving credit facility or five years. Financial covenants in the loan require the Company to maintain a minimum EBITDA, (Earnings Before Interest, Taxes, Depreciation and Amortization) and a fixed charge coverage ratio.

In conjunction with the new term loan, the Company amended its credit facility with its existing lender to incorporate the new borrowing into the agreement. Financial covenants identical to the term loan were added to the revolving credit facility. In addition, changes were made in the revolving credit facility's existing Net Worth covenant, which raised the minimum net worth requirement to $60,000 and increases the minimum net worth requirement to $62,500 on January 1, 2004. The revolving credit facility is secured by all assets of the Company and its affiliates and will expire on December 31, 2004, with a 12 month renewal option. As of June 28, 2003, the Company was in compliance with these covenants.

From time to time, the Company has requested and received additional short-term borrowing authority under its revolving credit facility with Congress Financial to cover seasonal working capital. In May 2003, the Company obtained a $5,000 temporary increase on the revolving credit facility that expired in July 2003.

As of June 28, 2003, the Company had $11,688 of borrowing capacity on its revolving credit facility. In July 2003, the Company amended its revolving credit facility to increase the maximum loan amount to $105,000 and to increase the revolving loan limit to $90,000.

Pre-bankruptcy receivables from Kmart were sold during the second quarter of 2002. The cash recovery from this transaction was consistent with previously established reserves.

At June 28, 2003, inventory was valued at $48,102 up from $41,847 at December 31, 2002. This increase is primarily the result of remaining seasonal inventory build up for summer sporting goods products. Accounts payable at June 28, 2003 are $57,982 as compared to $65,519 at the end of 2002. This decrease reflects the timing and mix of purchases, as well as the purchase terms in place. Accrued expenses and other current liabilities are $27,957 at June 28, 2003 versus $37,059 at December 31, 2002. This decrease is due primarily to the Company's payment into escrow of the anticipated claims related to the Washington Inventory Service litigation, as well as a reduction in the estimated liability associated with this litigation.

As of June 28, 2003. the Company has the following contractual obligations and outstanding borrowings that are expected to impact future liquidity and cash flows:

		Due i	
Contractual Obligations	Total	Less than 1 year	1-3 years
Long-term debt	$15,000	$ -	$15,000
Capital leases	1,204	491	713
Operating leases	20,199	10,046	5,974
Purchase obligations	4,384	1,369	981
Total contractual obligations	$40,787	$11,906	$22,668

The Company's revolving credit facility is classified as a current liability in the accompanying condensed consolidated balance sheets.

The Company expects cash and cash equivalents, cash flow from operations and its revolving credit facility to be sufficient to finance seasonal working capital needs and capital expenditures throughout the coming year. The Company considers on an ongoing basis alternative capital financing structures, including possible placements of equity securities and other hybrid financing instruments, as well as senior and subordinated debt arrangements.

IMPACT OF ACCOUNTING STANDARDS NOT YET ADOPTED

See Note 12 to the accompanying notes to Condensed Consolidated Financial Statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to short-term interest rate risks and foreign currency exchange rate risks. In the normal course of business these risks are managed through a variety of strategies, including the use of a derivative financial instrument to hedge our underlying exposures. The Company does not use derivative instruments for trading purposes.

Interest Rate Risks

Interest rate risk arises primarily from variable rate borrowings in the United States and Canada. The Company has entered into an interest rate swap, which is recognized on the balance sheet at fair value. The Company has determined that the swap is effective; therefore, changes in the fair value of the swap are recorded on a quarterly basis as an adjustment to accumulated other comprehensive loss. The swap expires on April 4, 2004.

At June 28, 2003, a hypothetical 100 basis point increase in short-term interest rates would result in a reduction of $257 in earnings before income taxes.

Foreign Currency Exchange Risk

All subsidiaries of the Company, except for Creative Retail Services (Canada) Inc., use the U.S. dollar as their functional currency. A small portion of the Company's sales, receivables, purchases and expenses are denominated in Euros, Australian dollars and the Canadian dollar. The Company also maintains bank accounts in Euros, Australian dollars and the Canadian dollar to facilitate international operations. At this time, the Company's exposure to currency exchange risk is not considered material.

ITEM 4. CONTROLS AND PROCEDURES

Quarterly evaluation of the Company's disclosure controls and internal controls

Within 90 days prior to the filing of this report, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer (CEO) and Chief Financial Officer (CFO), an evaluation of the effectiveness of the Company's disclosure controls and procedures was performed.

Disclosure controls and internal controls

Disclosure controls are procedures that are designed with the objective of ensuring that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934 (Exchange Act), such as this Quarterly Report, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's (SEC) rules and forms. Disclosure controls are also designed with the objective of ensuring that such information is accumulated and communicated to our management, including the CEO and CFO, as appropriate to allow timely decisions regarding the required disclosure. Internal controls are procedures which are designed with the objective of providing reasonable assurance that (1) our transactions are properly authorized; (2) our assets are safeguarded against unauthorized or improper use; and (3) our transactions are properly recorded and reported, all to permit the preparation of our financial statements in conformity with generally accepted accounting principles.

Limitations on the effectiveness of controls

The Company's management, including the CEO and CFO, does not expect that our disclosure controls or our internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide

only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some person, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Scope of the controls evaluation

The CEO/CFO evaluation of our disclosure controls and our internal controls included a review of the controls' objectives and design, the controls' implementation by the Company and the effect of the controls on the information generated for use in this Quarterly Report on Form 10-Q. In the course of the controls evaluation, we sought to identify data errors, controls problems or acts of fraud and to confirm that appropriate corrective action, including process improvements, were being undertaken. This type of evaluation will be done on a quarterly basis so that the conclusions concerning controls effectiveness can be reported in our Quarterly Reports on Form 10-Q and Annual Report on Form 10-K. Our internal controls are also evaluated on an ongoing basis by Internal Audit, by other personnel in our Finance organization and by our independent auditors in connection with their audit and review activities. The overall goals of these various evaluation activities are to monitor our disclosure controls and our internal controls and to make modifications as necessary; our intent in this regard is that the disclosure controls and internal controls will be maintained as dynamic systems that change (including with improvements and corrections) as conditions warrant.

Among other matters, we sought in our evaluation to determine whether there were any "significant deficiencies" or "material weaknesses" in the Company's internal controls, or whether the Company had identified any acts of fraud involving personnel who have a significant role in the Company's internal controls. This information was important both for the controls evaluation generally and because items 5 and 6 in Section 302 Certifications of the CEO and CFO require that the CEO and CFO disclose that information to our Board's Audit Committee and to our independent auditors and to report on related matters in this section of the Quarterly Report on Form 10-Q. In the professional auditing literature, "significant deficiencies" are referred to as "reportable conditions"; these are control issues that could have a significant adverse effect on the ability to record, process, summarize and report financial data in the financial statements. A "material weakness" is defined in the auditing literature as a particularly serious reportable condition where the internal control does not reduce to a relatively low level the risk that misstatements caused by error or fraud may occur in amounts that would be material in relation to the financial statements and not be detected within a timely period by employees in the normal course of performing their assigned functions. We also sought to deal with other control matters in the controls evaluation, and in each case if a problem was identified, we considered what revision, improvement and/or correction to make in accord with our on-going procedures.

In accordance with SEC requirements, the CEO and CFO note that, since the date

of the controls evaluation to the date of this Quarterly Report, there have been no significant changes in internal controls or in other factors that could significantly affect internal controls, including any corrective actions with regard to significant deficiencies and material weaknesses.

Conclusions

Based upon the controls evaluation, our CEO and CFO have concluded that, subject to the limitations noted above, our disclosure controls are effective to ensure that material information relating to Huffy and its consolidated subsidiaries is made known to management, including the CEO and CFO, particularly during the period when our periodic reports are being prepared, and that our internal controls are effective to provide

reasonable assurance that our financial statements are fairly presented in conformity with generally accepted accounting principles.

The discussion in this quarterly report contains forward-looking statements and is qualified by the cautionary statements in the Company's report on Form 10-K, dated February 20, 2003.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

A. The Company along with numerous California water companies and other potentially responsible parties ("PRPs") for the Baldwin Park Operable Unit of the San Gabriel Valley Superfund (see Note 10 to the Company's December 31, 2002 Annual Report on Form 10-K regarding the Superfund in which a tentative remediation settlement has been reached) have been named in fourteen civil lawsuits which allege claims related to the contaminated groundwater in the Azusa, California area (collectively, the "San Gabriel Cases").

The cases had been stayed for a variety of reasons, including a number of demurrers and writs taken in the Appellate Division, relating primarily to the California Public Utilities Commission ("PUC") investigation described below. The resulting Appellate Division decisions were reviewed by the California Supreme Court, which ruled in February 2003. The cases have been reactivated as a result of the California Supreme Court's decision, with the trial level Coordination Judge holding a number of Status Conferences on all of the cases, at which conferences issues pertaining to the three master complaints (two of which will include the Company as a defendant), preliminary demurrers to such master complaints, case management orders, initial written discovery and a hearing to resolve the PUC-related issue remanded by the California Supreme Court were discussed. As noted by the matters being discussed with the Court, the toxic tort cases are in their initial stages. Thus, it is impossible to currently predict the outcome of any of the actions.

The Company, along with the other PRPs for the Baldwin Park Operable Unit of the San Gabriel Valley Superfund Site (the "BPOU"), has also been named in four civil lawsuits filed by water purveyors. The water

purveyor lawsuits allege CERCLA, property damage, nuisance, trespass and other claims related to the contaminated groundwater in the BPOU (collectively, the "Water Entity Cases"). The Company was named as a direct defendant by the water purveyor in two of these cases, and was added as a third party defendant in the two others by Aerojet General Corporation, which, in those cases, was the only PRP sued by the water purveyors. Each of the Water Entity Cases have been settled through the entry of the Project Agreement. According to the terms of the Project Agreement, the Water Entity Cases have been dismissed without prejudice.

On March 12, 1998, the PUC commenced an investigation in response to the allegations in the toxic tort actions that "drinking water delivered by the water utilities caused death and personal injury to customers." The PUC's inquiry addressed two broad issues central to these allegations: 1) "whether current water quality regulation adequately protects the public health;" and 2) "whether respondent utilities are (and for the past 25 years have been) complying with existing drinking water regulation." On November 2, 2000, the PUC issued its Final Opinion and Order Resolving Substantive Water Quality Issues. Significantly, the Order finds, in pertinent part, that: 1) "existing maximum contaminant level ("MCLs") and action level ("ALs") established by the DHS are adequate to protect the public health;" 2) "there is a significant margin of safety when MCLs are calculated so that the detection of carcinogenic contaminants above MCLs that were reported in this investigation are unlikely to pose a health risk;" 3) based upon its comprehensive review of 25 years of utility compliance records, that for all periods when MCLs and ALs for specific chemicals were in effect, the PUC regulated water companies complied with DHS testing requirements and advisories, and the water served by the water utilities was not harmful or dangerous to health; and 4) with regard to the period before the adoption by DHS of MCLs and ALs, a further limited investigation by the PUC Water Division will be conducted.

Based upon information presently available, such future costs are not expected to have a material adverse effect on the Company's financial condition, liquidity, or its ongoing results of operations. However, such costs could be material to results of operations in a future period.

B. As previously reported, Huffy Corporation divested its Washington Inventory Service subsidiary in November 2000. Subsequently, in late 2001 and mid 2002, two class action suits were filed in California seeking damages for alleged violations of labor practices. As a previous owner, Huffy was potentially obligated to indemnify the subsidiary purchaser for some portion of any liability it or such subsidiary had in the first case and had potential liability in the latter case, both limited to the periods it owned the subsidiary. After protracted negotiations and on advice of counsel, a settlement was negotiated and preliminarily approved on January 28, 2003 by the Superior Court of California, County of Los Angeles. A

charge to discontinued operations of $7,914 or $0.43 per common share was taken in the fourth quarter of 2002 to record the Company's estimated obligation related to this matter. The settlement was given final court approval, pending compliance with the terms of the Class Settlement Agreement, and a Judgment of Dismissal was issued on April 7, 2003. The Claims Administrator is expected to issue its report as to claims made and on the amount of payments to be made in the third quarter, 2003, not to exceed $5,200 for the Company. The Company

contributed $5,121 into a court appointed escrow account for the future payment of claims. In the second quarter of 2003, the Company revised its estimate of claims which resulted in income from discontinued operations for the quarter ended in June 28, 2003.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

a. Exhibits - The exhibits, as shown in the "Index of Exhibits" attached hereto are applicable to be filed as a part of this report.

b. The Company filed two reports on Form 8-K dated June 9, 2003 and July 15, 2003 respectively, with the Securities and Exchange Commission regarding the Corporation's comments on a press release issued by Daniel Gilbert and Camelot Ventures and an earnings release announcing the financial results for the fiscal quarter ended June 28, 2003, respectively.

Please see the Company's meaningful cautionary statements regarding forward looking statements contained in the Company's report on Form 10-K filed with the Securities and Exchange Commission on February 20, 2003 which is hereby incorporated herein by reference.

SIGNATURES

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

HUFFY CORPORATION, Registrant

August 12, 2003	/s/ Timothy G. Howard
Date	Timothy G. Howard Vice President - Corporate Controller (Principal Accounting Officer)

INDEX OF EXHIBITS

Exhibit No.	Item
(2)	Not applicable
(3)	Not applicable
(4.a)	Amendment No. 6 to the Second Amended and Restated Loan and Security Agreement, dated as of May 9, 2003, by and among

	Huffy Corporation and its subsidiaries and Congress Financial Corporation (Central).
(4.b)	Amendment No. 7 to the Second Amended and Restated Loan and Security Agreement, dated as of July 9, 2003, by and among Huffy Corporation and its subsidiaries and Congress Financial Corporation (Central).
(4.c)	Amendment No. 8 to the Second Amended and Restated Loan and Security Agreement, dated as of July 31, 2003, by and among Huffy Corporation and its subsidiaries and Congress Financial Corporation (Central).
(11)	Not applicable
(15)	Not applicable
(18)	Not applicable
(19)	Not applicable
(22)	Not applicable
(23)	Not applicable
(24)	Not applicable
(31)	Section 302 Certification
(32)	Section 906 Certification