

AMERICAN VANGUARD CORP

Form 10-Q

May 12, 2008

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**
FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2008

.. **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 001-13795

AMERICAN VANGUARD CORPORATION

Delaware
(State or other jurisdiction of
Incorporation or organization)

95-2588080
(I.R.S. Employer
Identification Number)

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4695 MacArthur Court, Newport Beach, California
(Address of principal executive offices)

92660
(Zip Code)

(949) 260-1200

(Registrant's telephone number, including area code)

(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 No

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

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Smaller reporting company
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.

Common Stock, \$.10 Par Value 26,479,452 shares as of May 8, 2008.

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AMERICAN VANGUARD CORPORATION

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Table of Contents**PART I. FINANCIAL INFORMATION****Item 1. FINANCIAL STATEMENTS****AMERICAN VANGUARD CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF OPERATIONS****(In thousands except per share amounts)****(Unaudited)**

| | For the three months ended March 31 | |
|---|--|-------------|
| | 2008 | 2007 |
| Net sales | \$ 40,934 | \$ 40,906 |
| Cost of sales | 23,198 | 22,489 |
| Gross profit | 17,736 | 18,417 |
| Operating expenses | 13,946 | 12,999 |
| Operating income | 3,790 | 5,418 |
| Interest expense | 1,015 | 1,895 |
| Interest income | | (5) |
| Interest capitalized | (50) | (16) |
| Income before income tax | 2,825 | 3,544 |
| Income tax expense | 1,092 | 1,418 |
| Net income | \$ 1,733 | \$ 2,126 |
| Earnings per common share - basic | \$.07 | \$.08 |
| Earnings per common share - assuming dilution | \$.06 | \$.08 |
| Weighted average shares outstanding - basic | 26,464 | 26,163 |
| Weighted average shares outstanding - assuming dilution | 27,466 | 27,330 |

See notes to consolidated financial statements.

Table of Contents**AMERICAN VANGUARD CORPORATION AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS****(In thousands)****ASSETS (note 7)**

| | Mar. 31, 2008 (Unaudited) | Dec. 31, 2007 (Note) |
|------------------------------------|--|-------------------------------------|
| Current assets: | | |
| Cash and cash equivalents | \$ 2,289 | \$ 3,201 |
| Receivables: | | |
| Trade | 64,342 | 55,925 |
| Other | 630 | 645 |
| | 64,972 | 56,570 |
| Inventories | 90,284 | 63,455 |
| Prepaid expenses | 3,658 | 2,214 |
| Total current assets | 161,203 | 125,440 |
| Property, plant and equipment, net | 38,284 | 36,330 |
| Land held for development | 211 | 211 |
| Intangible assets | 92,470 | 85,318 |
| Other assets | 1,293 | 1,282 |
| | \$ 293,461 | \$ 248,581 |

(Continued)

See notes to consolidated financial statements.

Table of Contents**AMERICAN VANGUARD CORPORATION AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

(In thousands)

LIABILITIES AND STOCKHOLDERS EQUITY

| | Mar. 31, 2008 (Unaudited) | Dec. 31, 2007 (Note) |
|--|--|-------------------------------------|
| Current liabilities: | | |
| Current installments of long-term debt | \$ 4,106 | \$ 4,106 |
| Accounts payable | 20,505 | 13,796 |
| Accrued program costs | 20,425 | 24,191 |
| Accrued expenses and other payables | 6,579 | 6,355 |
| Income taxes payable | 1,886 | 1,848 |
| Total current liabilities | 53,501 | 50,296 |
| Long-term debt, excluding current installments | 96,628 | 56,155 |
| Deferred income taxes | 2,391 | 2,391 |
| Total liabilities | 152,520 | 108,842 |
| Commitments and contingent liabilities (Notes 7 and 11) | | |
| Stockholders' Equity: | | |
| Preferred stock, \$.10 par value per share; authorized 400,000 shares; none issued | | |
| Common stock, \$.10 par value per share; authorized 40,000,000 shares; issued 28,706,248 shares at March 31, 2008 and 28,650,829 shares at December 31, 2007 | 2,871 | 2,865 |
| Additional paid-in capital | 37,293 | 36,551 |
| Accumulated other comprehensive income | 108 | 64 |
| Retained earnings | 103,414 | 103,004 |
| | 143,686 | 142,484 |
| Less treasury stock, at cost, 2,226,796 shares at March 31, 2008 and December 31, 2007 | (2,745) | (2,745) |
| Total stockholders' equity | 140,941 | 139,739 |
| | \$ 293,461 | \$ 248,581 |

Note: The balance sheet at December 31, 2007 has been derived from the audited financial statements at that date.

See notes to consolidated financial statements.

Table of Contents**AMERICAN VANGUARD CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS****(In thousands)****For The Three Months Ended March 31, 2008 and 2007****(Unaudited)**

| | 2008 | 2007 |
|---|-----------------|-----------------|
| Increase (decrease) in cash | | |
| Cash flows from operating activities: | | |
| Net income | \$ 1,733 | \$ 2,126 |
| Adjustments to reconcile net income to net cash used in operating activities: | | |
| Depreciation and amortization | 2,762 | 2,098 |
| Stock-based compensation expense related to stock options and employee stock purchases | 235 | 264 |
| Changes in assets and liabilities associated with operations: | | |
| Increase in receivables | (8,185) | (3,217) |
| Decrease in provision for doubtful accounts | (217) | |
| Increase in inventories | (26,829) | (3,035) |
| (Increase) Decrease in prepaid expenses and other assets | (1,483) | 382 |
| Increase (Decrease) in accounts payable | 6,859 | (3,543) |
| Decrease in other current liabilities | (4,977) | (818) |
| Net cash used in operating activities | (30,102) | (5,743) |
| Cash flows from investing activities: | | |
| Capital expenditures | (3,631) | (680) |
| Acquisitions of intangible assets | (8,209) | (1,576) |
| Net decrease in other non-current assets | | 25 |
| Net cash used in investing activities | (11,840) | (2,231) |
| Cash flows from financing activities: | | |
| Net borrowings under line of credit agreement | 41,500 | 9,000 |
| Principal payments on long-term debt | (1,027) | (526) |
| Proceeds from the issuance of common stock (exercise of stock options and sale of stock under ESPP) | 513 | 418 |
| Net cash provided by financing activities | 40,986 | 8,892 |
| Net (decrease) increase in cash | (956) | 918 |
| Cash and cash equivalents at beginning of year | 3,201 | 1,844 |
| Effect of exchange rate changes on cash | 44 | 100 |
| Cash and cash equivalents as of March 31 | \$ 2,289 | \$ 2,862 |

Supplemental schedule of non-cash investing and financial activities:

On March 10, 2008, the Company announced that the Board of Directors declared a cash dividend of \$0.05 per share. The dividend was distributed on April 15, 2008, to stockholders of record at the close of business on March 31, 2008. Cash dividends paid April 15, 2008 totaled approximately \$1,323,000.

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On March 13, 2007, the Board of Directors declared a cash dividend of \$0.04 per share. The dividend was distributed on April 13, 2007 to stockholders of record at the close of business on March 30, 2007. Cash dividends paid April 13, 2007 totaled \$1,047,000.

During the quarter ended March 31, 2008, the Company completed the purchase of certain assets which totaled \$350,000 of which \$200,000 was paid in cash during the period. The balance is due in March 2009.

See notes to consolidated financial statements.

Table of Contents**AMERICAN VANGUARD CORPORATION AND SUBSIDIARIES****Notes to Consolidated Financial Statements****(Columnar Numbers in thousands except for Note 10 and share data)****(Unaudited)**

1. The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation, have been included. Operating results for the three months ended March 31, 2008 are not necessarily indicative of the results that may be expected for the year ending December 31, 2008. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2007.

2. Property, plant and equipment at March 31, 2008 and December 31, 2007 consists of the following:

| | March 31, 2008 | December 31, 2007 |
|--|---------------------------|------------------------------|
| Land | \$ 2,441 | \$ 2,441 |
| Buildings and improvements | 6,804 | 6,791 |
| Machinery and equipment | 68,542 | 66,257 |
| Office furniture, fixtures and equipment | 5,284 | 5,054 |
| Automotive equipment | 269 | 269 |
| Construction in progress | 6,291 | 5,186 |
| | 89,631 | 85,998 |
| Less accumulated depreciation | 51,347 | 49,668 |
| | \$ 38,284 | \$ 36,330 |

3. Inventories are stated at the lower of cost or market. Cost is determined using the first-in, first-out method. The components of inventories consist of the following:

| | March 31, 2008 | December 31, 2007 |
|-------------------|---------------------------|------------------------------|
| Finished products | \$ 82,783 | \$ 56,860 |
| Raw materials | 7,501 | 6,595 |
| | \$ 90,284 | \$ 63,455 |

4. Based on similar economic and operational characteristics, the Company's business is aggregated into one reportable segment. Selective enterprise information is as follows:

**Three Months Ended
March 31
2008 2007**

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| | | |
|------------|-----------|-----------|
| Net sales: | | |
| Crop | \$ 35,111 | \$ 32,349 |
| Non-crop | 5,823 | 8,557 |
| | \$ 40,934 | \$ 40,906 |

Table of Contents**AMERICAN VANGUARD CORPORATION AND SUBSIDIARIES****Notes to Consolidated Financial Statements, Continued**

5. On March 10, 2008 the Company announced that the Board of Directors declared a cash dividend of \$0.05 per share. The dividend was distributed on April 15, 2008, to stockholders of record at the close of business on March 31, 2008. Cash dividends paid April 15, 2008 totaled approximately \$1,323,000.

6. Statement of Financial Accounting Standards (SFAS) No. 128, Earnings Per Share (EPS) requires dual presentation of basic EPS and diluted EPS on the face of all income statements. Basic EPS is computed as net income divided by the weighted average number of shares of common stock outstanding during the period. Diluted EPS reflects potential dilution that could occur if securities or other contracts, which, for the Company, consists of options to purchase shares of the Company s common stock are exercised.

The components of basic and diluted earnings per share were as follows:

| | Three Months Ended March 31, | |
|--------------------------------------|---|-------------|
| | 2008 | 2007 |
| Numerator: | | |
| Net income | \$ 1,733 | \$ 2,126 |
| Denominator: | | |
| Weighted averages shares outstanding | 26,464 | 26,163 |
| Assumed exercise of stock options | 1,002 | 1,167 |
| | 27,466 | 27,330 |

7. Substantially all of the Company s assets not otherwise specifically pledged as collateral on existing loans and capital leases are pledged as collateral under the Company s credit agreement with its banks. For further information, refer to the consolidated financial statements and footnotes thereto (specifically note 2) included in the Company s Annual Report on Form 10-K for the year ended December 31, 2007.

8. Reclassification Certain items may have been reclassified (if appropriate), in the prior period consolidated financial statements to conform with the March 31, 2008 presentation.

9. Total comprehensive income includes, in addition to net income, changes in equity that are excluded from the consolidated statements of operations and are recorded directly into a separate section of stockholders equity on the consolidated balance sheets.

Comprehensive income and its components consist of the following:

| | Three Months Ended March 31, | |
|---|---|-----------------|
| | 2008 | 2007 |
| Net income | \$ 1,733 | \$ 2,126 |
| Foreign currency translation adjustment | 44 | 100 |
| Comprehensive income | \$ 1,777 | \$ 2,226 |

10. Stock Based Compensation Expense The Company accounts for stock-based awards to employees and directors in accordance with Statement of Financial Accounting Standards No. 123 (revised 2004), Share-Based

Table of Contents**AMERICAN VANGUARD CORPORATION AND SUBSIDIARIES****Notes to Consolidated Financial Statements, Continued**

Payment, (SFAS 123(R)) which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors including employee stock options and employee stock purchases related to the Employee Stock Purchase Plan (employee stock purchases) based on estimated fair values.

During the three months ended March 31, 2008, the Company granted a 10-year option to an employee to acquire 6,779 shares of common stock at an exercise price of \$14.75. The option vests over three equal annual installments. The option was valued using the Black-Scholes option-pricing model at \$6.48 per share and the company recognized a corresponding expense of \$43,907 when granted. Assumptions used to value the option were: expected term of 10 years, expected volatility of 50%, expected annual dividends of 0.5%, and a risk-free interest rate of 2.45%.

During the three months ended March 31, 2007, the Company granted a 10-year option to an employee to acquire 6,349 shares of common stock at an exercise price of \$15.75. The option was immediately vested on the date of grant. The option was valued using the Black-Scholes option-pricing model at \$6.48 per share and the company recognized a corresponding expense of \$41,141 when granted. Assumptions used to value the option were: expected term of 5 years, expected volatility of 41%, expected annual dividends of 0.5%, and a risk-free interest rate of 4.65%.

During the three months ended March 31, 2008, employees and directors exercised options to acquire 36,900 shares of common stock. Cash received upon exercise was \$90,945 or \$2.46 per share. At the time of exercise, total intrinsic value of the options exercised was approximately \$445,760 (or \$12.08 per share). During the three months ended March 31, 2007, employees exercised options to acquire 67,360 shares of common stock. Cash received upon exercise was \$193,864 or \$2.88 per share. At the time of exercise, total intrinsic value of the options exercised was approximately \$871,149 (or \$12.93 per share).

There were options to acquire 9,400 shares that were terminated during the three months ended March 31, 2008, which had an exercise price of \$14.74. The shares were vested when terminated. There were no options terminated in the three months ended March 31, 2007.

As of March 31, 2008, the Company had approximately \$72,000 of unamortized stock-based compensation expenses, which will be recognized over the weighted-average period of 0.7 years. This projected expense will change if any stock options are granted or cancelled prior to the respective reporting periods or if there are any changes required to be made for estimated forfeitures. Stock based compensation expense recognized consisted of the following:

| | Three months ended | |
|---|---------------------------|---------------|
| | March 31, | |
| | 2008 | 2007 |
| Expense related to employee stock options | \$ 70 | \$ 140 |
| Expense related to director stock awards | 75 | 79 |
| Expense related to employee stock awards | 50 | |
| Expense related to employee stock purchases | 40 | 45 |
| Total SFAS 123(R) expense | \$ 235 | \$ 264 |

11. Legal Proceedings On occasion, the Company and/or AMVAC Chemical Corporation (AMVAC), a wholly-owned subsidiary of the Company, are involved as either a plaintiff or defendant to claims and legal actions incidental to their operations.

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AMERICAN VANGUARD CORPORATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

A. DBCP Cases

A number of suits have been filed against AMVAC, alleging injury from exposure to the agricultural chemical 1,2-dibromo-3-chloropropane (DBCP). DBCP was manufactured by several chemical companies, including Dow Chemical Company and Shell Oil Company and was approved by the U.S. EPA to control nematodes. DBCP was also applied on banana farms in Latin America. The U.S. EPA suspended registrations of DBCP in October 1979, except for use on pineapples in Hawaii. The EPA suspension was partially based on 1977 studies by other manufacturers that indicated a link between male sterility and exposure to DBCP among their factory production workers producing the product.

Thus far there are approximately 90 lawsuits filed by former banana workers in which AMVAC has been named as a party. These claims are all in various stages and allege injury from exposure to DBCP, including claims for sterility. Most of the cases are unserved suits pending in Nicaragua. All but one of the suits in Nicaragua have been filed pursuant to Public Law 364, an October 2000 Nicaraguan statute that contains substantive and procedural provisions that Nicaragua's Attorney General previously expressed as unconstitutional. In October 2003, the Nicaragua Supreme Court issued an advisory opinion, not in connection with any litigation, that Public Law 364 is constitutional. The suits pending in Nicaragua that name AMVAC have been filed on behalf of 3,592 claimants. Each of the Nicaraguan plaintiffs claims \$1 million in compensatory damages and \$5 million in punitive damages. In all of these cases, AMVAC is a joint defendant with Dow Chemical and Dole Food Company, Inc. AMVAC contends that the Nicaragua courts lack jurisdiction over AMVAC and that Public Law 364 violates international due process of law. AMVAC also contends that the plaintiffs will have difficulty in proving that they were exposed to or injured by any DBCP manufactured by AMVAC. In the two cases pending before Nicaraguan courts in which AMVAC has been served, the court has denied AMVAC's objection to jurisdiction, which is being appealed.

There are a number of domestic cases pending against AMVAC involving claims relating to DBCP exposure in which there has been recent activity. With respect to one such lawsuit, *Tellez et al. v. Dole Food Company, Inc.*, et al, which involved 13 Nicaraguan plaintiffs who were field workers claiming sterility and had been filed in the Los Angeles Superior Court on March 26, 2004, AMVAC entered into a settlement with the 13 plaintiffs without any admission of liability for payment of \$300,000 in total; that settlement was approved by the court on April 24, 2007. The case proceeded to a jury trial against the Dole Food and Dow Chemical defendants commencing July 19, 2007 for 12 plaintiffs (as one was transferred to the *Mejia* case) and, on November 5, 2007, the jury found for the defendants on the claims of six of the plaintiffs and found for the plaintiffs on the other six for a total award of approximately \$3.3 million. For five of the six plaintiffs, the jury allocated 80% of the liability to Dole on fraudulent concealment and strict liability causes of action and 20% to Dow (and 40% on the other plaintiff) on strict products liability. In further deliberations, the same jury awarded \$500,000 in punitive damages to each of five plaintiffs as against the Dole entities for fraudulent concealment for a total of an additional \$2.5 million. On March 7, 2008, the trial court in *Tellez* granted Dole's motion for judgment notwithstanding the verdict as to punitive damages thereby reversing the award of punitive damages (\$2.5 million) against Dole. In reaching its decision, the court found that any award of punitive damages as against Dole would be violative of the Due Process Clause of the Fourteenth Amendment as the claimed injuries to plaintiffs and Dole's acts occurred outside of California. The court also reversed the finding of strict products liability against Dole. As this case impacts the other DBCP suits, the Company is monitoring these developments.

Another such lawsuit, *Rodolfo Mejia et al. v. Dole Food Company, Inc.*, et al, currently involving 26 Nicaraguan plaintiffs who claim sterility and were allegedly DBCP applicators, remains pending in the Los Angeles Superior Court; it had been stayed pending resolution of *Tellez* with the remaining defendants.

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AMERICAN VANGUARD CORPORATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

Plaintiffs in *Mejia* filed a second amended complaint on January 22, 2008, and the case has been set for trial for March 16, 2009. The court has advised that discovery will be limited to 20 plaintiffs and any others beyond that number must be transferred to another case. Discovery has not yet begun in this case. It is too early to provide any evaluation of the likelihood of an unfavorable outcome at this time. At a status conference on February 8, 2008, the court ordered that the parties in this case and all the other DBCP cases filed in Los Angeles must engage in global mediation sessions that are to include all cases.

On October 6, 2006, AMVAC was served with seven suits filed in the Los Angeles County Superior Court and one suit in the United States District Court in Los Angeles that include a total of 668 residents of the Ivory Coast as plaintiffs. Each plaintiff claims personal injuries from exposure to DBCP on banana or pineapple plantations in that country. AMVAC denies any liability as none of its product was designated or marked for shipment to the Ivory Coast or anywhere in Africa. The suits name AMVAC, Dow Chemical, Shell Oil Company, and Dole Food as defendants. On defendants' motion to dismiss all federal claims (under the Alien Tort Claims Act) for failure to state a claim, the federal court dismissed the federal lawsuit with prejudice on August 22, 2007. Plaintiffs subsequently appealed the dismissal to the Ninth Circuit Court of Appeal, which is pending. The seven state court suits have been declared complex and have been assigned to the same judge who is handling both the *Tellez* and *Mejia* cases in the complex case management program. Limited discovery has been permitted to focus on preliminary issues as to which DBCP product was used in the Ivory Coast and which defendants, if any, belong in these cases. The plaintiffs' attorney is unwilling to dismiss any defendant at this time. A further status conference is scheduled for June 16, 2008.

In October 1997, Amvac was served with complaints in which it was named as a defendant, filed in the Circuit Court, First Circuit, State of Hawaii and in the Circuit Court of the Second Circuit, State of Hawaii (two identical suits) entitled *Patrickson, et. al. v. Dole Food Co., et. al.*, alleging damages sustained from injuries caused by plaintiffs' exposure to DBCP while applying the product in their native countries. The ten named plaintiffs are citizens of four countries - Guatemala, Costa Rica, Panama, and Ecuador. Punitive damages are sought against each defendant. The plaintiffs were banana workers and allege that they were exposed to DBCP in their native countries from 1959 through at least 1997. The case was also filed as a class action on behalf of other workers so exposed in these four countries. The plaintiffs allege sterility and other injuries. On September 12, 2006, the court transferred venue from Maui County to Oahu. On February 16, 2007, the case was assigned to a judge in Oahu. Preliminary issues are class certification and/or the possible addition of class members as individual defendants. Written discovery to defendants was conducted on venue-related issues. The court held a status conference on April 16, 2007 and tentatively set the case for trial for February 16, 2009. The plaintiffs have filed a preliminary motion for class certification which is scheduled for June 4, 2008 and will be vigorously opposed by all defendants.

While it is anticipated that additional lawsuits of this nature may be filed in the US as well as in Nicaragua, as to all existing DBCP suits, AMVAC has denied liability and asserted substantial defenses. Further, with respect to existing DBCP suits, it is not possible to make a judgment on the likelihood of there being an adverse judgment against AMVAC or whether any such judgment could have a material adverse effect on the Company's financial condition and operating results.

B. Other Matters

On July 19, 2006, AMVAC's registered agent was served with a putative class action complaint entitled *Latrice McLendon, et al. v. Philip Service Corporation etc. et al (including AMVAC)*, which was filed in the Superior State Court of Fulton County, State of Georgia No. 2006CN119863 and subsequently removed to the United States District Court for the Northern District of Georgia No. 1:06-CV-1770-CAP, in which a class of

Table of Contents**AMERICAN VANGUARD CORPORATION AND SUBSIDIARIES****Notes to Consolidated Financial Statements, Continued**

Georgia plaintiffs seek damages, including punitive damages, in an unspecified amount for personal injuries and diminution in property value allegedly arising from the airborne release of propyl mercaptan and ethoprop from a waste treatment facility operated by PSC Recovery Services (PSC) in Fairburn, Georgia. Plaintiffs, residents living in the vicinity of the PSC plant, allege trespass, nuisance and negligence on behalf of defendants in handling, storing and treating waste which was generated by AMVAC's Axis, Alabama facility. After having completed class certification discovery, and prior to a ruling from the court on certification of the class, the parties engaged in mediation on September 19, 2007 before a neutral mediator. Working in conjunction with their insurance carriers at the mediation, defendants AMVAC and PSC have agreed in principle to settle the matter with a settlement class of approximately 2,000 households for payment of cash consideration. The settlement process involves multiple steps to be taken over several months and requires both preliminary and final court approval. As currently proposed, the settlement would not have an adverse effect upon the Company's financial performance. However, the settlement is not yet final, members of the settlement class remain free to opt out of the settlement and to preserve their individual rights, and it is not anticipated that the settlement will include mutual releases between co-defendants. In addition, each co-defendant's insurance carrier has reserved all rights under applicable insurance policies, including rights to subrogation and contribution. On a related note, on April 16, 2007, AMVAC executed a draft consent order (including an agreement to pay a civil penalty with the option to perform a supplemental environmental project in partial payment thereof) with the Alabama Department of Environmental Management (ADEM) for resolution of alleged violations of hazardous waste regulations arising from AMVAC's storage of washwater and other materials that were returned to AMVAC by PSC in connection with activities that are the subject of the *McLendon* litigation; the consent order has been finalized, and ADEM has approved AMVAC's proposed supplemental environmental project.

On May 30, 2007, AMVAC's registered agent was served with a summons, complaint and motion for preliminary injunction by Aceto Agricultural Chemicals Corporation (Aceto) in a matter entitled *Aceto Agricultural Chemicals Corporation v. AMVAC Chemical Corporation*, which was filed in the U.S. District Court for the Northern District of Georgia, Atlanta Division as Case No. 1:07-CV-1236-CC. In this action, plaintiff seeks damages and injunctive relief for alleged antitrust violations arising from AMVAC's purchase of the patent relating to the EZ Load® closed delivery system. Aceto, which has sold a generic version of the insecticide phorate through the EZ Load system, was licensee under a license with the former patent holder which permitted Aceto to use the EZ Load system through August 1, 2007. Aceto seeks, among other things, to enjoin AMVAC from asserting its patent rights following the expiration of Aceto's license. AMVAC believes that this case has no merit and plans to defend it vigorously. The hearing on plaintiff's motion for a preliminary injunction concluded on October 26, 2007, and, on December 17, 2007, the court entered an order under which is denied plaintiff's motion for preliminary injunction, finding that Aceto had not met its burden of establishing a likelihood of success on the merits of any claim. Plaintiff has filed a notice of appeal of the court's order. It is too early in this case, however, to make an assessment of the likelihood of there being an adverse judgment against AMVAC or whether such judgment could have an adverse effect upon the Company's financial performance.

In a related action, on May 1, 2008, AMVAC filed a complaint and motion for a temporary restraining order against Aceto Agricultural Chemicals Corporation (Aceto) with the U.S. District Court for the Northern District of Georgia, Atlanta Division in a matter entitled *Amvac Chemical Corporation v. Aceto Agricultural Chemicals Corporation*. In its complaint, AMVAC alleges that Aceto has infringed against AMVAC's patent and trademark relating to the EZ Load closed delivery system by selling product through such system since August 1, 2007 without having a license to the EZ Load intellectual property. In the action AMVAC seeks both injunctive relief and damages. On May 2, 2008, AMVAC sought and obtained a temporary restraining order (TRO) prohibiting Aceto from, among other things, selling any product through the EZ Load system. In reaching its decision to grant a TRO, the court found that there is a substantial likelihood of success on the merits of AMVAC's claim for patent infringement. AMVAC has made a motion for a preliminary injunction; however, the court has not yet set a hearing date for the motion.

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AMERICAN VANGUARD CORPORATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

On March 14, 2008, AMVAC's registered agent was served with a summons and complaint for damages arising from breach of warranty, negligence and strict liability in a matter entitled *East Coast Growers & Packers, Inc. v. UAP Distribution, Inc* (Cir. Ct., 10th Jud. Dst. Polk County, FL No. 53-2008 CA-002373-0000-LK). In *East Coast*, plaintiff, a tomato grower, alleges damages of about \$1.2 million from reduced crop yield due to clogging of application equipment by contaminated or defective insecticide. On April 11, 2008, defendants removed the action to U.S. District Court for the Middle District of Florida, Tampa Division (No. 8:08-CV-00701-T30 EAJ). AMVAC believes that the case has no merit and intends to defend it vigorously. It is too early in the matter to make an assessment of the likelihood of there being an adverse judgment against AMVAC or whether such judgment could have an adverse effect upon the Company's financial performance.

The Company may, from time to time, be involved in other legal proceedings arising in the ordinary course of its business. The results of litigation, including those described above, cannot be predicted with certainty. The Company has and will continue to expend resources and incur expenses in connection with these proceedings. There can be no assurance that the Company will be successful in these proceedings. While the Company continually evaluates insurance levels for product liability, property damage and other potential areas of risk, an adverse determination in one or more of these proceedings could subject the Company to significant liabilities, which could have a material adverse effect on its financial condition and operating results.

12. Recently Issued Accounting Guidance In March 2008, the Financial Accounting Standards Board (FASB) issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities* (SFAS 161). The new standard is intended to improve financial reporting about derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity's financial position, financial performance and cash flows. It is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. The new standard also improves transparency about the location and amounts of derivative instruments in an entity's financial statements; how derivative instruments and related hedged items are accounted for under SFAS No. 133 Accounting for Derivative Instruments and Hedging Activities (SFAS No. 133); and how derivative instruments and related hedged items affect its financial position, financial performance, and cash flows. The company is currently evaluating the effect SFAS No. 161 will have on its the Company's consolidated financial position, cash flows and results of operations.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interest in Consolidated Financial Statements* (SFAS 160). SFAS 160 established new accounting and reporting standards for the noncontrolling interest in a subsidiary and rules related to deconsolidation of a subsidiary. Specifically, this statement requires the recognition of a noncontrolling interest (minority interest) as equity in the consolidated financial statements and separate from the parent's equity. The amount of net income attributable to the noncontrolling interest will be included in the consolidated net income on the face of the income statement. SFAS 160 clarifies that changes in a parent's ownership interest in a subsidiary that do not result in deconsolidation are equity transactions if the parent retains its controlling financial interest. In addition, this statement requires that a parent recognize a gain or loss in net income when a subsidiary is deconsolidated. Such gain or loss will be measured using fair value of the noncontrolling equity investment on the deconsolidation date. SFAS 160 also includes expanded disclosure requirements regarding the interest of the parent and its noncontrolling interest. SFAS 160 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. Earlier adoptions is prohibited. The Company is evaluating the adoption of SFAS 160 and its impact on the Company's consolidated financial position, cash flows and results of operations.

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AMERICAN VANGUARD CORPORATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

In December 2007, the FASB issued SFAS No. 141 (Revised) (SFAS 141 (R)), *Business Combinations* . The provisions of this statement are effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning after December 15, 2008. Earlier application is not permitted. SFAS 141 (R) replaces SFAS 141 and provides new guidance for valuing assets and liabilities acquired in a business combination. We will adopt SFAS 141 (R) in fiscal year beginning January 1, 2009.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial assets and Financial Liabilities* , which provides companies with an option to report selected financial assets and liabilities at fair value. The objective of this standard is to reduce both the complexity in accounting for financial instruments and the volatility in earnings caused by measuring related assets and liabilities differently. SFAS 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. SFAS No. 159 is effective for the Company as of January 1, 2008. The adoption of SFAS No. 159 did not have a material impact on the Company's consolidated financial position, cash flows and results of operations.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* . This statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosure about fair value measurements. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. The adoption of SFAS No. 157 did not have a material impact on the Company's consolidated financial position, cash flows and results of operations.

Table of Contents**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**
*(Columnar Numbers in thousands)***FORWARD-LOOKING STATEMENTS/RISK FACTORS:**

The Company, from time-to-time, may discuss forward-looking statements including assumptions concerning the Company's operations, future results and prospects. These forward-looking statements are based on current expectations and are subject to a number of risks, uncertainties and other factors. In connection with the Private Securities Litigation Reform Act of 1995, the Company provides the following cautionary statements identifying important factors which, among other things, could cause the actual results and events to differ materially from those set forth in or implied by the forward-looking statements and related assumptions contained in the entire Report. Such factors include, but are not limited to: product demand and market acceptance risks; the effect of economic conditions; weather conditions; changes in regulatory policy; the impact of competitive products and pricing; changes in foreign exchange rates; product development and commercialization difficulties; capacity and supply constraints or difficulties; availability of capital resources; general business regulations, including taxes and other risks as detailed from time-to-time in the Company's reports and filings filed with the U.S. Securities and Exchange Commission (the "SEC"). It is not possible to foresee or identify all such factors. For more detailed information, refer to Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operation, Risk Factors, in the Company's Annual Report on Form 10-K for the year ended December 31, 2007.

RESULTS OF OPERATIONS**Quarter Ended March 31 (columnar numbers in thousands):**

| | 2008 | 2007 | Change |
|---------------|-----------|-----------|----------|
| Net sales: | | | |
| Crop | \$ 35,111 | \$ 32,349 | \$ 2,762 |
| Non-crop | 5,823 | 8,557 | (2,734) |
| | \$ 40,934 | \$ 40,906 | \$ 28 |
| Gross profit: | | | |
| Crop | \$ 15,447 | \$ 14,637 | \$ 810 |
| Non-crop | 2,289 | 3,780 | (1,491) |
| | \$ 17,736 | \$ 18,417 | \$ (681) |

The Company reported net income of \$1,733,000 or \$0.06 per diluted share for the first quarter ended March 31, 2008. This compared to net income of \$2,126,000 or \$0.08 per diluted share for the same period in 2007.

Net sales for the first quarter of 2008 at \$40,934,000 were in line with sales for the first quarter of 2007. Sales of our newly acquired products (primarily non-corn) were strong. As previously announced, adverse mid-west weather conditions including over-abundant rainfall and cold temperatures have affected preparation for and implementation of crop planting in large sections of the Corn Belt. This has had a direct impact on some of our product lines.

Cost of sales increased in the first quarter of 2008 ending at \$23,198,000 or 56.7% of sales. This compared to \$22,498,000 and 55% of sales for the same period last year. Within cost of sales, our raw material costs increased compared to the same period of the prior year. These increases were caused by the specific mix of products sold plus some significant and rapid price increases in our key raw materials particularly sulphur (up 400%) and phosphorous (up 100%) which are both used extensively in our product lines. Factory operating costs were well controlled and ended the quarter down 3.6% compared to the same period last year. The new acquired

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facilities at Hannibal, MS and Marsing, ID (reported in the Company's Form 10-K for the financial year 2007) are expected to become fully operational by the end of the second quarter of 2008. Gross profits were down 3.7% at \$17,736,000 compared to the same period last year of \$18,417,000.

It should be noted, when making comparisons with other companies' financial statements, that the Company reports distribution costs in operating expenses and not as a part of cost of goods sold.

Operating expenses, which are net of other income and expenses, increased by \$947,000 to end at \$13,946,000 compared to last year \$12,999,000. The differences in operating expenses by department are as follows:

| | 2008 | 2007 | Change |
|--|-----------|-----------|--------|
| Selling | \$ 4,804 | \$ 4,542 | \$ 262 |
| General and administrative | 3,818 | 3,954 | (136) |
| Research, product development and regulatory | 1,839 | 1,617 | 222 |
| Freight, delivery and warehousing | 3,485 | 2,886 | 599 |
| | \$ 13,946 | \$ 12,999 | \$ 947 |

Selling expenses increased by \$262,000 to end at \$4,804,000 in the first quarter of 2008 compared to the same period last year. Included in this change, advertising and promotional spending increased \$302,000 supporting growth of our new product lines and positioning our corn soil insecticides in the market.

General and administrative expenses reduced by \$136,000 to \$3,818,000. The main driver of this reduction is a reduction in legal costs which were down \$182,000 compared to the same period last year.

Research and product development costs and regulatory registration expenses increased by \$222,000 to end at \$1,839,000. This included product defense costs which increased by \$240,000 compared to the same period last year.

Freight, delivery and warehousing costs increased by \$599,000 to \$3,485,000 in the first quarter of 2008 compared to the same period in 2007. This change is driven by mix of sales, inclusion of new product lines, the increase in inventory levels after the weaker than expected sales of our corn soil insecticide product lines and finally, increased freight costs.

Interest costs before capitalized interest and interest income were \$1,015,000 in the quarter ended March 31, 2008 as compared to \$1,895,000 in the same period in 2007. The Company's average overall debt for the quarter ended March 31, 2008 was \$77,197,000 and effective interest rate was 5.26%. This compares to \$95,237,000 and an effective interest rate of 7.95% for the same period in 2007. The Company capitalized \$50,000 of interest related to construction in progress during the first quarter of 2008; this compares to \$16,000 for the same period last year.

Income tax expense decreased by \$326,000 to end at \$1,092,000 for the first quarter of 2008 compared to the same period last year. Our effective tax rate is at 38.65%, which compares with an effective rate of 40% for the same period of the prior year.

Weather patterns can have an impact on the Company's operations. Weather conditions influence pest population by impacting gestation cycles for particular pests and the effectiveness of some of the Company's products, among other factors. The end user of some of the Company's products may, because of weather patterns, delay or intermittently disrupt field work during the planting season which may result in a reduction of the use of some of the Company's products.

Because of elements inherent to the Company's business, such as differing and unpredictable weather patterns, crop growing cycles, changes in product mix of sales, ordering patterns that may vary in timing, and

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promotional programs, measuring the Company's performance on a quarterly basis, (gross profit margins on a quarterly basis may vary significantly) even when such comparisons are favorable, is not as meaningful an indicator as full-year comparisons. The primary reason is that the use cycles do not necessarily coincide with financial reporting cycles. Because of the Company's cost structure, the combination of variable revenue streams, and the changing product mixes, results in varying quarterly levels of profitability.

LIQUIDITY AND CAPITAL RESOURCES

The Company used \$30,102,000 of cash in operating activities during the quarter ended March 31, 2008. This compared to \$5,743,000 in the same period of last year. Net income of \$1,733,000, non-cash depreciation and amortization of \$2,762,000 and stock based compensation expense of \$235,000 provided a net cash inflow of \$4,730,000. This was offset by an increase in working capital of \$34,832,000 mainly driven by inventories which increased by \$26,829,000. In addition, receivables increased by \$8,402,000, prepaid expenses and other current assets up \$1,483,000, payables up \$6,859,000 and other current liabilities down \$4,977,000.

Inventories increased significantly in the quarter driven first by the growth and development of our product portfolio, significant raw material price increases (for example sulphur and phosphorous) and slower than expected sales in the first quarter. Payables were up by \$6,859,000 offsetting some of the inventory increase.

The Company used \$11,840,000 in investing activities during the quarter ended March 31, 2008. It invested \$8,209,000 in intangible assets and \$3,631,000 in capital expenditures.

Financing activities provided \$40,986,000 during the first quarter of 2008, compared to \$8,892,000 in the same period of the prior year. Net borrowings under the Company's fully-secured revolving line of credit increased by \$41,500,000. The Company received \$513,000 from the exercise of stock options and the sale of common stock under its ESPP. Finally, the Company made payments on its long-term debt of \$1,027,000 during the quarter.

At March 31, 2008 total indebtedness stood at \$100,734,000 compared to \$106,341,000 at March 31, 2007. At December 2007 total indebtedness was at \$60,261,000. At both March 31, 2008 and March 31, 2007, the Company met all requirements under the covenants on its loan facilities. Furthermore based on its position relative to the covenants under the loan agreements, as at March 31, 2008, the Company had \$14,014,000 available on its revolving line of credit compared to \$5,409,000 at the end of the first quarter of the prior year.

In addition, we have \$30,000,000 available under an accordion feature of the company's term-loan facility.

RECENTLY ISSUED ACCOUNTING GUIDANCE

In March 2008, the Financial Accounting Standards Board (FASB) issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities* (SFAS 161). The new standard is intended to improve financial reporting about derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity's financial position, financial performance and cash flows. It is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. The new standard also improves transparency about the location and amounts of derivative instruments in an entity's financial statements; how derivative instruments and related hedged items are accounted for under SFAS No. 133 *Accounting for Derivative Instruments and Hedging Activities* (SFAS No. 133); and how derivative instruments and related hedged items affect its financial position, financial performance, and cash flows. The company is currently evaluating the effect SFAS No. 161 will have on its financial presentations.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interest in Consolidated Financial Statements* (SFAS 160). SFAS 160 established new accounting and reporting standards for the noncontrolling interest in a subsidiary and rules related to deconsolidation of a subsidiary. Specifically, this statement requires

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the recognition of a noncontrolling interest (minority interest) as equity in the consolidated financial statements and separate from the parent s equity. The amount of net income attributable to the noncontrolling interest will be included in the consolidated net income on the face of the income statement. SFAS 160 clarifies that changes in a parent s ownership interest in a subsidiary that do not result in deconsolidation are equity transactions if the parent retains its controlling financial interest. In addition, this statement requires that a parent recognize a gain or loss in net income when a subsidiary is deconsolidated. Such gain or loss will be measured using fair value of the noncontrolling equity investment on the deconsolidation date. SFAS 160 also includes expanded disclosure requirements regarding the interest of the parent and its noncontrolling interest. SFAS 160 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. Earlier adoptions is prohibited. The Company is evaluating the adoption of SFAS 160 and its impact on the Company s consolidated financial position, cash flows and results of operations.

In December 2007, the FASB issued SFAS No. 141 (Revised) (SFAS 141 (R)), *Business Combinations* . The provisions of this statement are effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning after December 15, 2008. Earlier application is not permitted. SFAS 141 (R) replaces SFAS 141 and provides new guidance for valuing assets and liabilities acquired in a business combination. We will adopt SFAS 141 (R) in fiscal year beginning January 1, 2009.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial assets and Financial Liabilities* , which provides companies with an option to report selected financial assets and liabilities at fair value. The objective of this standard is to reduce both the complexity in accounting for financial instruments and the volatility in earnings caused by measuring related assets and liabilities differently. SFAS 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. SFAS No. 159 is effective for the Company as of January 1, 2008. The adoption of SFAS No. 159 did not have a material impact on the Company s consolidated financial statements.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* . This statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosure about fair value measurements. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. The adoption of SFAS No. 157 did not have a material impact on the Company s consolidated financial statements.

CRITICAL ACCOUNTING POLICIES

Certain of the Company s policies require the application of judgment by management in selecting the appropriate assumptions for calculating financial estimates. These judgments are based on historical experience, terms of existing contracts, commonly accepted industry practices and other assumptions that the Company believes are reasonable under the circumstances. These estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the consolidated financial statements in the period they are determined to be necessary. Actual results may differ from these estimates under different assumptions or conditions. The Company s critical accounting polices and estimates include:

Revenue Recognition

Revenue from sales is recognized at the time title and the risks of ownership pass. This is when the customer has made the fixed commitment to purchase the goods, the products are shipped per the customers instructions, the sales price is determinable, and collection is reasonably assured.

Long-lived Assets

The carrying value of long-lived assets is reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. Measurement of the impairment loss is based on the fair value of the asset. Generally, fair value will be determined using valuation techniques such as the present value of expected future cash flows.

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Property, Plant and Equipment and Depreciation

Property, plant and equipment includes the cost of land, buildings, machinery and equipment, office furniture and fixtures, automobiles, and construction projects and significant improvements to existing plant and equipment. Interest costs related to significant construction projects are capitalized at the Company's weighted average cost of capital. Expenditures for maintenance and minor repairs are expensed as incurred. When property or equipment is sold or otherwise disposed of, the related cost and accumulated depreciation is removed from the respective accounts and the gain or loss realized on disposition is reflected in earnings. All plant and equipment is depreciated using the straight-line method, utilizing estimated useful property lives. Building lives range from 10 to 30 years; machinery and equipment lives range from 3 to 15 years; office furniture and fixture lives range from 3 to 10 years; automobile lives range from 3 to 6 years; construction projects and significant improvements to existing plant and equipment lives range from 3 to 15 years when placed in service.

Foreign Currency Translation

Assets and liabilities of foreign subsidiaries, where the local currency is the functional currency, have been translated at period end exchange rates and profit and loss accounts have been translated using weighted average year to date exchange rates. Adjustments resulting from translation have been recorded in the equity section of the balance sheet as cumulative translation adjustments in other comprehensive income. The effect of foreign currency exchange gains and losses on transactions that are denominated in currencies other than the entity's functional currency are remeasured into the functional currency using the end of the period exchange rates. The effects of remeasurement related to foreign currency transactions are included in current profit and loss accounts.

Goodwill and Other Intangible Assets

The primary identifiable intangible assets of the Company relate to product rights associated with its product acquisitions. The Company adopted the provisions of Statement of Financial Accounting Standards (SFAS) No. 142, Goodwill and Other Intangible Assets. Under the provisions of SFAS No. 142, identifiable intangibles with finite lives are amortized and those with indefinite lives are not amortized. The estimated useful life of an identifiable intangible asset to the Company is based upon a number of factors including the effects of demand, competition, and expected changes in the marketability of the Company's products. The Company tests identifiable intangible assets for impairment at least annually, relying on a number of factors including operating results, business plans and future cash flows. Identifiable intangible assets that are subject to amortization are evaluated for impairment using a process similar to that used to evaluate elements of property. The impairment test for identifiable intangible assets not subject to amortization consists of a comparison of the fair value of the intangible asset with its carrying amount. An impairment loss, if any, is recognized for the amount by which the carrying value exceeds the fair value of the asset. Fair value is typically estimated using a discounted cash flow analysis, which requires the Company to estimate the future cash flows anticipated to be generated by the particular asset(s) being tested for impairment as well as select a discount rate to measure the present value of the anticipated cash flows. When determining future cash flow estimates, the Company considers historical results adjusted to reflect current and anticipated operating conditions. Estimating future cash flows requires significant judgment by the Company in such areas as future economic conditions, industry-specific conditions, product pricing and necessary capital expenditures. The use of different assumptions or estimates for future cash flows could produce different impairment amounts (or none at all) for long-lived assets, goodwill and identifiable intangible assets.

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Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to market risk related to changes in interest rates, primarily from its borrowing activities. The Company's indebtedness to its primary lender is evidenced by a line of credit with a variable rate of interest, which fluctuates with changes in the lender's reference rate. For more information, please refer to the applicable disclosures in the Company's Form 10-K filed with the SEC for the year ended December 31, 2007. The Company does not use derivative financial instruments for speculative or trading purposes; however, as a condition of the Company's credit agreement with its banks, the Company is required to maintain in effect interest rate swap agreement(s) for a notional amount not less than one-half of the principal amount of its term loan (originally the term loan was \$60 million) from time to time outstanding.

The Company conducts business in various foreign currencies, primarily in Europe and Mexico. Therefore changes in the value of the currencies of such countries or regions affect the Company's financial position and cash flows when translated into U.S. Dollars. As of March 31, 2008, the Company had not established a formal foreign currency hedging program. The Company has mitigated and will continue to mitigate a portion of its currency exchange exposure through operation of decentralized foreign operating companies in which the majority of all costs are local-currency based. A 10% change in the value of all foreign currencies would have an immaterial effect on the Company's financial position and cash flows.

In addition to the above, there are no material changes related to market risk from disclosures in American Vanguard's Report on Form 10K for the fiscal year ending December 31, 2007.

Item 4. CONTROLS AND PROCEDURES

As of March 31, 2008, the Company has established a comprehensive set of disclosure controls and procedures designed to ensure that all information required to be disclosed in our filings under the Securities Exchange Act (1934) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. As at March 31, 2008, the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer have concluded, based on their evaluation, that the Company's disclosure controls and procedures are effective to provide reasonable assurance of the achievement of the objectives described above.

There were no changes in the Company's internal controls over financial reporting that occurred during the most recent quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

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PART II. OTHER INFORMATION

The Company was not required to report any matters or changes for any items of Part II except as disclosed below.

Item 1. Legal Proceedings

On occasion, the Company and/or AMVAC Chemical Corporation (AMVAC), a wholly-owned subsidiary of the Company, are involved as either a plaintiff or defendant to claims and legal actions incidental to their operations.

A. DBCP Cases

A number of suits have been filed against AMVAC, alleging injury from exposure to the agricultural chemical 1,2-dibromo-3-chloropropane (DBCP). DBCP was manufactured by several chemical companies, including Dow Chemical Company and Shell Oil Company and was approved by the U.S. EPA to control nematodes. DBCP was also applied on banana farms in Latin America. The U.S. EPA suspended registrations of DBCP in October 1979, except for use on pineapples in Hawaii. The EPA suspension was partially based on 1977 studies by other manufacturers that indicated a link between male sterility and exposure to DBCP among their factory production workers producing the product.

Thus far there are approximately 90 lawsuits filed by former banana workers in which AMVAC has been named as a party. These claims are all in various stages and allege injury from exposure to DBCP, including claims for sterility. Most of the cases are unserved suits pending in Nicaragua. All but one of the suits in Nicaragua have been filed pursuant to Public Law 364, an October 2000 Nicaraguan statute that contains substantive and procedural provisions that Nicaragua's Attorney General previously expressed as unconstitutional. In October 2003, the Nicaragua Supreme Court issued an advisory opinion, not in connection with any litigation, that Public Law 364 is constitutional. The suits pending in Nicaragua that name AMVAC have been filed on behalf of 3,592 claimants. Each of the Nicaraguan plaintiffs claims \$1 million in compensatory damages and \$5 million in punitive damages. In all of these cases, AMVAC is a joint defendant with Dow Chemical and Dole Food Company, Inc. AMVAC contends that the Nicaragua courts lack jurisdiction over AMVAC and that Public Law 364 violates international due process of law. AMVAC also contends that the plaintiffs will have difficulty in proving that they were exposed to or injured by any DBCP manufactured by AMVAC. In the two cases pending before Nicaraguan courts in which AMVAC has been served, the court has denied AMVAC's objection to jurisdiction, which is being appealed.

There are a number of domestic cases pending against AMVAC involving claims relating to DBCP exposure in which there has been recent activity. With respect to one such lawsuit, *Tellez et al. v. Dole Food Company, Inc.*, et al, which involved 13 Nicaraguan plaintiffs who were field workers claiming sterility and had been filed in the Los Angeles Superior Court on March 26, 2004, AMVAC entered into a settlement with the 13 plaintiffs without any admission of liability for payment of \$300,000 in total; that settlement was approved by the court on April 24, 2007. The case proceeded to a jury trial against the Dole Food and Dow Chemical defendants commencing July 19, 2007 for 12 plaintiffs (as one was transferred to the *Mejia* case) and, on November 5, 2007, the jury found for the defendants on the claims of six of the plaintiffs and found for the plaintiffs on the other six for a total award of approximately \$3.3 million. For five of the six plaintiffs, the jury allocated 80% of the liability to Dole on fraudulent concealment and strict liability causes of action and 20% to Dow (and 40% on the other plaintiff) on strict products liability. In further deliberations, the same jury awarded \$500,000 in punitive damages to each of five plaintiffs as against the Dole entities for fraudulent concealment for a total of an additional \$2.5 million. On March 7, 2008, the trial court in *Tellez* granted Dole's motion for judgment notwithstanding the verdict as to punitive damages thereby reversing the award of punitive damages (\$2.5 million) against Dole. In reaching its decision, the court found that any award of punitive damages as against Dole would be violative of the Due Process Clause of the Fourteenth Amendment as the claimed injuries to

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plaintiffs and Dole's acts occurred outside of California. The court also reversed the finding of strict products liability against Dole. As this case impacts the other DBCP suits, the Company is monitoring these developments.

Another such lawsuit, *Rodolfo Mejia et al. v. Dole Food Company, Inc.*, et al, currently involving 26 Nicaraguan plaintiffs who claim sterility and were allegedly DBCP applicators, remains pending in the Los Angeles Superior Court; it had been stayed pending resolution of *Tellez* with the remaining defendants. Plaintiffs in *Mejia* filed a second amended complaint on January 22, 2008, and the case has been set for trial for March 16, 2009. The court has advised that discovery will be limited to 20 plaintiffs and any others beyond that number must be transferred to another case. Discovery has not yet begun in this case. It is too early to provide any evaluation of the likelihood of an unfavorable outcome at this time. At a status conference on February 8, 2008, the court ordered that the parties in this case and all the other DBCP cases filed in Los Angeles must engage in global mediation sessions that are to include all cases.

On October 6, 2006, AMVAC was served with seven suits filed in the Los Angeles County Superior Court and one suit in the United States District Court in Los Angeles that include a total of 668 residents of the Ivory Coast as plaintiffs. Each plaintiff claims personal injuries from exposure to DBCP on banana or pineapple plantations in that country. AMVAC denies any liability as none of its product was designated or marked for shipment to the Ivory Coast or anywhere in Africa. The suits name AMVAC, Dow Chemical, Shell Oil Company, and Dole Food as defendants. On defendants' motion to dismiss all federal claims (under the Alien Tort Claims Act) for failure to state a claim, the federal court dismissed the federal lawsuit with prejudice on August 22, 2007. Plaintiffs subsequently appealed the dismissal to the Ninth Circuit Court of Appeal, which is pending. The seven state court suits have been declared complex and have been assigned to the same judge who is handling both the *Tellez* and *Mejia* cases in the complex case management program. Limited discovery has been permitted to focus on preliminary issues as to which DBCP product was used in the Ivory Coast and which defendants, if any, belong in these cases. The plaintiffs' attorney is unwilling to dismiss any defendant at this time. A further status conference is scheduled for June 16, 2008.

In October 1997, Amvac was served with complaints in which it was named as a defendant, filed in the Circuit Court, First Circuit, State of Hawaii and in the Circuit Court of the Second Circuit, State of Hawaii (two identical suits) entitled *Patrickson, et. al. v. Dole Food Co., et. al.*, alleging damages sustained from injuries caused by plaintiffs' exposure to DBCP while applying the product in their native countries. The ten named plaintiffs are citizens of four countries - Guatemala, Costa Rica, Panama, and Ecuador. Punitive damages are sought against each defendant. The plaintiffs were banana workers and allege that they were exposed to DBCP in their native countries from 1959 through at least 1997. The case was also filed as a class action on behalf of other workers so exposed in these four countries. The plaintiffs allege sterility and other injuries. On September 12, 2006, the court transferred venue from Maui County to Oahu. On February 16, 2007, the case was assigned to a judge in Oahu. Preliminary issues are class certification and/or the possible addition of class members as individual defendants. Written discovery to defendants was conducted on venue-related issues. The court held a status conference on April 16, 2007 and tentatively set the case for trial for February 16, 2009. The plaintiffs have filed a preliminary motion for class certification which is scheduled for June 4, 2008 and will be vigorously opposed by all defendants.

While it is anticipated that additional lawsuits of this nature may be filed in the US as well as in Nicaragua, as to all existing DBCP suits, AMVAC has denied liability and asserted substantial defenses. Further, with respect to existing DBCP suits, it is not possible to make a judgment on the likelihood of there being an adverse judgment against AMVAC or whether any such judgment could have a material adverse effect on the Company's financial condition and operating results.

Table of Contents**B. Other Matters**

On July 19, 2006, AMVAC's registered agent was served with a putative class action complaint entitled *Latrice McLendon, et al. v. Philip Service Corporation etc. et al (including AMVAC)*, which was filed in the Superior State Court of Fulton County, State of Georgia No. 2006CN119863 and subsequently removed to the United States District Court for the Northern District of Georgia No. 1:06-CV-1770-CAP, in which a class of Georgia plaintiffs seek damages, including punitive damages, in an unspecified amount for personal injuries and diminution in property value allegedly arising from the airborne release of propyl mercaptan and ethoprop from a waste treatment facility operated by PSC Recovery Services (PSC) in Fairburn, Georgia. Plaintiffs, residents living in the vicinity of the PSC plant, allege trespass, nuisance and negligence on behalf of defendants in handling, storing and treating waste which was generated by AMVAC's Axis, Alabama facility. After having completed class certification discovery, and prior to a ruling from the court on certification of the class, the parties engaged in mediation on September 19, 2007 before a neutral mediator. Working in conjunction with their insurance carriers at the mediation, defendants AMVAC and PSC have agreed in principle to settle the matter with a settlement class of approximately 2,000 households for payment of cash consideration. The settlement process involves multiple steps to be taken over several months and requires both preliminary and final court approval. As currently proposed, the settlement would not have an adverse effect upon the Company's financial performance. However, the settlement is not yet final, members of the settlement class remain free to opt out of the settlement and to preserve their individual rights, and it is not anticipated that the settlement will include mutual releases between co-defendants. In addition, each co-defendant's insurance carrier has reserved all rights under applicable insurance policies, including rights to subrogation and contribution. On a related note, on April 16, 2007, AMVAC executed a draft consent order (including an agreement to pay a civil penalty with the option to perform a supplemental environmental project in partial payment thereof) with the Alabama Department of Environmental Management (ADEM) for resolution of alleged violations of hazardous waste regulations arising from AMVAC's storage of washwater and other materials that were returned to AMVAC by PSC in connection with activities that are the subject of the *McLendon* litigation; the consent order has been finalized, and ADEM has approved AMVAC's proposed supplemental environmental project.

On May 30, 2007, AMVAC's registered agent was served with a summons, complaint and motion for preliminary injunction by Aceto Agricultural Chemicals Corporation (Aceto) in a matter entitled *Aceto Agricultural Chemicals Corporation v. AMVAC Chemical Corporation*, which was filed in the U.S. District Court for the Northern District of Georgia, Atlanta Division as Case No. 1:07-CV-1236-CC. In this action, plaintiff seeks damages and injunctive relief for alleged antitrust violations arising from AMVAC's purchase of the patent relating to the EZ Load® closed delivery system. Aceto, which has sold a generic version of the insecticide phorate through the EZ Load system, was licensee under a license with the former patent holder which permitted Aceto to use the EZ Load system through August 1, 2007. Aceto seeks, among other things, to enjoin AMVAC from asserting its patent rights following the expiration of Aceto's license. AMVAC believes that this case has no merit and plans to defend it vigorously. The hearing on plaintiff's motion for a preliminary injunction concluded on October 26, 2007, and, on December 17, 2007, the court entered an order under which it denied plaintiff's motion for preliminary injunction, finding that Aceto had not met its burden of establishing a likelihood of success on the merits of any claim. Plaintiff has filed a notice of appeal of the court's order. It is too early in this case, however, to make an assessment of the likelihood of there being an adverse judgment against AMVAC or whether such judgment could have an adverse effect upon the Company's financial performance.

In a related action, on May 1, 2008, AMVAC filed a complaint and motion for a temporary restraining order against Aceto Agricultural Chemicals Corporation (Aceto) with the U.S. District Court for the Northern District of Georgia, Atlanta Division in a matter entitled *Amvac Chemical Corporation v. Aceto Agricultural Chemicals Corporation*. In its complaint, AMVAC alleges that Aceto has infringed against AMVAC's patent and trademark relating to the EZ Load closed delivery system by selling product through such system since August 1, 2007 without having a license to the EZ Load intellectual property. In the action AMVAC seeks both injunctive relief and damages. On May 2, 2008, AMVAC sought and obtained a temporary restraining order (TRO) prohibiting Aceto from, among other things, selling any product through the EZ Load system. In reaching its decision to grant a TRO, the court found that there is a substantial likelihood of success on the merits of AMVAC's claim for patent infringement. AMVAC has made a motion for a preliminary injunction; however, the court has not yet set a hearing date for the motion.

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On March 14, 2008, AMVAC's registered agent was served with a summons and complaint for damages arising from breach of warranty, negligence and strict liability in a matter entitled *East Coast Growers & Packers, Inc. v. UAP Distribution, Inc* (Cir. Ct., 10th Jud. Dist. Polk County, FL No. 53-2008 CA-002373-0000-LK). In *East Coast*, plaintiff, a tomato grower, alleges damages of about \$1.2 million from reduced crop yield due to clogging of application equipment by contaminated or defective insecticide. On April 11, 2008, defendants removed the action to U.S. District Court for the Middle District of Florida, Tampa Division (No. 8:08-CV-00701-T30 EAJ). AMVAC believes that the case has no merit and intends to defend it vigorously. It is too early in the matter to make an assessment of the likelihood of there being an adverse judgment against AMVAC or whether such judgment could have an adverse effect upon the Company's financial performance.

The Company may, from time to time, be involved in other legal proceedings arising in the ordinary course of its business. The results of litigation, including those described above, cannot be predicted with certainty. The Company has and will continue to expend resources and incur expenses in connection with these proceedings. There can be no assurance that the Company will be successful in these proceedings. While the Company continually evaluates insurance levels for product liability, property damage and other potential areas of risk, an adverse determination in one or more of these proceedings could subject the Company to significant liabilities, which could have a material adverse effect on its financial condition and operating results.

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Item 6. Exhibits

Exhibits required to be filed by Item 601 of Regulation S-K:

| Exhibit No. | Description |
|--------------------|---|
| 3.1 | Amended Bylaws Effective as of March 31, 2008. |
| 10.1 | Employment Agreement of David T. Johnson dated as of March 7, 2008. |
| 31.1 | Certification of Chief Executive Officer Pursuant to Section 302 of The Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of Chief Financial Officer Pursuant to Section 302 of The Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification Pursuant to Section 906 of The Sarbanes-Oxley Act of 2002. |

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SIGNATURES

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

AMERICAN VANGUARD CORPORATION

Dated: May 8, 2008

By: /s/ ERIC G. WINTEMUTE
Eric G. Wintemute

President, Chief Executive Officer and Director

Dated: May 8, 2008

By: /s/ DAVID T. JOHNSON
David T. Johnson

Chief Financial Officer,