Flaherty & Crumrine Dynamic Preferred & Income Fund Inc
Form N-Q
October 29, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-Q

QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS

OF REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number 811-22762

Flaherty & Crumrine Dynamic Preferred and Income Fund Incorporated

(Exact name of registrant as specified in charter)

301 E. Colorado Boulevard, Suite 720

Pasadena, CA 91101

(Address of principal executive offices) (Zip code)

R. Eric Chadwick

Flaherty & Crumrine Incorporated

301 E. Colorado Boulevard, Suite 720

Pasadena, CA 91101

(Name and address of agent for service)

Registrant s telephone number, including area code: 626-795-7300

Date of fiscal year end: November 30

Date of reporting period: August 31, 2015

Form N-Q is to be used by management investment companies, other than small business investment companies registered on Form N-5 (§§ 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than 60 days after the close of the first and third fiscal quarters, pursuant to rule 30b1-5 under the Investment Company Act of 1940 (17 CFR 270.30b1-5). The Commission may use the information provided on Form N-Q in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-Q, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-Q unless the Form displays a currently valid Office of Management and Budget (OMB) control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.

Item 1. Schedule of Investments.

The Schedule(s) of Investments is attached herewith.

FLAHERTY & CRUMRINE DYNAMIC PREFERRED AND INCOME FUND

To the Shareholders of Flaherty & Crumrine Dynamic Preferred and Income Fund (DFP):

In many markets, investors experienced a bumpy, downhill ride during the third fiscal quarter[1]. However, the preferred securities market was better behaved, with only modest negative performance for the quarter. Total return[2] on net asset value (NAV) for your Fund was -0.7% for the quarter and 4.0% for the first nine months of fiscal 2015. Total return on market price of Fund shares over the same periods were -1.3% and 0.3%, respectively.

The world is always an uncertain place, and a handful of those uncertainties attracted investor focus late in the quarter. Forecasts for slower economic growth in China and a policy decision in mid-August to devalue the Chinese currency were unwelcome surprises. The action sharpened market focus on what slower growth in China could mean for economies around the world. Simultaneously, European economic growth slipped, after improving in late 2014 and early 2015. Equity markets sold off sharply: better-performing markets merely gave up 2015 year-to-date gains and many markets, especially in Asia, traded materially lower. Credit markets (including preferred securities) outperformed equities, but they were still generally in negative territory.

Lower prices for oil and other commodities, a strong U.S. dollar, and an unpredictable (if entertaining) 2016 presidential campaign also contributed to higher volatility in equity markets and, to a lesser extent, credit markets.

U.S. monetary policy added to market uncertainty when the Federal Reserve indicated it was nearing lift-off for monetary policy and then demurred. Having just passed its September meeting, we now know the Federal Open Market Committee (FOMC) delayed an initial rate hike for at least another month or three possibly even until 2016. Monetary policy in the U.S. moved into uncharted territory many years ago with multiple rounds of Quantitative Easing (QE). As we move into the next phase of removing monetary accommodation, markets are understandably worried about policy mistakes moving too fast, or not moving fast enough. Meanwhile, monetary policy in many other areas of the world continues to be very accommodative, and all signs point to continued global easing over the near-term (mostly in the form of QE). Whenever it decides to raise U.S. rates, we expect the FOMC to move slowly in light of global headwinds to growth.

Despite this sea of uncertainty, the preferred securities market experienced comparatively smooth sailing. Prices drifted a bit lower in general, but high income offset much of that price weakness to keep total returns on preferred securities only slightly negative overall. A steady stream of high income, over time, can offset price weakness, which is why long-term creditworthiness is a focus of the Fund.

[1] June 1, 2015 August 31, 2015
[2] Following the methodology required by the Securities and Exchange Commission, total return assumes dividend reinvestment.

Credit quality remains healthy, with only modest impacts from many of the broader issues discussed above. The preferred securities market (absent some energy issuers) has limited direct exposure to oil or other commodity markets. Even banks that lend to the energy sector have limited exposure, which makes it unlikely that this would be an issue for creditworthiness of the broader banking system. The preferred securities market has no direct credit exposure to China, although the impact of an economic slowdown in China may be felt in the U.S. over time. Supply in the domestic preferred securities market trended lower during the quarter, which is supportive of spreads, and yields continue to be attractive when compared to fixed-income alternatives.

Many of the uncertainties we discussed will persist for the foreseeable future, but we believe their impact on the preferred securities market will remain muted. The market is always subject to weakening in sympathy with other markets, but we believe preferreds continue to be an attractive asset class that will hold their own as events unfold over coming months and years.

As always, we encourage you to visit the Fund s website, www.preferredincome.com for timely and important information.

Sincerely,

The Flaherty & Crumrine Portfolio Management Team:

R. Eric Chadwick

Donald F. Crumrine

Bradford S. Stone

September 22, 2015

Flaherty & Crumrine Dynamic Preferred and Income Fund Incorporated

PORTFOLIO OVERVIEW

August 31, 2015 (Unaudited)

Fund Statistics	
Net Asset Value	$ 24.24
Market Price	$ 22.29
Discount	8.04%
Yield on Market Price	8.61%
Common Stock Shares Outstanding	19,156,782

Moody s Ratings*	**% of Net Assets**
A	2.4%
BBB	59.7%
BB	26.2%
Below BB	4.2%
Not Rated**	6.2%
Below Investment Grade***	32.1%

* Ratings are from Moody s Investors Service, Inc. Not Rated securities are those with no ratings available from Moody s.
** Does not include net other assets and liabilities of 1.3%.
*** Below investment grade by all of Moody s, S&P, and Fitch.

Industry Categories **% of Net Assets**

Top 10 Holdings by Issuer	**% of Net Assets**
Citigroup	4.9%
Liberty Mutual Group	4.7%
Bank of America Corporation	4.4%
JPMorgan Chase	4.2%
MetLife	4.2%
PNC Financial Services Group	3.6%

Morgan Stanley	3.5%
Fifth Third Bancorp	3.5%
Wells Fargo & Company	3.4%
M&T Bank Corporation	3.3%

	% of Net Assets******
Holdings Generating Qualified Dividend Income (QDI) for Individuals	63%
Holdings Generating Income Eligible for the Corporate Dividends Received Deduction (DRD)	49%

**** This does not reflect year-end results or actual tax categorization of Fund distributions. These percentages can, and do, change, perhaps significantly, depending on market conditions. Investors should consult their tax advisor regarding their personal situation.

Net Assets includes assets attributable to the use of leverage.

Flaherty & Crumrine Dynamic Preferred and Income Fund Incorporated

PORTFOLIO OF INVESTMENTS

August 31, 2015 (Unaudited)

Shares/$ Par		Value
Preferred Securities 96.7%		
	Banking 53.7%	
7,000	AgStar Financial Services ACA, 6.75%, 144A****	$ 7,353,938*(1)
103,166	Astoria Financial Corp., 6.50%, Series C	2,623,769*(1)
	Bank of America Corporation:	
$ 9,107,000	6.50%, Series Z	9,391,594*
$ 7,350,000	8.00%, Series K	7,745,062*(1)
$ 13,105,000	8.125%, Series M	13,858,537*(1)
	Barclays Bank PLC:	
60,000	7.10%, Series 3	1,540,200**(2)
27,807	8.125%, Series 5	720,479**(1)(2)
33,933	BB&T Corporation, 5.625%, Series E	845,695*
$ 7,100,000	BNP Paribas, 7.375%, 144A****	7,279,275**(2)
41,704	Capital One Financial Corporation, 6.70%, Series D	1,109,806*
	Citigroup, Inc.:	
1,180,807	6.875%, Series K	31,589,539*(1)
103,022	7.125%, Series J	2,845,622*
$ 5,000,000	Citizens Financial Group, Inc., 5.50%, 144A****	4,887,500*
	CoBank ACB:	
38,100	6.20%, Series H, 144A****	3,829,050*
3,450	6.25%, Series F, 144A****	360,741*
899,035	Fifth Third Bancorp, 6.625%, Series I	24,779,652*(1)
5,000	First Horizon National Corporation, 6.20%, Series A	125,558*
34,219	First Niagara Financial Group, Inc., 8.625%, Series B	902,749*(1)
25,000	First Republic Bank, 6.20%, Series B	652,563*
	Goldman Sachs Group:	
$ 1,170,000	5.70%, Series L	1,178,775*
85,979	5.95%, Series I	2,153,043*(1)
531,522	6.375%, Series K	13,856,779*(1)
	HSBC PLC:	
$ 4,458,000	HSBC Capital Funding LP, 10.176%, 144A****	6,698,145(1)(2)
70,800	HSBC Holdings PLC, 8.00%, Series 2	1,810,533**(2)
340,800	HSBC USA, Inc., 6.50%, Series H	8,687,844*(1)
	ING Groep NV:	
160,000	6.375%	4,038,400**(1)(2)
38,082	7.05%	978,384**(2)
3,201	7.20%	82,402**(1)(2)

Flaherty & Crumrine Dynamic Preferred and Income Fund Incorporated

PORTFOLIO OF INVESTMENTS (Continued)

August 31, 2015 (Unaudited)

Shares/$ Par		Value
Preferred Securities (Continued)		
	Banking (Continued)	
	JPMorgan Chase & Company:	
$ 10,700,000	6.00%, Series R	$ 10,619,750*[(1)]
$ 8,000,000	6.75%, Series S	8,450,000*[(1)]
$ 10,340,000	7.90%, Series I	10,869,925*
$ 14,022,000	Lloyds Banking Group PLC, 6.657%, 144A****	15,757,223**[(1)(2)]
	M&T Bank Corporation:	
$ 15,425,000	6.450%, Series E	16,504,750*[(1)]
$ 6,789,000	6.875%, Series D, 144A****	6,873,862*[(1)]
	Morgan Stanley:	
674,994	6.875%, Series F	18,285,587*[(1)]
241,200	7.125%, Series E	6,708,375*
	PNC Financial Services Group, Inc.:	
451,824	6.125%, Series P	12,475,538*[(1)]
$ 11,748,000	6.75%, Series O	12,893,430*[(1)]
$ 8,625,000	RaboBank Nederland, 11.00%, 144A****	10,767,019[(1)(2)]
627,170	Regions Financial Corporation, 6.375%, Series B	16,257,814*[(1)]
	Royal Bank of Scotland Group PLC:	
$ 4,825,000	RBS Capital Trust II, 6.425%	5,355,750**[(1)(2)]
25,000	6.40%, Series M	631,500**[(2)]
13,000	6.60%, Series S	328,380**[(2)]
622,500	7.25%, Series T	15,879,975**[(1)(2)]
110,317	State Street Corporation, 5.90%, Series D	2,891,574*[(1)]
288,008	SunTrust Banks, Inc., 5.875%, Series E	7,198,040*
97,150	US Bancorp, 6.50%, Series F	2,793,305*[(1)]
50,000	Valley National Bancorp, 6.25%, Series A	1,277,500*
	Wells Fargo & Company:	
180,300	5.85%, Series Q	4,639,570*[(1)]
$ 18,000,000	7.98%, Series K	19,237,500*[(1)]
	Zions Bancorporation:	
10,000	6.30%, Series G	268,125*
$ 10,000,000	7.20%, Series J	10,475,000*
		379,365,126

Flaherty & Crumrine Dynamic Preferred and Income Fund Incorporated

PORTFOLIO OF INVESTMENTS (Continued)

August 31, 2015 (Unaudited)

Shares/$ Par				Value
	Preferred Securities (Continued)			
		Financial Services 2.2%		
		Charles Schwab Corporation:		
	60,000	6.00%, Series C	$	1,510,350*
$	5,600,000	7.00%, Series A		6,498,296*(1)
		Deutsche Bank:		
	89,000	Deutsche Bank Contingent Capital Trust III, 7.60%		2,416,573**(1)(2)
	8,103	Deutsche Bank Contingent Capital Trust V, 8.05%		229,165**(1)(2)
$	2,500,000	General Electric Capital Corp., 7.125%, Series A		2,887,375*(1)
		HSBC PLC:		
	76,348	HSBC Finance Corporation, 6.36%, Series B		1,914,235*
				15,455,994

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Selling, general, and administrative expenses	905,659	988,770
Total operating expenses	905,659	988,770
Loss from operations	(560,761)	(734,030)
Other income (expense)		
Interest expense	(71,749)	(79,201)
Miscellaneous	84.043	35,738
Total other income (expense), net	12,295	(43,463)
Loss from continuing operations before income tax benefit	(548,466)	(777,493)
Benefit from income taxes	203,020	265,793
Net loss from continuing operations	(345,446)	(511,699)

Loss from discontinued operations, net of tax		(85,746)		(71,842)
Net loss	$	(431,191)	$	(583,541)
Weighted average shares of common stock				
Basic		6,353,843		5,877,697
Diluted		6,353,843		5,877,697
Loss per basic and diluted share:				
Continuing Operations	$	(0.05)	$	(0.09)
Discontinued Operations	$	(0.01)	$	(0.01)

See accompanying notes to the unaudited condensed consolidated financial statements.

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Cycle Country Accessories Corp. and Subsidiaries
Condensed Consolidated Statements of Operations

	Nine Months ended June 30, 2011 (Unaudited)	2010 (Unaudited)
Revenue		
Net sales	$ 7,750,480	$ 7,974,366
Freight income	74,386	61,350
Total revenues	7,824,866	8,035,715
Cost of goods sold	6,495,312	5,758,063
Lower of cost or market adjustment	480,918	-
Gross profit	848,636	2,277,653
Selling, general, and administrative expenses	3,460,662	2,843,736
Fraud expense	-	134,775
Total operating expenses	3,460,662	2,978,511
Loss from operations	(2,612,026)	(700,859)
Other income (expense)		
Interest expense	(244,064)	(232,446)
Interest income	-	3
Gain (loss) on sale of assets	(8,466)	
Miscellaneous	171,289	116,769
Total other expense, net	(81,241)	(115,674)
Loss from continuing operations before income tax benefit	(2,693,267)	(816,533)
Benefit from income taxes	947,041	286,181
Net loss from continuing operations	(1,746,226)	(530,351)
Loss from discontinued operations, net of tax	(380,071)	(114,382)
Net loss	$ (2,126,297)	$ (644,734)
Weighted average shares of common stock		
Basic	6,343,929	5,981,382

Diluted		6,343,929		5,981,382
Loss per basic and diluted share:				
Continuing Operations	$	(0.28)	$	(0.09)
Discontinued Operations	$	(0.06)	$	(0.02)

See accompanying notes to the unaudited condensed consolidated financial statements.

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Cycle Country Accessories Corp. and Subsidiaries
Condensed Consolidated Statements of Cash Flows

	Nine Months ended June 30, 2011 (Unaudited)	2010 (Unaudited)
Cash Flows from Operating Activities from Continuing Operations:		
Net loss from continuing operations	$ (1,746,226)	$ (530,348)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation	472,667	533,724
Amortization	1,168	1,052
Reserve for bad debts	60,000	-
Lower of cost or market adjustment	480,918	-
Share-based compensation	-	45,250
(Gain) loss on sale of property, plant and equipment	8,466	(11,231)
Fraud recovery	-	(120,000)
Change in:		
Accounts receivable	1,425,089	1,114,069
Inventories	(605,305)	(476,715)
Income tax receivable	636,362	(376,360)
Prepaid expenses, net	219,161	(37,405)
Other assets	(9,187)	30,981
Accounts payable, net	1,307,551	386,807
Deferred income taxes	(1,109,000)	88,000
Accrued expenses	483,915	(43,351)
Net cash provided by operating activities from continuing operations	1,625,578	604,473
Cash Flows from Investing Activities from Continuing Operations		
Purchase of property, plant and equipment	(126,661)	(232,200)
Purchase of intangible assets, net	(11,380)	(5,036)
Proceeds from sale of property, plant and equipment	25,996	12,500
Net cash used for investing activities in continuing operations	(112,045)	(224,736)
Cash Flows from Financing Activities from Continuing Operations:		
Disbursements in excess of bank balances	(265,807)	(208,559)
Payments on bank notes payable	(593,665)	(638,952)
Advance on development loan	-	60,000
Bank line of credit, net	(700,000)	470,000
Net cash used for financing activities from continuing operations	(1,559,472)	(317,511)

Cash Flows from Discontinued Operations:				
Cash provided by operating activities		40,350		(39,919)
Net cash (used for) provided by discontinued operations		40,350		(39,919)
Net increase (decrease) in cash and cash equivalents		(5,589)		22,304
Cash and cash equivalents, beginning of period		28,939		27,490
Cash and cash equivalents, end of period	$	23,350	$	49,794

See accompanying notes to the unaudited condensed consolidated financial statements.

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Cycle Country Accessories Corp. and Subsidiaries
Condensed Consolidated Statements of Cash Flow

	Nine Months ended June 30, 2011 (Unaudited)		Nine Months ended June 30, 2010 (Unaudited)	
Supplemental disclosures of cash flow information:				
Cash paid during the year for:				
Interest	$	244,069	$	228,510
Supplemental schedule of non-cash investing and financing:				
Recovery of treasury shares from fraud	$	-	$	120,000
Issuance of common stock and options for payment of compensation	$	-	$	41,250
Issuance of common stock for payment of director fees	$	-	$	4,000
Disposal of fixed assets	$	55,124	$	-

See accompanying notes to the unaudited condensed consolidated financial statements.

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Cycle Country Accessories Corp
Notes to Condensed Consolidated Financial Statements
For the three and nine months ended June 30, 2011 and 2010
(Unaudited)

Note 1. Summary of Significant Accounting Policies:

Basis of Presentation - The accompanying unaudited condensed consolidated financial statements for the three months and nine
months ended June 30, 2011 and 2010 have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission for Form 10-Q. Accordingly, they do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. It is the opinion of management that the accompanying unaudited condensed consolidated financial statements contain all adjustments, consisting only of normal recurring accruals, considered necessary for a fair presentation of the Company’s financial position, results of operations, and cash flows for the periods presented.

The results of operations for the interim periods ended June 30, 2011 and 2010 are not necessarily indicative of the results to be expected for the full year. These interim condensed consolidated financial statements should be read in conjunction with the September 30, 2010 consolidated financial statements and related notes included in the Company’s Annual Report on Form 10-K for the fiscal year ended September 30, 2010.

Reporting Entity and Principles of Consolidation — Cycle Country Accessories Corp. (“Cycle Country”) a Nevada corporation, has a wholly-owned subsidiary, Cycle Country Accessories Corp. (“Cycle Country — Iowa”), an Iowa corporation.

The entities are collectively referred to as the “Company” for these condensed consolidated financial statements. All significant intercompany balances and transactions have been eliminated in consolidation.

Nature of the Business - The Company has two distinct segments engaged in the design, manufacture, sale and distribution of products. One of the segments has branded, proprietary products, and the other is a contract manufacturing division. The largest segment, Cycle Country ATV Accessories, designs, manufactures and sells a popular selection of branded accessories for vehicles in the Powersports industry which are sold to various wholesale distributors throughout the United States of America, Canada, Mexico, South America, Europe, and Asia. Imdyne is engaged in the design, manufacture and assembly of an array of parts for original equipment manufacturers (OEMs) and other customers. The Company has offices in Minnetonka, MN and Spencer, IA, and has approximately 160,000 square feet of modern manufacturing facilities including its owned building in Spencer and leased space in Milford, IA.

The Company records assets, liabilities, revenues and expenses associated with two other segments as discontinued operations for all periods presented. Plazco manufactures, sells, and distributes injection-molded plastic products for vehicles such as golf cars, and low-speed vehicles (LSVs). Perf-Form manufactures, sells, and distributes oil filters for the Powersports industry, including ATVs, UTVs and Motorcycles. As more fully disclosed in Note 9, during the nine months ended June 30, 2011 the Company has concluded that these segments do not fit within the long-term strategic plans of the Company.

Revenue Recognition - The Company primarily ships products to its customers by third party carriers. The Company recognizes revenues from product sales when title and risk of loss to the products is passed to the customer, which occurs at the point of shipping.

Certain costs associated with the shipping and handling of products to customers are billed to the customer and included as freight income in the accompanying condensed consolidated statements of operations. The actual freight costs incurred are included in cost of goods sold.

Sales were recorded net of sales discounts, returns and allowances. Sales discounts and allowances were approximately $211,000 and $73,000 for the three months ended June 30, 2011 and 2010, respectively. For the nine months ended June 30, 2011 and 2010, sales discounts and allowances were approximately $827,000 and $543,000, respectively. Of these amounts, discounts and allowances related to continuing operations were approximately $206,000 and $66,000 for the three months ended June 30, 2011 and 2010 respectively and $811,000 and $532,000 for the nine months ended June 30, 2011 and 2010, respectively.

Cost of Goods Sold - The components of cost of goods sold in the accompanying condensed consolidated statements of operations include overhead allocation, all direct materials and direct labor associated with the assembly and/or manufacturing of the Company’s products.

Cash and Cash Equivalents - The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. The Company maintains its accounts primarily at one financial institution. At times throughout the year, the Company’s cash and cash equivalent balances may exceed amounts insured by the Federal Deposit Insurance Company.

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Accounts Receivable - Credit terms are generally extended to customers on a short-term basis. These receivables do not bear interest, although a finance charge may be applied to balances more than thirty days past due. Trade accounts receivable are carried on the books at their net realizable value. The Company performs ongoing credit evaluations of its customers to reduce credit risk.

Individual trade accounts receivable are periodically evaluated for collectability based on past credit history and their current financial condition. Trade accounts receivable are charged against the allowance for doubtful accounts when such receivables are deemed to be uncollectible. While the Company has a large customer base that is geographically dispersed, a slowdown in markets in which the Company operates may result in higher than expected uncollectible accounts, and therefore, the need to revise estimates for bad debts. To the extent historical experience is not indicative of future performance or other assumptions used by management do not prevail, the provision for uncollectible accounts could differ significantly, resulting in either higher or lower future provisions for uncollectible accounts. The allowance for doubtful accounts was $75,000 and $15,000 at June 30, 2011 and September 30, 2010, respectively. It is at least reasonably possible that the Company's estimate will change in the future.

Inventories — Inventory is stated at the lower of cost or market. Inventory consists of raw material, work in process, and finished goods. Cost is determined using the weighted average method.

Property, Plant, and Equipment - Property, plant and equipment is stated at cost. Depreciation is provided over the estimated useful lives of the assets by using the straight-line and accelerated methods. Long-lived assets, such as property, plant, and equipment, are reviewed for possible impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows (undiscounted and without interest charges) expected to be generated by the asset. If these projected cash flows are less than the carrying amount, impairment is recognized to the extent that the carrying value exceeds its fair value. Fair value is determined through various valuation techniques, including discounted cash flow models, quoted market values and third party appraisals, as considered necessary. In accordance with Accounting Standards Codification, "ASC" 360, the Company evaluated its long-lived assets using an undiscounted cash flow analysis. This analysis supported the carrying value of the long-lived assets and, therefore, no impairment was recorded. The Company's analysis uses significant estimates in its evaluation. It is reasonably possible that its estimates and assumptions could change in the near future, which could lead to further impairment of long-lived assets. The estimated useful lives are as follows:

Asset Description	Years
Land Improvements	15-20
Building	15-40
Plant Equipment	7-10
Tooling and Dies	3-7
Vehicles	3-7
Office Equipment	3-10

Maintenance and repairs are expensed as incurred; major improvements and betterments are capitalized.

Intangible Assets — Intangible assets with estimable useful lives are amortized over their respective estimated useful lives. Intangible assets are reviewed for possible impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

As discussed more fully in Note 9, the Company concluded that the Perf-Form and Plazco segments may not fit within the long-term strategic plans for the Company. As such, the Company determined that indicators of potential impairment existed in the value of trademarks and patents for its Perf-Form segment. Plazco's intangible assets had been previously fully amortized. Recoverability of intangible assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows (undiscounted and without interest charges) expected to be generated by the asset. If these projected cash flows are less than the carrying amount, impairment is recognized to the extent that the carrying value exceeds its fair value. Fair value is determined through various valuation techniques, including discounted cash flow models, quoted or estimated market values and third party appraisals, as considered necessary. This analysis did not support the carrying value of the intangible assets for the Perf-Form segment and, therefore, an impairment charge in the amount of $100,000 for trademarks and $10,186 for unamortized patents was recognized on March 31, 2011. These charges are included in discontinued operations.

Warranty Costs - Estimated future costs related to product warranties are accrued as products are sold based on prior experience and known current events and are included in accrued expenses in the accompanying condensed consolidated balance sheets. Accrued warranty costs have historically been sufficient to cover actual costs incurred.

Income Taxes - Income taxes are provided for the tax effects of transactions reported in the condensed consolidated financial statements and consist of taxes currently receivable and deferred taxes related primarily to differences between the basis for financial and income tax reporting. Deferred taxes also are recognized for operating losses that are available to offset future taxable income and tax credits that are available to offset future income taxes payable.

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The Company follows a two-step approach to recognizing and measuring tax benefits and liabilities when realization of the tax position is uncertain. The first step is to determine whether the tax positions meet the more-likely-than-not condition for recognition and the second step is to determine the amount to be recognized based on the cumulative probability that exceeds 50%.

The Company recognizes in its condensed consolidated financial statements only those tax positions that are "more-likely-than-not" of being sustained upon examination by taxing authorities, based on the technical merits of the position.

The Company files income tax returns in the U.S. federal jurisdiction and various state jurisdictions. With a few exceptions, the Company is no longer subject to U.S. federal, state, or local income tax examinations by tax authorities for years before 2008. The Company's policy is to recognize interest and penalties related to uncertain tax benefits in income tax expense. The Company has no significant accrued interest or penalties related to uncertain tax positions as of October 1, 2010 or June 30, 2011 and such uncertain tax positions as of each reporting date are insignificant.

Earnings (Loss) Per Share - Basic earnings (loss) per share ("EPS") is calculated by dividing net income (loss) by the weighted-average number of shares outstanding during the period. Diluted EPS is computed in a manner consistent with that of basic EPS while giving effect to the potential dilution that could occur if stock options or other share-based awards were exercised, by dividing net income by the weighted average number of shares and share equivalents during the period. See Note 6 for details regarding basic and diluted earnings per share.

Legal - The Company is subject to legal proceedings and claims which arise in the ordinary course of its business. While the ultimate outcome of these matters is not presently determinable, it is in the opinion of management that the resolution of outstanding claims will not have a material adverse effect on the financial position or results of operations of the Company. Due to the uncertainties in the settlement process, it is at least reasonably possible that management's view of outcomes will change in the near term.

Advertising - Advertising consists primarily of trade magazine advertisements, product brochures and catalogs, and trade shows. Advertising expense totaled approximately $35,000 and $45,000 for the three months ended June 30, 2011 and 2010 respectively and $122,000 and $110,000 in the nine month period ended June 30, 2011 and 2010 respectively, and is included in selling, general, and administrative expenses in the accompanying condensed consolidated statements of operations.

Research and Development Costs - Research and development costs are expensed as incurred. Research and development costs totaled approximately $154,000 and $74,000 in the three month periods ended June 30, 2011 and 2010, respectively, and totaled
approximately $365,000 and $251,000 for the nine months ended June 30, 2011 and 2010 respectively and are included in selling, general and administrative expenses and cost of goods sold in the accompanying condensed consolidated statements of operations.

Shipping and Handling Costs - Shipping and handling costs represent costs associated with shipping products to customers and handling finished goods. Shipping and handling costs totaled approximately $34,000 and $65,000 in the three months ended June 30, 2011 and 2010, respectively and totaled approximately $152,000 and $204,000 in the nine months ended June 30, 2011 and 2010, respectively, and are included in cost of goods sold in the accompanying condensed consolidated statements of operations.

Use of Estimates —The preparation of condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and operating results, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses. Significant items subject to such estimates include the useful lives and assumptions used in the impairment analysis of long-lived assets; valuation of deferred tax assets; allowance for doubtful accounts; and allowance for inventory reserves. Actual results could differ significantly from those estimates.

Fair Value of Financial Instruments - The Company utilizes Financial Accounting Standards Board ASC 820 "Fair Value Measurements" which defines fair value, outlines a framework for measuring fair value (although it does not expand the required use of fair value) and details the required disclosures about fair value measurements. At June 30, 2011, the Company does not have any financial or nonfinancial assets or liabilities that would require fair value recognition or disclosures under ASC 820.

The Company estimates that the fair value of all financial instruments at June 30, 2011 approximates their carrying values in the accompanying balance sheet. The estimated fair value amounts have been determined by the Company using appropriate valuation methodologies. As a result of its analysis of intangible assets, the Company reduced the book value of intangible assets related to the Perf-Form segment to $0 in March 2011. The impairment charge of approximately $110,000 is included in the loss from discontinued operations for the nine month period ended June 30,2011.

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Note 2. Misappropriation of Funds:

The Company previously reported the misappropriation of funds by its then-Chairman of the Board of Directors and Audit Committee Chairman, Mr. L. G. Hancher Jr. in the fiscal year ended September 30, 2009. This misappropriation of funds was related to a plan for the Company to purchase shares of its own stock which was to be completed by Mr. Hancher on the Company's behalf (the "Stock Buyback") in fiscal 2009.

The Company continues to work to recover all of the amounts misappropriated. During the year ended September 30, 2010, the Company recovered and cancelled 195,416 shares of Company stock with a market value of $120,000, which reduced common equity and was recorded against fraud expense, net in the consolidated statement of operations. The Company believes the value represents the amount the Company provided for the purchase of shares to the third party that returned these shares to the Company. The price per share is consistent with the trading in the market at the time the Company believed that the shares were being purchased on its behalf.

In June 2010, the Company commenced a lawsuit against Mr. Hancher. On August 2, 2010, Mr. Hancher filed a Chapter 7 petition in the Bankruptcy Court for the Southern District of Indiana. Proceedings in the Bankruptcy Court are pending. There has been no recovery to date on this action and the amount of a potential recovery, if any, cannot be reasonably estimated at this time.

On January 13, 2011, the Securities and Exchange Commission filed a complaint in U.S. District Court, Northern District of Iowa, against Mr. Hancher and various affiliates of his, charging them with six counts of securities violations involving multiple issuers, including the Company. On the same day, Mr. Hancher entered into a consent agreement with the SEC in which, among other things, Mr. Hancher agreed to pay back an aggregate of approximately $2.4 million in disgorgement, plus approximately $600,000 in pre-judgment interest, and a fine of $130,000.

On May 9, 2011, the Company entered into a settlement agreement with Mr. Hancher. In this agreement, Mr. Hancher and the Company settled the adversary proceedings in exchange for a non-dischargeable judgment in the amount of $600,000. In doing so, the Company did not limit the size of the claim, but rather, agreed that the amount of $600,000 was non-dischargeable by Mr. Hancher in his pending bankruptcy case. Through this negotiated settlement, the Company was able to protect its future recovery without the additional expense of continuing the pursuit of a judgment in federal court against Mr. Hancher, and without the expense of defending its claim in Mr. Hancher's bankruptcy case.

On May 18, 2011, the Securities and Exchange Commission issued an Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, Making Findings and Imposing Remedial Sanctions against Mr. Hancher. The order bars Mr. Hancher from associating with any broker, dealer, etc., and while he consented to the entry of the permanent injunction against him, he did so without admitting or denying any the findings of the Order.

At this time, it is not believed that this will result in restitution to the Company in the foreseeable future, based on the information provided in the filings in Mr. Hancher's pending bankruptcy case.

Additional recoveries, if any, will impact subsequent periods and will be reported for the periods in which such recoveries occur. The possibility of any future recoveries and the amount of any such recovery remain uncertain, and the Company can have no assurance that any such recoveries can be achieved or that they can be achieved without significant cost to the Company.

Note 3. Inventories:

Inventories are stated at the lower of cost or market using the weighted average cost method. Cost includes materials, labor, and manufacturing overhead related to the purchase and production of inventories. Management regularly reviews inventory quantities on hand, future product demand, and the estimated utility of inventory. If the review indicates a deduction in utility below carrying value, management would reduce the Company's inventory to a new cost basis through a lower of cost or market adjustment.

Though we routinely do this analysis each quarter, as discussed more fully in the Executive-level Overview of Item 2, Management Discussion and Analysis, the changes in our senior sales, marketing, and product development management that took place in our second quarter (which were more fully disclosed in our Form 10-Q filing for the period ended March 31, 2011), allowed us to analyze the inventory from a fresh perspective. This evaluation concluded that the need existed to more aggressively challenge the prior sales and marketing team's processes and conclusions.

Therefore, during the three months ended March 31, 2011, management evaluated the carrying amount of inventory as it compared to the market values. As a result of the evaluation, the Company recorded an adjustment to inventory in the amount of $480,918. This charge is recorded in the condensed consolidated financial statements as a lower of cost or market adjustment. During that same period, the company adjusted inventory held in the segments identified as discontinued operations to lower of cost or market, as well. This adjustment totaled $223,134 and is included in the net loss from discontinued operations. For the three month period ended March 31, 2011, these two adjustments to inventory totaled $704,052.

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During the three months ended June 30, 2011, management evaluated the carrying amount of inventory as it compared to the market values, and found no further adjustments were necessary under the present market conditions.

The major components of inventories are as follows:

	June 30, 2011 (Unaudited)	September 30, 2010
Raw Material	$ 914,318	$ 895,688
Work in Process	80,864	68,631
Finished Goods	2,280,892	1,902,320
Inventory Reserve	(150,000)	(150,000)
Total Inventories	$ 3,126,074	$ 2,716,639

Management has evaluated the Company's inventory reserve based on historical experience and current economic conditions and determined that, after the adjustments of lower of cost or market noted above, an inventory reserve of approximately $150,000 at June 30, 2011 and September 30, 2010 remains appropriate. It is reasonably possible the inventory reserve will change in the near future.

Note 4. Line of Credit:

The Company entered into a Secured Credit Agreement which provided for a line of credit ("Line of Credit One") with BankMidwest, (the "Lender"), on August 1, 2001, for the lesser of $1,000,000 or 80% of eligible accounts receivable and 50% of eligible inventory. Line of Credit One has an interest rate at 8%. At June 30, 2011 and September 30, 2010 there was $1,000,000 due on Line of Credit One.

On July 16, 2010, the Company entered into an agreement with the Lender to replace Line of Credit Two with a new, larger facility, ("Line of Credit Three"). Under the terms of Line of Credit Three, the Company has added an additional line of credit for the lesser of $1,700,000 or 80% of eligible accounts receivable and 50% of inventory and bears interest at 8%. The note is collateralized by all of the Company's assets. The balance of Line of Credit Three was $1,000,000 and $1,700,000 as of June 30, 2011 and September 30, 2010, respectively.

Lines of Credit One and Three contain conditions and covenants that prevent or restrict the Company from engaging in certain transactions without the consent of the Lender and require the Company to maintain certain financial ratios, including term debt coverage and maximum leverage. In addition, the Company is required to maintain a minimum working capital ratio and shall not declare or pay any dividends or any other distributions without the consent of the Lender. As more fully described in Note 5, as of and for the three months and nine months ended June 30, 2011, the Company was not in compliance with some of its covenants with the Lender.

On January 17, 2011, the Company and the Lender entered into the Seventh Amendment to the Secured Credit Agreement and Waiver ("Amendment 7"). Amendment 7 modified Line of Credit One and Line of Credit Three to extend the maturities of each line of credit until March 31, 2011.

On March 31, 2011, the Company and the Lender entered into the Eighth Amendment to the Secured Credit Agreement and Waiver ("Amendment 8"). Amendment 8 modified Line of Credit Three to reduce the amount of the Line from $1,700,000 to a new amount not to exceed $1,000,000. Agreement 8 matured on June 1, 2011, and was modified on June 9, 2011 to extend the maturity to August 1, 2011. The Company is currently working with the

Lender to modify or extend these obligations, but as of August 22, 2011, a signed agreement has not been reached. In addition, in June 2011, the Company announce the signing of a new term sheet with a new lender to provide a $5,000,000 credit facility for working capital. The new credit facility, expected to close in 30 days, will replace the existing lines of credit and provide for ongoing operations.

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Note 5. Long-Term Debt:

Long term debt consists of the following:

	June 30, 2011 (Unaudited)	September 30, 2010
Note 1 to commercial lender payable in equal monthly installments of $42,049 including interest at 6.125%. The note matured April 2011 and was secured by all Company assets.	$ -	$ 284,263
Note 2 to commercial lender payable in equal monthly installments of $33,449 including interest fixed at 5.5% until April 2012. Beginning April 2012, the interest is reset every 60 months to 0.50% over prime not to exceed 10.5% or be less than 5.5%. The note matures April 2018 and is secured by all Company assets.	2,223,324	2,418,530
Note 3 to commercial lender payable in equal monthly installments of $14,567 including interest at 6.125% until maturity of April 2013 secured by the specific equipment acquired.	300,971	415,167
Note - Spencer Area Jobs Trust due in full March 2014 interest free and forgivable in full if the Company maintains required job levels.	60,000	60,000
Total	2,584,295	3,177,960
Less current maturities	(434,962)	(699,681)
Net	$ 2,149,333	$ 2,478,279

These secured credit agreements contain conditions and covenants that prevent or restrict the Company from engaging in certain transactions without the consent of the Lender and require the Company to maintain certain financial ratios, including term debt coverage and maximum leverage. As of and for the three and nine months ended June 30, 2011, the Company was not in compliance with the term debt coverage requirement or the working capital requirement of the agreements.

On January 17, 2011, the Company and the Lender entered into Amendment 7. Under the terms of Amendment 7, the Lender agreed to waive the noncompliance by the Company with the required ratio of current assets to current liabilities as of September 30, 2010 and December 31, 2010 and the Company's anticipated noncompliance with the required ratio of current assets to current liabilities through October 1, 2011 and further, waive the Company's noncompliance with the Term Debt Coverage Ratio (as defined in Amendment 7) as of September 30, 2010 and December 31, 2010, and the Company's anticipated noncompliance with the Term Debt Coverage Ratio through October 1, 2011. See Note 4 on a further description of our credit agreements.

On April 29, 2010, the Company entered into an agreement with the Spencer Area Jobs Trust (the "Trust"). Under the terms of this agreement, the Trust advanced $60,000 to the Company under a loan which is forgivable in full if the Company maintains no less than seventy full time employment positions through February 2014. If the Company does not maintain seventy employment positions, the amount of the loan forgiven will equal $850 for each employment position retained. The Company will extinguish this debt amount, if any, upon notice from the Trust.

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Note 6. Earnings (Loss) Per Share:

Basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of shares outstanding during the period. Diluted earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of shares and share equivalents outstanding during the period.

The Company incurred a net loss from continuing operations of $345,445 for the three months ended June 30, 2011 and a net loss from continuing operations of $1,746,226 for the nine months ended June 30, 2011. A net loss causes all outstanding common stock equivalents, such as certain stock options, warrants, and restricted share awards, to be antidilutive. As a result, the basic and dilutive losses per common share are the same for the three and nine months June 30, 2011. Common stock equivalents that are not included in diluted net loss per share were 653,485 at June 30, 2011.

The following is a reconciliation of the numerators and denominators of the basic and diluted EPS computations for continuing and discontinued operations:

	For the three months ended June 30, 2011 (Unaudited)			For the three months ended June 30, 2010 (Unaudited)		
	Loss (numerator)	Weighted Average Shares (denominator)	Per share amount	Earnings (numerator)	Weighted Average Shares (denominator)	Per share amount
Basic and Diluted EPS						
Loss from continuing operations	$ (345,446)	6,353,843	$ (0.05)	$ (511,697)	5,877,697	$ (0.09)
Loss from discontinued operations	$ (85,746)	6,353,843	$ (0.01)	$ (71,842)	5,877,697	$ (0.01)

	For the nine months ended June 30, 2011 (Unaudited)			For the nine months ended June 30, 2010 (Unaudited)		
	Loss (numerator)	Weighted Average Shares (denominator)	Per share amount	Earnings (numerator)	Weighted Average Shares (denominator)	Per share amount
Basic and Diluted EPS						
Loss from continuing	$ (1,746,226)	6,343,929	$ (0.28)	$ (530,351)	5,981,382	$ (0.09)

operations										
Loss from discontinued operations	$	(380,071)	6,343,929	$	(0.06)	$	(114,382)	5,981,382	$	(0.02)

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Note 7. Segment Information:

Segment information has been presented on a basis consistent with how business activities are reported internally to management. Management evaluates the operating profit of each segment by using the direct costs of manufacturing its products after an allocation of indirect costs. In determining the total revenues by segment, freight income and sales discounts are allocated to each of the segments for internal reporting purposes.

The Company has four operating segments that assemble, manufacture, or sell a variety of products. Each operating segment is separately managed and has separate financial information evaluated regularly by the Company's executive officers in determining resource allocation and assessing performance. Two of the segments are classified in continuing operations and, as more fully discussed in Note 9, two of these segments are classified as discontinued operations.

"Cycle Country ATV Accessories" is engaged in the design, manufacture, and sale of accessories for all terrain vehicles (ATVs) and utility vehicles (UTVs) such as snowplow blades, lawnmowers, spreaders, sprayers, tillage equipment, winch mounts, and utility boxes.

"Imdyne", the Company's contract manufacturing division, is engaged in the design, manufacture and assembly of a wide array of parts, components, and other precuts for non-competing OEM and other businesses.

The significant accounting policies of the operating segments are the same as those described in Note 1 to the consolidated financial statements of the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2010.

The following is a summary of certain financial information related to continuing operations:

	For the Three Months Ended June 30, 2011 (Unaudited)			For the Three Months Ended June 30, 2010 (Unaudited)		
	Cycle Country ATV Accessories	Imdyne	Total	Cycle Country ATV Accessories	Imdyne	Total
Net sales	$ 484,078	$ 427,796	$ 911,874	$ 915,922	$ 867,536	$ 1,783,458
Freight income	9,808	7,307	17,116	7,004	6,547	13,551
Total Revenue	493,886	435,103	928,990	922,926	874,083	1,797,009
Cost of goods sold	192,341	396,751	589,091	829,229	713,040	1,542,269
Lower of cost or market adjustment	-	-	-	-	-	-
Gross profit	$ 301,545	$ 38,351	339,899	$ 93,697	$ 161,043	254,740
Sales, general & admin			900,659			(1,030,851)
Fraud expense			-			-

Interest expense, net	(71,749)	(79,201)
Other income /expense, net	84,043	77,820
Income tax benefit	203,020	265,793
Net loss from continuing operations	$ (345,446)	$ (511,699)

	For the Nine Months Ended June 30, 2011 (Unaudited)			For the Nine Months Ended June 30, 2010 (Unaudited)		
	Cycle Country ATV Accessories	Imdyne	Total	Cycle Country ATV Accessories	Imdyne	Total
Net sales	$ 5,980,859	$ 1,769,621	$ 7,750,480	$ 5,558,700	$ 2,415,666	$ 7,974,366
Freight income	49,652	24,734	74,386	31,709	29,641	61,350
Total Revenue	6,030,512	1,794,355	7,824,866	5,590,409	2,445,307	8,035,715
Cost of goods sold	4,730,142	1,765,169	6,495,311	3,613,422	2,144,641	5,758,062
Lower of cost or market adjustment	480,918	-	480,918			-
Gross profit	$ 819,452	$ 29,186	848,637	$ 1,976,987	$ 300,666	2,277,653
Sales, general & admin			(3,460,663)			(2,843,736)
Fraud expense			-			(134,775)
Interest expense, net			(244,065)			(232,440)
Other income /expense, net			162,824			116,770
Income tax benefit			947,041			286,177
Net loss from continuing operations			$ (1,746,226)			$ (530,351)

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GEOGRAPHIC REVENUE

The following is a summary of the Company's revenue in different geographic areas:

	For the three months ended June 30, (Unaudited)		For the nine months ended June 30, (Unaudited)	
	2011	2010	2011	2010
United States	$ 874,585	$ 1,621,029	$ 7,549,508	$ 7,389,383
Other Countries	54,404	175,980	275,358	646,333
Total Revenue	$ 928,989	$ 1,797,009	$ 7,824,866	$ 8,035,716

As of June 30, 2011, all of the Company's long-lived assets are located in the United States of America.

The Company had sales to three major customers that were approximately 32%, 21% and 14% of total sales respectively for the three months ended June 30, 2011. During the three months ended June 30, 2010, sales to the same customers were approximately 19%, 11% and 10% of total sales, respectively. For the nine months ended June 30, 2011, sales to the same customers were approximately 15%, 23% and 17% of total sales. During the nine months ended June 30, 2010, sales to the same customers were approximately 21% 13%, and 11% of total sales.

Note 8. Stock Based Compensation:

The Company accounts for share-based payments using the related accounting guidance, which requires share-based payment transactions to be accounted for using a fair value based method and the recognition of the related expense in the results of operations.

The Company's employment agreement dated June 24, 2008 with its former chief executive officer, Jeffrey M. Tetzlaff, provided for the grant of 50,000 shares of stock in the Company, vesting over a three-year period. At the end of the first and second full year of employment, Mr. Tetzlaff became vested in and received 16,666 shares of stock each year. During the year ended September 30, 2010, the Board accelerated the vesting of the final installment of 16,668 shares of stock which otherwise would have vested on April 7, 2011. For the six months ended March 31, 2010, $6,875 was recognized as compensation expense. The compensation expense was fully recognized in fiscal year 2010.

Under the 2008 employment agreement, Mr. Tetzlaff also received an option to purchase up to an additional 500,000 shares of the Company's common stock. Effective July 1, 2010, the option to purchase these shares was terminated.

Effective July 1, 2010, the Company entered into new employment agreements with Mr. Tetzlaff and Robert Davis, as the Chief Operating Officer and Chief Financial Officer. Under the terms of these agreements, the Company granted to each 1,005,809 shares of common stock equal to 12.5% on a fully-diluted basis of the common stock, which vest in four installments during the respective terms of the agreements with the first installment of 40% vesting October 1, 2010 and which vesting is subject to acceleration on the occurrence of certain events, including a change of control. These awards were approved by the Company's stockholders at the 2010 annual meeting.

Effective December 31, 2010, Mr. Tetzlaff resigned and the Company and Mr. Tetzlaff entered into a Separation Agreement and Release of Claims. In accordance with the terms of that agreement, Mr. Tetzlaff surrendered the 402,234 shares that vested October 1, 2010, and forfeited his unvested shares.

There were no outstanding options as of June 30, 2011.

Note 9. Discontinued Operations:

In the quarter ended March 31, 2011, the Company concluded that the Perf-Form and Plazco segments no longer fit with the long term strategic plans of the Company. Both of these segments are outside of the Company's core product lines and/or our core customer relationships. Both of these segments have seen substantial decline in the past three years in sales and profitability as they lacked adequate sales, marketing, and operational leadership. Further, the Company has no internal expertise in engineering in either of these product segments. As a result, with the changes in the senior management of the Company, the determination was made that these segments no longer fit the Company's strategic plan, and therefore, these segments are reported as discontinued operations in the condensed consolidated financial statements.

In addition, the value of the Perf-Form segment did not support the carrying value of the intangible assets, and an impairment charge in the amount of $110,186 for trademarks and unamortized patents was recognized in the three months ended March 31, 2011.

The carrying amounts of the major classes of assets and liabilities for these segments are presented below:

	As of June 30, 2011 (Unaudited)			As of September 30, 2010		
	Plazco	Perf-Form	Total	Plazco	Perf-Form	Total
Assets:						
Accounts Receivable	$ 61,303	$ (1,542)	$ 59,761	$ 70,719	$ 13,337	$ 84,056
Inventories		-	-	367,604	124,507	492,111
Net Property, Equipment and Intangibles	77,758	1,515	79,272	105,032	114,240	219,272
Assets	$ 139,061	$ (27)	$ 139,033	$ 543,355	$ 252,084	$ 795,439
Liabilities:						
Accounts Payable	$ 13,414	$ 2,294	$ 15,707	$ 6,024	$ 187	$ 6,211
Accrued Expenses	3,375	2,280	5,655	3,684	2,514	6,198
Total Liabilities	$ 16,789	$ 4,573	$ 21,362	$ 9,708	$ 2,701	$ 12,409

Losses from discontinued operations, net of income taxes for all periods presented include the operating results of Perf-Form and Plazco and are as follows:

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	For the Three Months Ended June 30, 2011 (Unaudited)			For the Three Months Ended June 30, 2010 (Unaudited)		
	Plazco	Perf-Form	Total	Plazco	Perf-Form	Total
Net sales	$ 91,385	$ 19,372	$ 110,758	$ 138,340	$ 87,556	$ 225,897
Freight income	3,330	-	3,330	1,066	609	1,675
Total Revenue	94,715	19,372	114,088	139,406	88,165	227,572
Cost of goods sold	68,976	27,991	96,967	128,853	80,298	209,151
Gross profit (loss)	$ 25,739	$ (8,620)	17,120	$ 10,553	$ 7,867	18,421
Sales, general & administrative expense			(109,797)			(127,579)
Income tax benefit			6,931			37,317
Net loss from discontinued operations			$ (85,746)			$ (71,842)

	For the Nine Months Ended June 30, 2011 (Unaudited)			For the Nine Months Ended June 30, 2010 (Unaudited)		
	Plazco	Perf-Form	Total	Plazco	Perf-Form	Total
Net sales	$ 258,977	$ 73,877	$ 332,855	$ 318,530	$ 153,402	$ 471,932
Freight income	3,935	1,586	5,521	4,825	2,757	7,582
Total Revenue	262,912	75,463	338,376	323,355	156,159	479,514
Cost of goods sold	392,270	173,524	565,794	322,052	155,554	477,606
Gross profit (loss)	$ (129,357)	$ (98,062)	(227,419)	$ 1,303	$ 605	1,908
Sales, general & administrative expense			(192,780)			(200,070)
Impairment of intangibles			(110,186)			-
Other income /expense, net			(11,596)			-
Income tax benefit			161,910			83,781
Net loss from discontinued operations			$ (380,071)			$ (114,382)

Note 10. Going Concern

The accompanying condensed consolidated financial statements have been prepared assuming the Company will continue as a going concern. During the three months ended June 30, 2011, the Company incurred a net loss of approximately $431,000 and for the nine months ended June 30, 2011, the Company incurred a net loss of approximately $2,126,000. As of June 30, 2011, the Company had an accumulated deficit of approximately $7,205,000. As discussed in Note 5, as of June 30, 2011, the Company was in violation of covenants with the Lender, a waiver for which was received. Based on these circumstances, it raises substantial doubt about the Company's ability to continue as a going concern. If the Company is unable to generate profits and unable to continue to obtain financing or renew existing financing for its working capital requirements, it may have to curtail its business sharply or cease business altogether. These unaudited condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded assets or the amounts and classification of liabilities that might be necessary in the event the Company does not continue as a going concern.

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As noted in the Company's Form 8-K filed on June 8, 2011, the Company has signed a term sheet with a new lender for larger, replacement credit facility. This new credit facility is expected to close within 30 days. The new credit facility is expected to be in the aggregate amount of $5,000,000, replacing the Company's current $2,000,000 working capital facility. The new credit facility will be used to repay the existing line of credit and to provide working capital for the ongoing operations.

While the Company is in the process of completing the restructuring of its financing, the Company expects the existing cash balances, cash flow generated from operating activities, and the available borrowing capacity under Line of Credit One and Line of Credit Three provided by Amendment 8 to be sufficient to fund operations.

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

Cautionary Note about Forward Looking Statements.

Certain matters discussed in this Form 10-Q/A are "forward-looking statements," and the Company intends these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and is including this statement for purposes of those safe harbor provisions. These forward-looking statements can generally be identified as such because they include phrases such as the Company "expects," "believes," "anticipates" or other words of similar meaning. Similarly, statements that describe the Company's future plans, objectives or goals are also forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties which could cause actual results or outcomes to differ materially from those currently anticipated. Factors that could affect actual results or outcomes include the matters described under the caption "Risk Factors" in Item 1A of our Form 10-K for the year ended September 30, 2010. Shareholders, potential investors and other readers are urged to consider these factors in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements included herein are only made as of the date of this filing. The Company assumes no obligation, and disclaims any obligation, to update such forward-looking statements to reflect subsequent events or circumstances.

Executive-Level Overview

This discussion relates to Cycle Country Accessories Corp. and its consolidated subsidiary (the "Company", "we", "us", or "our") and should be read in conjunction with our condensed consolidated financial statements as of September 30, 2010, and the fiscal year then ended, and Management's Discussion and Analysis of Financial Condition and Results of Operations, both contained in our Annual Report on Form 10-K for the fiscal year ended September 30, 2010.

We intend for this discussion to provide the reader with information that will assist in understanding our condensed consolidated financial statements, the changes in certain key items in those condensed consolidated financial statements from period to period, and the primary factors that accounted for those changes, as well as how certain accounting principles affect our condensed consolidated financial statements. The discussion also provides information about the financial results of the various segments of our business to provide a better understanding of how those segments and their results affect the financial condition and results of operations of the Company as a whole. To the extent that our analysis contains statements that are not of a historical nature, these statements are forward-looking statements, which involve risks and uncertainties.

As we discussed in our Form 10-Q for the period ended March 31, 2011, the Company has made significant progress in accelerating the changes in our management and operations beginning January 1, 2011. With the resignation of the former CEO and one of the Company's outside directors on December 31, 2010, and the elevation of the Chief Financial Officer to the role of the Interim Chief Executive Officer, the Company has been able to rebuild a team of former leaders of the Company and the industry. The Company rehired both the former Vice President of Sales and the Vice President of Product Innovation, as well as retained and elevated two key people in the positions of Vice President of Product Implementation and the Vice President of Risk Management and Strategic Projects. This team has revitalized our sales, marketing, and operational effectiveness.

These changes have accelerated the internal operational and financial reorganization efforts that started in 2009, as well as the external strengthening of relationships and opportunities. While we have made significant progress, especially in the areas of rebuilding customer trust and credibility, and in implementing operational changes, the challenges the Company has been working through will take some more time to demonstrate results.

As noted in our condensed consolidated financial statements, the Company has become even more aggressive in analyzing and acting on the opportunities for growth and opportunities for risk management. We have made aggressive, bold changes to clean up underperforming segments and assets. The internal reorganization and initiatives have eliminated the unprofitable and/or unnecessary aspects of the business, allowing us to focus our efforts on our core customers, core products, and our core people.

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Looking ahead to the balance of fiscal 2011, management is projecting a continuation of the seasonal pattern experienced by the Company, with sales having reached their annual lows in the third quarter of our fiscal year, and with a prediction of a more favorable finish in the fourth quarter. As is discussed further in this report, during the normally slow sales period of the third quarter, the Company focused on implementing long-term lean initiatives and preparation of the manufacturing operations for the next 24 month period, while we built inventory for the coming season. The third quarter is historically a period of very light sales, and therefore heavy losses from operations. In anticipation of the upcoming season, we made several major changes to our manufacturing processes to improve our operating efficiencies. We believe that these improvements will help us mitigate our future seasonality.

Looking further out over the next 12-24 months, management projects growth in both revenues and margins, based on many factors, including the response of the industry to the initiatives mentioned above, as well as the continued operational efficiencies gained from the efforts and initiatives of the past 24 months. The Company anticipates contribution margins over the next 12-24 month period to range between 25% and 45% of revenue, depending on the segment. Our goal for the ATV Accessories segment is to regain and maintain its long-time average of 40% contribution margins. Our goal for the Imdyne segment is to have contribution margins in the range of 25%-30% of revenue. Overall, our goal is for gross margins, after manufacturing overhead, to exceed 30% of revenues in that same period. Further, for the next 12-24 months, our goal is for our operating expenses to average between 20%-25% of revenues.

Overview for the Three Months Ended June 30, 2011 and 2010 (Unaudited)

The following is a summary of the results of operations for the three months ended June 30, 2011 and June 30, 2010 (Unaudited):

	Three Months Ended June 30,			
	2011 (Unaudited)		2010 (Unaudited)	
Total revenue	$ 928,990	100.00%	$ 1,797,008	100.00%
Cost of goods sold	589,091	63.41%	1,542,269	85.82%
Lower of cost or market adjustment	-	0.00%	-	0.00%
Gross profit (loss)	339,899	36.60%	254,739	14.18%
Selling, general, and administrative expenses	(905,512)	(97.47)%	(988,770)	(55.02)%
Fraud expense	-	0.00%	-	0.00%
Loss from operations	(565,614)	(60.87)%	(734,030)	(40.85)%
Other expense (net)	17,148	1.85%	(43,463)	(2.42)%
Loss before benefit from income taxes	(548,466)	(59.03)%	(777,493)	(43.26)%
Income tax benefit	203,020	21.85%	265,793	14.79%

Net loss from continuing operations		(345,445)	(37.18)%		(511,699)	(28.47)%
Loss from discontinued operations, net of tax		(85,746)	(9.23)%		(71,842)	(4.00)%
Net loss	$	(431,191)	(46.41)%	$	(583,541)	(32.46)%

For the three months ended June 30, 2011, the Company reported a net loss of $431,000 or 46% of total revenue. This compares to the three months ended June 30, 2010 during which the Company recorded a net loss of $584,000 or 32% of total revenue.

Total revenue for the three months ended June 30, 2011 decreased approximately 48%, or approximately $868,000 compared to the same period in fiscal year 2010. This drop in year-over-year revenue was attributable to two significant changes in the business. The first was a scheduled lean manufacturing-driven shutdown of the Spencer manufacturing facility for two of the three months ended June 30, 2011 to accomplish some long-overdue operational and process improvements. The second was attributable to a decline in revenues of approximately 50% in the Imdyne segment, after the Company's decision not to pursue contract work with unprofitable customers from the prior years. These long-overdue operational and process improvements consisted of a series of layout and process changes in the Spencer manufacturing facility’s operational flow, as well as reorganizing the quality and inventory management processes. In the case of Imdyne, as previously disclosed in other filings, the Company has chosen to discontinue work on contract manufacturing for customers in which the production was not profitable. This decision, starting in the first quarter of this fiscal year, has had an impact in our overall sales in the Imdyne division.

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In total, the gross margin for the quarter ended June 30, 2011 was 37%, up from 14% in the same period in fiscal year 2010. The gross margin improvement in this quarter was attributable to continuation of the improvement in our operations as well as due to the lack of any materially-significant cleanups, allowing the Company to return to more normal margins.

The net loss for the quarter ended June 30, 2011 was $431,191, compared to a loss of $583,541 in the same period in fiscal year 2010. This reduction of net loss was attributable to an increase in our total gross profit of approximately $85,000, as well as a reduction of sales, general, and administrative expense of more than $83,000.

The following is a summary of the results of operations by segment for the three months ended June 30, 2011 and June 30, 2010 (unaudited):

	For the Three Months Ended June 30, 2011 (Unaudited)	June 30, 2010 (Unaudited)	Increase (Decrease) $	Increase (Decrease) %
Net revenue by segment				
CCAC ATV	$ 484,078	$ 915,922	$ (431,844)	(47.15)%
Imdyne	427,796	867,536	(439,740)	(50.69)%
Net revenue	911,874	1,783,458	(871,584)	(48.87)%
Freight income	17,116	13,551	3,564	26.30%
Total combined revenue	$ 928,990	$ 1,797,009	$ (868,020)	(48.30)%
Gross profit by segment				
CCAC ATV	$ 301,548	$ 93,697	$ 207,851	221.83%
Imdyne	38,351	161,043	(122,693)	(76.19)%
Total gross profit	339,899	254,740	85,159	33.43%
Sales, general and administrative	900,659	(988,770)	88,111	(8.91)%
Interest income and expense	(71,749)	(79,201)	7,452	(9.41)%
Other income and expense	84,043	77,820	6,223	8.00%
Income tax benefit	203,020	265,793	(62,773)	(23.62)%
Net loss from continuing operations	(345,446)	(469,618)	124,173	(26.44)%
Loss from discontinued operations, net of tax	(85,746)	(71,842)	(13,904)	19.35%
Net loss	$ (431,191)	$ (541,459)	$ 110,268	(20.36)%

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Overview for the Nine Months Ended June 30, 2011 and 2010 (Unaudited)

The following is a summary of the results of operations for the nine months ended June 30, 2011 and June 30, 2010 (Unaudited):

	Nine Months Ended June 30, 2011 (Unaudited)		Nine Months Ended June 30, 2010 (Unaudited)	
Total revenue	$ 7,824,866	100.00%	$ 8,035,716	100.00%
Cost of goods sold	6,495,312	83.01%	5,758,063	71.66%
Lower of cost or market adjustment	480,918	6.15%	-	0.00%
Gross profit	848,636	10.85%	2,277,654	28.34%
Selling, general, and administrative expenses	(3,460,662)	(44.23)%	(2,843,736)	(35.39)%
Fraud expense	-	0.00%	(134,775)	(1.68)%
Loss from operations	(2,612,026)	(33.38)%	(700,858.94)	(8.72)%
Other expense (net)	(81,241)	(1.04)%	(115,674)	(1.44)%
Loss before benefit from income taxes	(2,693,267)	(34.42)%	(816,533)	(10.16)%
Income tax benefit	947,041	12.10%	286,181	3.56%
Net loss from continuing operations	(1,746,226)	(22.32)%	(530,351)	(6.60)%
Loss from discontinued operations, net of tax	(380,071)	(4.86)%	(114,382)	(1.42)%
Net loss	$ (2,126,297)	(27.17)%	$ (644,734)	(8.02)%

For the nine months ended June 30, 2011, the Company reported a net loss of $2,126,297 or 27% of total revenue. This compares to the nine months ended June 30, 2010 during which the Company recorded a net loss of $644,734 or about 8% of total revenue. These losses in the first nine months of fiscal year 2011 include significant nonrecurring charges, such as approximately $270,000 for one-time severance expense and signing bonuses, $480,918 for inventory write-downs, $294,327 for losses from discontinued operations, and approximately $308,000 for discounts and allowances related to a program no longer offered. These one-time, non-recurring expenses account for approximately $1,353,250 of the loss. In addition, our steel-based commodity material expenses increased over 34%, causing our total materials expense to increase 15% over the nine-month period, accounting for approximately $300,000 of the net loss.

Total revenue for the period decreased approximately 3% over the same period in fiscal year 2010. However, after adjusting for the loss in revenue from the unprofitable customers that we discontinued serving, our total revenue for the nine month period is up approximately 16%. Revenue increased for the Cycle Country ATV Accessories segment by approximately 8%, due to seasonally favorable weather throughout our busy snow season, which primarily runs from August through February. Sales in the Imdyne segment decreased approximately 27%, though when adjusted for the loss of the unprofitable customers, the core Imdyne segment grew approximately 52% for the nine-month period. The change in revenue from Imdyne's largest OEM customer accounts for all of that growth.

Gross margins for the nine months ended June 30, 2011 were 11% of revenue, after the adjustments for one-time charges. However, without the one-time charges, the gross margins would have been 28% of revenue.

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The following is a summary of the results of operations by segment for the nine months ended June 30, 2011 and June 30, 2010 (Unaudited):

	For the Nine Months Ended June 30, 2011	For the Nine Months Ended June 30, 2010	Increase (Decrease) $	Increase (Decrease) %
	(Unaudited)			
Net revenue by segment				
CCAC ATV	$ 5,980,859	$ 5,558,700	$ 422,159	7.59%
Imdyne	1,769,621	2,415,666	(646,045)	(26.74)%
Net revenue	7,750,480	7,974,366	(223,886)	(2.81)%
Freight income	74,386	61,350	13,036	21.25%
Total combined revenue	$ 7,824,866	$ 8,035,715	$ (210,849)	(2.62)%
Gross profit (loss) by segment				
CCAC ATV	$ 819,450	$ 1,976,987	$ (1,157,537)	(58.55)%
Imdyne	29,186	300,666	(271,481)	(90.29)%
Total gross profit	848,636	2,277,653	(1,429,017)	(62.74)%
Sales, general and administrative	(3,460,662)	(2,843,736)	(616,926)	21.69%
Fraud expense	-	(134,775)	134,775	(100.00)%
Interest income and expense	(244,065)	(232,440)	(11,625)	5.00%
Other income and expense	162,824	116,770	46,054	39.44%
Income tax benefit	947,041	286,177	660,864	230.93%
Net loss from continuing operations	(1,746,226)	(530,351)	(1,215,875)	229.26%
Loss from discontinued operations, net of tax	(380,071)	(114,382)	(265,688)	232.28%
Net loss	$ (2,126,297)	$ (644,734)	$ (1,481,563)	229.79%

Business Segments
As more fully described above in Note 7 to the condensed consolidated financial statements included elsewhere in this filing, the Company operates four reportable business segments. As described in Note 9 to the condensed consolidated financial statements, the Company has classified two of the segments into discontinued operations.

Cycle Country ATV Accessories is vertically integrated and utilizes a two-step distribution method. Our contract manufacturing segment, Imdyne, deals directly with other original equipment manufacturers (OEMs).

Revenue

For the Cycle Country ATV Accessories segment, revenue decreased approximately 47% or $432,000 for the three months ended June 30, 2011 as compared to the three months ended June 30, 2010. As noted earlier, the company shut down for two of the three months in the quarter ended June 30, 2011 to accomplish some long-overdue lean manufacturing driven operational and process improvements. Revenues for the nine months ended June 30, 2011 increased approximately 8% to approximately $5,981,000 for this segment compared to approximately $5,559,000 for the nine months ended June 30, 2010. The increase of approximately $422,000 is attributable to a favorable weather in our snow season, along with the solidification of our customer relations and the resulting increase in market share.

The Imdyne segment reported sales of approximately $428,000 and $867,000 for the three months ended June 30, 2011 and June 30, 2010, respectively. As of October 1, 2010, management made the decision to discontinue processing orders for customers that were not profitable for the Company, which resulted in a decrease in sales. These customers represented approximately 17% of last year's total sales or approximately 65% of the sales of the Imdyne segment in the fiscal year ended September 30, 2010. However, sales increased for other, more profitable customers, replacing some of those sales that were lost, resulting in a net decrease for the period of approximately $439,000. Revenues for the segment were approximately $1,769,000 and $2,416,000 for the nine month periods ended June 30, 2011 and June 30, 2010, respectively, a decrease of 26% for the nine month period, due to sales to customers which were deliberately discontinued.

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Cost of Goods Sold

The following table details components of direct costs of goods sold by segment as a percentage of sales:

The total cost of materials as a percentage of revenue has increased significantly this year. The total cost of material for the Cycle Country ATV Accessories segment increased from approximately 40% for the three months ended June 30, 2010 to approximately 76% for the three months ended June 30, 2011. The biggest change came in our steel-based raw materials and component parts. The Company attempted to manage the rapid increase in steel prices, but was only able to mitigate, rather than prevent, the impact on the cost of goods sold and margins. On average, the commodity steel market is up approximately 34% since October 1, 2010. As our products are primarily steel-based, our costs of raw materials are up 15% overall for the quarter ended June 30, 2011.

The cost of materials increased from approximately 45% of net sales to approximately 55% of net sales for the nine months ended June 30, 2011 as compared to the nine months ended June 30, 2010. On average, the commodity steel market is up approximately 45% since October 1, 2010. As our products are primarily steel-based, our total costs of materials are up 15% overall for the nine months ended June 30, 2011.

Direct labor as a percentage of sales increased for both segments due to increases in wages paid to production employees.

Expenses

Our selling, general and administrative expenses were approximately $906,000 and $989,000 for the three months ended June 30, 2011 and June 30, 2010, respectively.

There were no materially significant changes in expenses for the three months ended June 30, 2011 as compared to the three months ended June 30, 2010. The company is working hard to reduce its overall expenses, including efforts such as the reduction in professional services due to the conclusion of the Hancher fraud investigation and litigation, as well as savings from the discontinuation of unnecessary sales and marketing programs.

For the nine months ended June 30, 2011 and 2010, selling, general and administrative expenses were approximately $3,461,000 and $2,844,000, respectively.

The significant changes in expenses for the nine months ended June 30, 2011 as compared to the nine months ended June, 2010 were:

· Wage expense increased approximately $420,000 due in part to charges related to the hiring of sales, engineering, and operational management and the one-time severance expense of the prior CEO and other employees. Signing bonuses of $195,000 were accrued and severance and other expenses were accrued in the amount of $75,000.

· Promotion expense increased on costs associated with marketing promotions, an agency retainer, and buyback programs, each of which were either discontinued or else refocused.

· Professional fees increased approximately $100,000 due, in part, to fees associated with SEC filing requirements and legal and audit expenses, including those related to the Hancher fraud matter and the departure of the former Chief Executive Officer.

Liquidity and Capital Resources

Overview

Cash and cash equivalents were $23,350 as of June 30, 2011 compared to $28,939 as of September 30, 2010. Until required for operations, our policy is to invest any excess cash reserves in bank deposits, money market funds, and certificates of deposit after first repaying any built up balance on our bank line of credit.

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Working Capital

Net working capital was a deficit of $1,693,053 as of June 30, 2011 compared to a surplus of $1,205,268 as of September 30, 2010. The working capital ratio was 0.72 and 1.22 as of June 30, 2011 and September 30, 2010, respectively.

The following table summarizes the Company's sources and uses of cash and equivalents for the periods indicated:

	Nine Months Ended June 30, 2011 (Unaudited)	2010 (Unaudited)
Net cash provided by operating activities from continuing operations	$ 1,625,578	$ 604,473
Net cash used for investing activities in continuing operations	(112,045)	(224,736)
Net cash used for financing activities from continuing operations	(1,559,472)	(317,511)
Net cash provided by (used for) discontinued operations	40,350	(39,919)
	$ (5,589)	$ 22,307

The Company's principal uses of cash are to pay operating expenses, acquire necessary equipment and to make debt service payments. During the nine months ended June 30, 2011, the Company used cash to make principal payments of approximately $594,000 against long-term debt.

Capital Resources

Management believes that existing cash balances, cash flow to be generated from operating activities, and available borrowing capacity under its line of credit agreement will be sufficient to fund normal operations and capital expenditure requirements for the next twelve months. The Company is not considering any major capital expenditures for at least the next six months.

As of June 30, 2011 and as of September 30, 2010, the Company was in violation of its current ratio and term debt coverage ratio covenants in its loan agreements with its Lender. On January 17, 2011, the Company and its Lender entered into the Seventh Amendment to the Secured Credit Agreement and Waiver ("Amendment 7"). Under the terms of Amendment 7, the Lender agreed to waive the noncompliance by the Company with the required ratio of current assets to current liabilities as of September 30, 2010 and December 31, 2010 and the Company's anticipated noncompliance with the required ratio of current assets to current liabilities through October 1, 2011 and further, to waive the Company's noncompliance with the Term Debt Coverage Ratio as of September 30, 2010 and December 31, 2010, and the Company's anticipated noncompliance with the Term Debt Coverage Ratio through October 1, 2011.

On March 31, 2011, the Company and its lender entered into an Eighth Amendment to the Secured Credit Agreement and Waiver ("Amendment 8"). Amendment 8 replaces Amendment 7 with a Revolving Credit Agreement in an amount not to exceed $2,000,000, which matured on August 1, 2011. See Note 10 to the Condensed Consolidated Financial Statements for further explanation.

Our continued existence is dependent upon or ability to generate cash and to market and sell our products successfully. However, there are no assurances that we will be able to borrow further funds from our lender or that we will increase our revenues and/or control our expenses to a level sufficient to provide positive cash flow.

Critical Accounting Policies and Estimates

The Company's discussion and analysis of its financial condition and results of operations are based upon its condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, the Company evaluates the estimates including those related to bad debts, inventory valuations of long lived assets and the recoverability of fraud expense. The Company bases its estimates on historical experiences and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Allowance for Doubtful Accounts

The Company recognizes revenue when title and risk of ownership have passed to the buyer. Allowances for doubtful accounts are estimated based on estimates of losses related to customer accounts receivable balances. Estimates are developed by using standard quantitative measures based on historical losses, adjusting for current economic conditions and, in some cases, evaluating specific customer accounts for risk of loss. The establishment of reserves requires the use of judgment and assumptions regarding the potential for losses on receivable balances. Though the Company considers these balances adequate and proper, changes in economic conditions in specific markets in which the Company operates and any specific customer collection issues the Company identifies could have a favorable or unfavorable effect on required reserve balances.

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Inventories

Inventories are stated at the lower of cost or market using the weighted average method. Cost includes materials, labor, and manufacturing overhead related to the purchase and production of inventories. Management regularly reviews inventory quantities on hand, future product demand and the estimated utility of inventory. If the review indicates a reduction in utility below carrying value, management would reduce the Company's inventory to a new cost basis through a charge to cost of goods sold.

Deferred Taxes

The Company records a valuation allowance to reduce its deferred tax assets to the amount that is more likely than not to be realized. While the Company has considered future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance, in the event the Company were to determine that it would not be able to realize all or part of its net deferred tax assets in the future, an adjustment to the deferred tax assets would be charged to income in the period such determination was made. Likewise, should the Company determine that it would be able to realize its deferred tax assets in the future in excess of its net recorded amount, an adjustment to the deferred tax assets long lived asset valuation would increase income in the period such determination was made.

Item 3. Quantitative and Qualitative Disclosure about Market Risk

As a smaller reporting company, the Company is not required to provide this information.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

The Company's management is responsible for maintaining disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that the Company files or submits under the Securities Exchange Act of 1934 (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. In addition, the disclosure controls and procedures must ensure that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required financial and other required disclosures.

At the end of the period covered by this report, an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rules 13(a)-15(e) and 15(d)-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act")) was carried out under the supervision and with the participation of our Principal Executive Officer and our Principal Financial and Accounting Officer. Based on this evaluation of our disclosure controls and procedures, we have concluded that during the period covered by this report, such disclosure controls and procedures were not effective to detect the inappropriate application of US GAAP standards. This was due to deficiencies that existed in the design or operation of our internal control over financial reporting as of September 30, 2010 and as of June 20, 2011 that adversely affected our disclosure controls and that may be considered to be a "material weakness."

As of September 30, 2010, the Principal Executive Officer and Principal Financial Officer has identified the following specific material weaknesses in the Company's internal controls over its financial reporting processes:

• Financial Reporting Segregation of Duties — Currently, the Company has an issue regarding a general lack of segregation of duties. Requisite segregation of duties is not clearly defined or established throughout the financial reporting related business processes. The lack of segregation of duties amounts to a material weakness to the Company's internal controls over its financial reporting processes.

In light of the foregoing, management is in the process of developing the following additional procedures to help address this material weakness:

• The Company will continue to create and refine a structure in which critical accounting policies and estimates are identified, and together with other complex areas, are subject to multiple reviews by accounting personnel. In addition, the Company will enhance and test our year-end financial close process. Additionally, the Company's audit committee will increase its review of our disclosure controls and procedures. We also intend to more frequently engage an external accounting firm to assist us with our review of financial information relative to our financing arrangements.

We believe these actions will remediate the disclosure control ineffectiveness by focusing additional attention and resources in our internal accounting functions.

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Changes in Internal Control over Financial Reporting

Our management, including our principal executive officer and principal financial officer, has reviewed and evaluated any changes in our internal control over financial reporting that occurred as of June 30, 2011. Our management is in the process of addressing the above material weakness, as updated above, and is utilizing the services of an outside accounting firm to assist with this process. We believe this will help remediate the material weakness by focusing additional attention and resources in our internal accounting functions. However, the material weakness will not be considered remediated until the applicable remedial controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively.

Part II - Other Information

Item 1. Legal Proceedings

Please refer to the disclosure set forth in Note 2 to our Condensed Consolidated Financial Statements included in this report.

Item 1A. Risk Factors

Please refer to the discussion of risk factors included in the Company's annual report on Form 10-K for the fiscal year ended September 30, 2010.

Item 6. Exhibits

(10.1) Settlement Agreement with Lowell G. Hancher Jr. dated May 9, 2011 (previously filed)

(31.1) Certification of Principal Executive and Financial Officer pursuant to Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002.

(32.1) Certification of Principal Executive and Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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Signatures

In accordance with Section 13 or 15(d) of the Securities Exchange Act, the registrant caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized, on September 14, 2011.

CYCLE COUNTRY ACCESSORIES CORP.

By: /s/ Robert Davis
Robert Davis
Chief Financial Officer, Chief Operating Officer, Interim Chief Executive Officer, Treasurer, Secretary and Director
(principal executive, financial and accounting officer)