

# ATRION CORP

## FORM 10-K (Annual Report)

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Sector	Healthcare
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**Form 10-K**

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

**For the Fiscal Year Ended December 31, 2008**

Commission File Number 0-10763

**Atrion Corporation**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State of incorporation or organization)

**One Allentown Parkway,**

**Allen, Texas**

(Address of principal executive offices)

**63-0821819**

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

**75002**

(ZIP code)

Registrant's telephone number, including area code: (972) 390-9800

**SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE EXCHANGE ACT:**

**Title of Class**

**Name of Each Exchange on Which Registered**

Common Stock, \$.10 Par Value

NASDAQ

**SECURITIES REGISTERED UNDER SECTION 12(g) OF THE EXCHANGE ACT : None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

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

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer  Accelerated filer  Non-accelerated filer   
Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Exchange Act Rule 12b-2).

Yes  No

The aggregate market value of the voting Common Stock held by nonaffiliates of the Registrant as of the last business day of the Registrant's most recently completed second fiscal quarter, June 29, 2008, was \$144,752,591 based on the last reported sales price of the common stock on the NASDAQ Global Select Market on such date. Shares of voting stock held by executive officers, directors and holders of more than 10% of the outstanding voting shares have been excluded from this calculation because such persons may be deemed to be affiliates. Exclusion of such shares should not be construed to indicate that any of such persons possesses the power, direct or indirect, to control the Registrant, or that such person is controlled by or under common control of the Registrant

Number of shares of Common Stock outstanding at February 19, 2009: 1,968,774

**DOCUMENTS INCORPORATED BY REFERENCE**

Part III of this Annual Report on Form 10-K incorporates by reference information from the Company's definitive proxy statement relating to the 2009 annual meeting of stockholders, to be filed with the Commission not later than 120 days after the end of the fiscal year covered by this report.



**ATRION CORPORATION**  
**FORM 10-K**  
**ANNUAL REPORT TO**  
**THE SECURITIES AND EXCHANGE COMMISSION**  
**FOR THE YEAR ENDED DECEMBER 31, 2008**

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**PART I**

**ITEM 1. BUSINESS**

**General**

Atrion Corporation (“Atrion” or the “Company”) designs, develops, manufactures, sells and distributes products and components, primarily for the medical and healthcare industry. The Company’s products range from ophthalmology and cardiovascular products to fluid delivery devices. The Company has a line of non-medical components that are sold for use in aviation and marine safety products. The Company also owns and maintains a small gaseous oxygen pipeline that is incidental to the overall operations of the Company.

The Company’s fluid delivery products accounted for 34 percent, 32 percent and 32 percent of net revenues for 2008, 2007 and 2006, respectively. The Company develops, manufactures and markets several specialized intravenous fluid delivery tubing sets and accessories. The intravenous fluid delivery line includes more than 80 distinct models used for complex therapy procedures employed in anesthesia administration, intravenous fluid therapy, critical care and oncology therapy. The Company is an industry leader in the manufacturing of medical tubing clamps. These products include clamps offering such features as six match-to-fit sizes with compatibility to all grades of medical tubing, molding in a variety of materials, and compatibility with different sterilization processes. The Company’s swabbable luer valve allows needleless luer connections to luer access devices in IV applications. These valves provide an economical replacement for needle access ports in drug delivery and IV applications and maintain a sterile, closed IV system without the need for replacement caps. The Company has developed a wide variety of luer syringe check valves and one-way valves designed to fill, hold and release controlled amounts of fluids or gasses on demand for use in various intubation, catheter and other applications.

The Company’s cardiovascular products accounted for 30 percent, 27 percent and 29 percent of net revenues for 2008, 2007 and 2006, respectively. At the heart of the Company’s cardiovascular products is the MPS2® Myocardial Protection System (“MPS2”), a proprietary technology that delivers essential fluids and medications to the heart during open-heart surgery. The MPS2 integrates key functions relating to the delivery of solutions to the heart, such as varying the rate and ratio of oxygenated blood, crystalloid, potassium and other additives, and controlling temperature, pressure and other variables to allow simpler, more flexible management of this process, indicating improved patient outcomes. New features include an expanded flow range, low volume mode and cyclic flow mode. The MPS2 is the only device used in open-heart surgery that allows for the mixing of drugs into the bloodstream without diluting the blood. The MPS2 employs advanced pump, temperature control and microprocessor technologies and includes a line of disposable products. The Company also develops, manufactures and markets other cardiovascular products which consist principally of the following: cardiac surgery vacuum relief valves; Retract-O-Tape® silicone vessel loops for retracting and occluding vessels in minimally invasive surgical procedures; inflation devices for balloon catheter dilation, stent deployment and fluid dispensing; and Clean-Cut® rotating aortic punch and PerfectCut® Aortotomy System, both of which are used in heart bypass surgery to make a precision opening in the heart for attachment of the bypass vessels.

The Company's ophthalmic products accounted for 16 percent, 20 percent and 17 percent of net revenues for 2008, 2007 and 2006, respectively. Atrion is a leading manufacturer of soft contact lens storage and disinfection cases. Atrion produces a complete line of products which are compatible with all solutions for use with soft or rigid gas permeable lenses. The Company also works with customers to provide customized distribution of products. As a registered pharmaceutical reseller, Atrion provides custom packaging, including component purchasing as well as labeling. Warehousing as well as inventory management is included in Atrion's complete kitting services. The Company also designs, manufactures, sells and distributes the LacriCATH® product line, a line of balloon catheters that is used in the treatment of nasolacrimal duct obstruction in children and adults. Nasolacrimal duct obstruction can cause a condition called epiphora (chronic tearing). People affected by this condition experience excessive and uncontrollable tearing and often encounter infection as a result of nasolacrimal blockage. LacriCATH balloon catheters are the only balloon catheters with Food and Drug Administration ("FDA") approval for use in this application.

The Company's other medical and non-medical products accounted for 20 percent, 21 percent and 22 percent of net revenues for 2008, 2007 and 2006, respectively. Atrion is the leading manufacturer of inflation systems and valves used in marine and aviation safety products. The Company manufactures inflation devices, oral inflation tubes, right angle connectors, valves, and closures for life vests, life rafts, inflatable boats, survival equipment, and other inflatable structures. Atrion also produces many one-way and two-way "Breather" valves for use on electronics cases, munitions cases, pressure vessels, transportation container cases, escape slides, and many other medical and non-medical applications requiring pressure relief. Atrion provides contract manufacturing services for other major original equipment manufacturers of medical devices. The Company has the ability to take a product from concept through design, development and prototype all the way to full-scale production manufacturing. Core competencies include engineering product design and development, prototyping, assembly, insert and injection molding, automation, RF-welding, ultrasonic and heat sealing, and sterile packaging. The Company's ACTester product line consists of instrumentation and associated disposables used to measure the activated clotting time of blood. The Company manufactures, sells and distributes a line of products designed for safe needle and scalpel blade containment. In addition, the Company owns and maintains a 22-mile high-pressure steel pipeline in north Alabama that is leased to an industrial gas producer that transports gaseous oxygen to one of its customers.

### **Marketing and Major Customers**

The Company markets components to other equipment manufacturers for incorporation in their products and sells finished devices to physicians, hospitals, clinics and other treatment centers. Sales managers working with a direct sales force, commissioned sales agents, and distributors handle these sales. The Company's sales managers work closely with major customers in designing and developing products to meet customer requirements.

Company revenues from sales to customers outside the United States totaled approximately 35 percent, 36 percent and 30 percent of the Company's net revenues in 2008, 2007 and 2006, respectively. These sales are made to various manufacturers and through distributors in over 50 countries outside the United States. Company revenues from sales to parties in Canada totaled approximately 13 percent, 17 percent and 11 percent of the Company's net revenues in 2008, 2007 and 2006, respectively.

The Company offers customer service, training and education, and technical support such as field service, spare parts, maintenance and repair for certain of its products. The Company periodically advertises its products in trade journals, routinely attends and participates in industry trade shows throughout the United States and internationally, and sponsors scientific symposia as a means of disseminating product information. In addition, the Company provides supportive literature on the benefits of its products.

During 2008, Novartis International AG was the Company's only customer accounting for more than 10 percent of the Company's revenues, with various products sold to several divisions of Novartis accounting for approximately 12 percent of the Company's revenues. The loss of this customer would have a material adverse impact on the Company's business, financial condition and results of operations.

### **Manufacturing**

The Company's medical products and other components are produced at facilities in Arab, Alabama, St. Petersburg, Florida and Allen, Texas. The facilities in Arab and St. Petersburg both utilize plastic injection molding and specialized assembly as their primary manufacturing processes. The Company's other manufacturing processes consist of the assembly of standard and custom component parts and the testing of completed products.

The Company devotes significant attention to quality assurance. Its quality assurance measures begin with the suppliers which participate in the Company's supplier quality assurance program. It continues at the manufacturing level where many components are assembled in a "clean room" environment designed and maintained to reduce product exposure to particulate matter. Products are tested throughout the manufacturing process for adherence to specifications. Most finished products are then shipped to outside processors for sterilization by radiation or ethylene oxide gas. After sterilization, the products are quarantined and tested before they are shipped to customers.

Skills of assembly workers required for the manufacture of medical products are similar to those required in typical assembly operations. The Company currently employs workers with the skills necessary for its assembly operations and believes that additional workers with these skills are readily available in the areas where the Company's plants are located.

The Company's medical device operations are ISO13485:2003 certified and are subject to FDA jurisdiction. The Company's non-medical device operations are ISO9001-2000 certified.

### **Research and Development**

The Company believes that a well-targeted research and development program is an essential part of the Company's activities, and the Company is currently engaged in a number of research and development projects. The objective of the Company's program is to develop new products in the Company's current product lines, improve current products and develop new product lines. Recent major development projects include, but are not limited to, inflation devices for balloon catheter dilation, stent deployment, tissue displacement and fluid dispensing; inflation devices for orthopedic procedures; advanced contact lens disinfection systems; surgical devices used in open heart surgery; product-line expansion in ophthalmology; product-line expansion for MPS2 products; and the further integration of needle-free technology with fluid delivery products. The Company expects to incur additional research and development expenses in 2009 for various projects.

The Company's consolidated research and development expenditures for 2008, 2007 and 2006 were \$2,969,000, \$2,778,000, and \$2,794,000, respectively.

### **Availability of Raw Materials**

The principal raw materials that the Company uses in its products are polyethylene, polypropylene and polyvinyl chloride resins. The Company's ability to operate profitably is dependent, in large part, on the market for these resins. As these resins used by the Company are derived from petroleum and natural gas, prices fluctuate substantially as a result of changes in petroleum and natural gas prices, demand and the capacity of the companies that produce these products to meet market needs. Instability in the world markets for petroleum and natural gas could adversely affect the prices of the Company's raw materials and their general availability.

The Company subcontracts with various suppliers to provide the quantity of component parts necessary to assemble the Company's products. Almost all of these components are available from a number of different suppliers, although certain components are purchased from single sources that manufacture these components using the Company's toolings. The Company believes that there are satisfactory alternative sources for single-sourced components, although a sudden disruption in supply from one of these suppliers could adversely affect the Company's ability to deliver finished products on time. The Company owns the molds used for production of a majority of its components. Consequently, in the event of supply disruption, the Company would be able to fabricate its own components or subcontract with another supplier, albeit after a possible delay in the production process.

### **Patents and License Agreements**

The commercial success of the Company is dependent, in part, on its ability to continue to develop patentable products, to preserve its trade secrets and to operate without infringing or violating the proprietary rights of third parties. The Company currently has 392 active patents and patent applications pending on products that are either being sold or are in development. The Company pays royalties to outside parties for six patents. All of these patents and patents pending relate to current products being sold by the Company or to products in evaluation stages.

The Company has developed technical knowledge which, although non-patentable, is considered to be significant in enabling it to compete. However, the proprietary nature of such knowledge may be difficult to protect. The Company has entered into agreements with key employees prohibiting them from disclosing any confidential information or trade secrets of the Company. In addition, these agreements also provide that any inventions or discoveries relating to the business of the Company by these individuals will be assigned to the Company and become the Company's sole property.

The medical device industry is characterized by extensive intellectual property litigation, and companies in the medical products industry sometimes use intellectual property litigation to gain a competitive advantage. Intellectual property litigation, regardless of outcome, is often complex and expensive, and the outcome of this litigation is generally difficult to predict.

### **Competition**

Depending on the product and the nature of the project, the Company competes on the basis of its ability to provide engineering and design expertise, quality, service, product and price. As such, successful competitors must have technical strength, responsiveness and scale. The Company believes that its expertise and reputation for quality medical products have allowed it to compete favorably with respect to each such factor and to maintain long-term relationships with its customers.

However, in many of the Company's markets, the Company competes with numerous other companies in the sale of healthcare products. These markets are dominated by established manufacturers that have broader product lines, greater distribution capabilities, substantially greater capital resources and larger marketing, research and development staffs and facilities than those of the Company. Many of these competitors offer broader product lines within the specific product market and in the general field of medical devices and supplies. Broad product lines give many of the Company's cardiovascular and fluid delivery competitors the ability to negotiate exclusive, long-term medical device supply contracts and, consequently, the ability to offer comprehensive pricing of their competing products. By offering a broader product line in the general field of medical devices and supplies, competitors may also have a significant advantage in marketing competing products to group purchasing organizations, HMOs and other managed care organizations that are increasingly seeking to reduce costs through centralization of purchasing functions. Furthermore, innovations in surgical techniques or medical practices could have the effect of reducing or eliminating market demand for one or more of the Company's products. In addition, the Company's competitors may use price reductions to preserve market share in their product markets.



Depending on the product and the nature of the project, the Company competes in contract manufacturing on the basis of its ability to provide engineering and design expertise as well as on the basis of product and price. The Company frequently designs products for a customer or potential customer prior to entering into long-term development and manufacturing agreements with that customer. Because these products are somewhat limited in number and normally are only a component of the ultimate product sold by its customers, the Company is dependent on its ability to meet the requirements of those major healthcare companies and must continually be attentive to the need to manufacture such products at competitive prices and in compliance with strict manufacturing standards. The Company competes with a number of contract manufacturers of medical products. Most of these competitors are small companies that do not offer the breadth of services offered by the Company to its customers.

The Company also competes in the market for inflation devices used in marine and aviation equipment. The Company is the dominant provider in this market area.

## **Government Regulation**

### *Products*

The manufacture and sale of medical products are subject to regulation by numerous United States governmental authorities, principally the FDA, and corresponding foreign agencies. The research and development, manufacturing, promotion, marketing and distribution of medical products in the United States are governed by the Federal Food, Drug and Cosmetic Act and the regulations promulgated thereunder (“FDC Act and Regulations”). All manufacturers of medical devices must register with the FDA and list all medical devices manufactured by them. The list must be updated annually. The Company’s medical product subsidiaries and certain of their customers are subject to inspection by the FDA for compliance with such regulations and procedures and the Company’s medical products manufacturing facilities are subject to regulation by the FDA.

The FDA has traditionally pursued a rigorous enforcement program to ensure that regulated entities comply with the FDC Act and Regulations. A company not in compliance may face a variety of regulatory actions, including warning letters, product detentions, device alerts, mandatory recalls or field corrections, product seizures, total or partial suspension of production, injunctive actions or civil penalties and criminal prosecutions of the company or responsible employees, officers and directors. The Company and certain of its customers are subject to these inspections. The Company believes that it has met all FDA requirements.

Under the FDA’s requirements, if a manufacturer can establish that a newly-developed device is “substantially equivalent” to a legally marketed device, the manufacturer may seek marketing clearance from the FDA to market the device by filing a 510(k) premarket notification with the FDA. The 510(k) premarket notification must be supported by data establishing the claim of substantial equivalence to the satisfaction of the FDA. The process of obtaining a 510(k) clearance typically can take several months to a year or longer. If substantial equivalence cannot be established or if the FDA determines that the device requires a more rigorous review, the FDA will require that the manufacturer submit a premarket approval (“PMA”) that must be reviewed and approved by the FDA prior to marketing and sale of the device in the United States. The process of obtaining a PMA can be expensive, uncertain and lengthy, frequently requiring anywhere from one to several years from the date of FDA submission. Both a 510(k) and a PMA, if granted, may include significant limitations on the indicated uses for which a product may be marketed. FDA enforcement policy strictly prohibits the promotion of approved medical devices for unapproved uses. In addition, product approvals can be withdrawn for failure to comply with regulatory requirements or the occurrence of unforeseen problems following initial marketing. The Company believes that it is in compliance with the requirements mentioned above.

Certain aviation and marine safety products are also subject to regulation by the United States Coast Guard and the Federal Aviation Administration and similar organizations in foreign countries which regulate the safety of marine and aviation equipment.

### Third-Party Reimbursement and Cost Containment

In the United States, healthcare providers, including hospitals and physicians, that purchase medical products for treatment of their patients generally rely on third-party payors, principally federal Medicare, state Medicaid and private health insurance plans, to reimburse all or a part of the costs and fees associated with the procedures performed using these products.

Reimbursement systems in international markets vary significantly by country and by region within some countries, and reimbursement approvals must be obtained on a country-by-country basis. Many international markets have government-managed healthcare systems that control reimbursement for new products and procedures. In most markets, there are private insurance systems as well as government-managed systems. Market acceptance of the Company's products in international markets depends, in part, on the availability and level of reimbursement.

Medicare and Medicaid reimbursement for hospitals is generally based on a fixed amount for admitting a patient with a specific diagnosis. Because of this fixed reimbursement method, hospitals may seek to use less costly methods in treating Medicare and Medicaid patients. Frequently, reimbursement is reduced to reflect the availability of a new procedure or technique, and as a result hospitals are generally willing to implement new cost saving technologies before these downward adjustments take effect. Likewise, because the rate of reimbursement for physicians who perform certain procedures has been and may in the future be reduced, physicians may seek greater cost efficiency in treatment to minimize any negative impact of reduced reimbursement. Third-party payors may challenge the prices charged for medical products and services and may deny reimbursement if they determine that a device was not used in accordance with cost-effective treatment methods as determined by the payor, was experimental or was used for an unapproved application.

The Company anticipates that Congress, state legislatures and the private sector will continue to review and assess alternative healthcare delivery and payment systems. Potential approaches that have been considered include mandated basic healthcare benefits, controls on healthcare spending through limitations on the growth of private health insurance premiums and Medicare and Medicaid spending, the creation of large insurance purchasing groups, price controls and other fundamental changes to the healthcare delivery system. The Company cannot predict what impact the adoption of any federal or state healthcare reform measures, future private sector reform or market forces may have on its business.

### **Product Liability and Insurance**

The design, manufacture and marketing of products of the types the Company produces entail an inherent risk of product liability claims. A problem with one of the Company's products could result in product liability claims or a recall of, or safety alert or advisory notice relating to, the product. The Company has product liability insurance in amounts that the Company deems appropriate.

### **Advisory Board**

Several physicians and perfusionists with substantial expertise in the field of myocardial protection serve as Clinical Advisors for the Company. These Clinical Advisors have assisted in the identification of the market need for myocardial protection systems and the subsequent design and development of the Company's MPS2 and its predecessor. Members of the Company's management and scientific and technical staff from time to time consult with these Clinical Advisors to better understand the technical and clinical requirements of the cardiovascular surgical team and product functionality needed to meet those requirements. The Company anticipates that these Clinical Advisors will play a similar role with respect to other products and may assist the Company in educating other physicians in the use of the MPS2 and related products.

Certain of the Clinical Advisors are employed by academic institutions and may have commitments to, or consulting or advisory agreements with, other entities that may limit their availability to the Company. The Clinical Advisors may also serve as consultants to other medical device companies. The Clinical Advisors are not expected to devote more than a small portion of their time to the Company.

## **People**

At January 31, 2009, the Company had 485 full-time employees. Employee relations are good and there has been no work stoppage due to labor disagreements. None of the Company's employees is represented by any labor union.

## **Available Information**

The Company's website address is [www.atrioncorp.com](http://www.atrioncorp.com). The Company makes available free of charge through its website its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and amendments to these reports, as soon as reasonably practicable after they are filed with or furnished to the Securities and Exchange Commission ("SEC"). These filings are also available at [www.sec.gov](http://www.sec.gov).

## **ITEM 1A. RISK FACTORS**

In addition to the other information contained in this Form 10-K, the following risk factors should be considered carefully in evaluating our business. Our business, financial condition or results of operations could be materially adversely affected by any of these risks. Additional risks and uncertainties that we do not currently know about or that we currently believe are immaterial, or that we have not predicted, may also harm our business operations or adversely affect us.

- **Our business is dependent on the price and availability of resins and our ability to pass on resin price increases to our customers.**

The principal raw materials that we use in our products are polyethylene, polypropylene and polyvinyl chloride resins. Our ability to operate profitably is dependent, in large part, on the market for these resins. The resins used by us are derived from petroleum and natural gas; therefore, prices fluctuate substantially as a result of changes in petroleum and natural gas prices, demand and the capacity of the companies that produce these products to meet market needs. Instability in the world markets for petroleum and natural gas could adversely affect the prices of our raw materials and their general availability.

Our ability to maintain profitability is heavily dependent upon our ability to pass through to our customers the full amount of any increase in raw material costs. If resin prices increase and we are not able to fully pass on the increases to our customers, our results of operations and our financial condition will be adversely affected.

- **The loss of a key supplier of raw materials could lead to increased costs and lower profit margins.**

The loss of a key supplier would force us to purchase raw materials in the open market, which may be at higher prices, until we could secure another source and such higher prices may not allow us to remain competitive. If we are unable to obtain raw materials in sufficient quantities, we may not be able to manufacture our products. Even if we were able to replace one of our raw material suppliers through another supply arrangement, there is no assurance that the terms that we enter into with such alternate supplier will be as favorable as the supply arrangements that we currently have.

- **A substantial portion of our customer relationships are open short-term purchase commitments and, as a result, many of our customers may unilaterally reduce the purchase of our products.**

A substantial portion of our customer relationships are based on open short-term purchase commitments. As a result, many of our customers may unilaterally reduce the purchase of our products with minimal notice or, in certain cases, terminate existing orders for which we may have incurred significant production costs. A loss of a major customer or a number of our smaller customers could materially adversely affect our financial condition and results of operations.

- **Product liability claims could adversely affect our financial condition and results of operations.**

We may be subject to product liability claims involving claims of personal injury or property damage. Our product liability insurance coverage may not be adequate to cover the cost of defense and the potential award in the event of a claim. Also, a well-publicized actual or perceived problem with one or more of our products could adversely affect our reputation and reduce the demand for our products.

- **Our success is dependent on our ability to develop patentable products, to preserve our trade secrets and operate without infringing or violating the proprietary rights of third parties.**

Others may challenge the validity of any patents issued to us, and we could encounter legal and financial difficulties in enforcing our patent rights against infringers. In addition, there can be no assurance that other technologies cannot or will not be developed or that patents will not be obtained by others which would render our patents less valuable or obsolete. Although we do not believe that patents are the sole determinant in the commercial success of our products, the loss of a significant percentage of our patents or of our patents relating to a specific major product line could have a material adverse effect on our business, financial condition and results of operations.

We have developed technical knowledge which, although non-patentable, we consider to be significant in enabling us to compete. However, the proprietary nature of such knowledge may be difficult to protect.

The medical device industry is characterized by extensive intellectual property litigation, and companies in the medical products industry sometimes use intellectual property litigation to gain a competitive advantage. Intellectual property litigation, regardless of outcome, is often complex and expensive, and the outcome of this litigation is generally difficult to predict. An adverse determination in any such proceeding could subject us to significant liabilities to third parties or require us to seek licenses from third parties or pay royalties that may be substantial. Furthermore, there can be no assurance that necessary licenses would be available to us on satisfactory terms or at all. Accordingly, an adverse determination in a judicial or administrative proceeding or failure to obtain necessary licenses could prevent us from manufacturing or selling certain of our products, which could have a material adverse effect on our business, financial condition and results of operations.

- **International patent protection is uncertain.**

Patent law outside the United States is uncertain and is currently undergoing review and revision in many countries. Further, the laws of some foreign countries may not protect our

intellectual property rights to the same extent as United States laws. We may participate in opposition proceedings to determine the validity of our or our competitors' foreign patents, which could result in substantial costs and diversion of our efforts.

- **New lines of business or new products and services may subject us to additional risks.**

From time to time, we may implement new lines of business or offer new products and services within existing lines of business. There are substantial risks and uncertainties associated with these efforts, particularly in instances where the markets are not fully developed. In developing and marketing new lines of business or new products and services, we may invest significant time and resources. Initial timetables for the introduction and development of new lines of business and new products or services may not be achieved and price and profitability targets may not prove feasible. External factors, such as compliance with regulations, competitive alternatives, and shifting market preferences, may also impact the successful implementation of a new line of business or a new product or service. Furthermore, any new line of business or new product or service could have a significant impact on the effectiveness of our system of internal control. Failure to successfully manage these risks in the development and implementation of new lines of business or new products or services could have a material adverse effect on our business, results of operations and financial condition.

- **Some of our competitors have significantly greater resources than we do, and it may be difficult for us to compete against them.**

In many of our markets, we compete with numerous other companies that have substantially greater financial resources and engage in substantially more research and development activities than we do. Furthermore, innovations in surgical techniques or medical practices could have the effect of reducing or eliminating market demand for one or more of our products.

Some of the markets in which we compete are dominated by established manufacturers that have broader product lines, greater distribution capabilities, substantially larger marketing, research and development staffs and facilities than we do. Many of these competitors offer broader product lines within the specific product market and in the general field of medical devices and supplies. Broad product lines give many of our cardiovascular and fluid delivery competitors the ability to negotiate exclusive, long-term medical device supply contracts and, consequently, the ability to offer comprehensive pricing of their competing products. By offering a broader product line in the general field of medical devices and supplies, competitors may also have a significant advantage in marketing competing products to group purchasing organizations. In addition, our competitors may use price reductions to preserve market share in their product markets.

- **We are subject to substantial governmental regulation and our failure to comply with applicable governmental regulations could subject us to numerous penalties, any of which could adversely affect our business.**

We are subject to numerous governmental regulations relating to, among other things, our ability to sell our products, third-party reimbursement and Medicare and Medicaid fraud and abuse. If we do not comply with applicable governmental regulations, governmental authorities could do one or more of the following:

- impose fines and penalties on us;
- prevent us from manufacturing our products;
- bring civil or criminal charges against us;
- delay the introduction of our new products into the market;
- recall or seize our products;
- disrupt the manufacture or distribution of our products; or
- withdraw or deny approvals for our products.

Any one of these actions could materially adversely affect our revenues and profitability and harm our reputation.

- **We will be unable to sell our products if we fail to comply with manufacturing regulations.**

To manufacture our products commercially, we must comply with governmental manufacturing regulations that govern design controls, quality systems and documentation policies and procedures. The FDA and equivalent foreign governmental authorities periodically inspect our manufacturing facilities and the manufacturing facilities of our OEM medical device customers. If we or our OEM medical device customers fail to comply with these manufacturing regulations or fail any FDA inspections, marketing or distribution of our products may be prevented or delayed, which would negatively impact our business.

- **Our products are subject to product recalls even after receiving regulatory clearance or approval, and any such recalls would negatively affect our financial performance and could harm our reputation.**

Any of our products may be found to have significant deficiencies or defects in design or manufacture. The FDA and similar governmental authorities in other countries have the authority to require the recall of any such defective product. A government-mandated or voluntary recall could occur as a result of component failures, manufacturing errors or design defects. We do not maintain insurance to cover losses incurred as a result of product recalls. Any product recall would divert managerial and financial resources and negatively affect our financial performance, and could harm our reputation with customers and end-users.

- **We may not receive regulatory approvals for new product candidates or approvals may be delayed.**

Regulation by governmental authorities in the United States and foreign countries is a significant factor in the development, manufacture and marketing of our proposed products and in our ongoing research and product development activities. Any failure to receive the regulatory approvals necessary to commercialize our product candidates, or the subsequent withdrawal of any such approvals, would harm our business. The process of obtaining these approvals and the subsequent compliance with federal and state statutes and regulations require spending substantial time and financial resources. If we fail to obtain or maintain, or encounter delays in obtaining or maintaining, regulatory approvals, it could adversely affect the marketing of any products we develop, our ability to receive product revenues, and our liquidity and capital resources.

- **We rely on technology to operate our business and any failure of these systems could harm our business.**

We rely heavily on communications and information systems to conduct our business, enhance customer service and increase employee productivity. Any failure, interruption or breach in security of these systems could result in failures or disruptions in our customer relationship management, general ledger, inventory, manufacturing and other systems. There is no assurance that any such failures, interruptions or security breaches will not occur or, if they do occur, that they will be adequately addressed by our policies and procedures that are intended to safeguard our systems. The occurrence of any failures, interruptions or security breaches of our information systems could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny, and expose us to civil litigation and possible financial liability, any of which could have a material adverse effect on our financial condition and results of operations.

- **We sell many of our products to healthcare providers that rely on Medicare, Medicaid and private health insurance plans to reimburse the costs associated with the procedures performed using our products and these third party payors may deny reimbursement for use of our products.**

We are dependent, in part, upon the ability of healthcare providers to obtain satisfactory reimbursement from third-party payors for medical procedures in which our products are used. Third-party payors may deny reimbursement if they determine that a prescribed product has not received appropriate regulatory clearances or approvals, is not used in accordance with cost-effective treatment methods as determined by the payor, or is experimental, unnecessary or inappropriate. Failure by hospitals and other users of our products to obtain reimbursement from third-party payors, or adverse changes in government and private third-party payors' policies toward reimbursement for procedures utilizing our products, could have a material adverse effect on the Company's business, financial condition and results of operations. Major third-party payors for medical services in the United States and other countries continue to work to contain healthcare costs. The introduction of cost containment incentives, combined with closer scrutiny of healthcare expenditures by both private health insurers and employers, has resulted in increased discounts and contractual adjustments to charges for services performed. Further implementation of legislative or administrative reforms to the United States or international reimbursement systems in a manner that significantly reduces reimbursement for procedures using our products or denies coverage for such procedures may result in hospitals or physicians substituting lower cost products or other therapies for our products which, in turn, would have an adverse effect on our business, financial condition and results of operations.

- **We may not be able to attract and retain skilled people.**

Our success depends, in large part, on our ability to attract and retain key people. Competition for the best people in most activities we engage in can be intense and we may not be able to hire qualified people or to retain them. The unexpected loss of services of one or more of our key personnel could have a material adverse impact on our business because of their skills, knowledge of our market, years of industry experience and the difficulty of promptly finding qualified replacement personnel.

- **Severe weather, natural disasters, acts of war or terrorism or other external events could significantly impact our business.**

We currently conduct all our development, manufacturing and management at three locations. Severe weather, natural disasters, acts of war or terrorism and other adverse external events at any one or more of these locations could have a significant impact on our ability to conduct business. Our disaster recovery policies and procedures may not be effective and the occurrence of any such event could have a material adverse effect on our business, which, in turn, could have a material adverse effect on our financial condition and results of operations. The insurance we maintain may not be adequate to cover our losses.

- **Our stock price can be volatile.**

Stock price volatility may make it more difficult for our stockholders to sell their common stock when they want and at prices they find attractive. Our stock price can fluctuate significantly in response to a variety of factors including, among other things:

- actual or anticipated variations in quarterly results of operations;
- recommendations by securities analysts;
- operating and stock price performance of other companies that investors deem comparable to the Company;
- perceptions in the marketplace regarding the Company and our competitors;
- new technology used, or services offered, by competitors;
- trading by funds with high-turnover practices or strategies;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or our competitors;
- failure to integrate acquisitions or realize anticipated benefits from acquisitions;
- changes in government regulations; and
- geopolitical conditions such as acts or threats of terrorism or military conflicts.

General market fluctuations, industry factors and general economic and political conditions and events, such as economic slowdowns or recessions, interest rate changes or credit loss trends, could also cause our stock price to decrease regardless of operating results.



- **Our sales and operations are subject to the risks of doing business internationally.**

We are increasing our presence in international markets, which subjects us to many risks, such as:

- economic problems that disrupt foreign healthcare payment systems;
- the imposition of governmental controls;
- less favorable intellectual property or other applicable laws;
- the inability to obtain any necessary foreign regulatory or pricing approvals of products in a timely manner;
- changes in tax laws and tariffs; and
- longer payment cycles.

Our operations and marketing practices are also subject to regulation and scrutiny by the governments of the other countries in which we operate. In addition, the Foreign Corrupt Practices Act, or FCPA, prohibits United States companies and their representatives from offering, promising, authorizing or making payments to foreign officials for the purpose of obtaining or retaining business abroad. In certain countries, the healthcare professionals we regularly interact with may meet the definition of a foreign official for purposes of the FCPA. Additionally, we are subject to other United States laws in our international operations. Failure to comply with domestic or foreign laws could result in various adverse consequences, including possible delay in approval or refusal to approve a product, recalls, seizures, withdrawal of an approved product from the market, and/or the imposition of civil or criminal sanctions.

- **We may experience fluctuations in our quarterly operating results.**

We have historically experienced, and may continue to experience, fluctuations in our quarterly operating results. These fluctuations are due to a number of factors, many of which are outside our control, and may result in volatility of our stock price. Future operating results will depend on many factors, including:

- demand for our products;
- pricing decisions, and those of our competitors, including decisions to increase or decrease prices;
- regulatory approvals for our products;
- timing and levels of spending for research and development; sales and marketing;
- timing and market acceptance of new product introductions by us or our competitors;
- development or expansion of business infrastructure in new clinical and geographic markets;
- tax rates in the jurisdictions in which we operate;
- shipping delays or interruptions;
- customer credit holds;
- timing and recognition of certain research and development milestones and license fees; and
- ability to control our costs

- **Political and economic conditions could materially and adversely affect our revenue and results of operations.**

Our business may be affected by a number of factors that are beyond our control such as general geopolitical economic and business conditions, conditions in the financial markets, and changes in the overall demand for our products. A severe or prolonged economic downturn could adversely affect our customers' financial condition and the levels of business activity of our customers. Uncertainty about current global economic conditions could cause businesses to postpone spending in response to tighter credit, negative financial news or declines in income or asset values, which could have a material negative effect on the demand for our products.

The current economic crisis affecting the banking system and financial markets and the current uncertainty in global economic conditions have resulted in a tightening in the credit markets, a low level of liquidity in many financial markets, and extreme volatility in credit, equity, currency and fixed income markets. There could be a number of follow-on effects from these economic developments and negative economic trends on our business, including the inability of our customers to obtain credit to purchase our products; customer insolvencies; decreased customer confidence to make purchasing decisions; decreased customer demand; and decreased customer ability to pay their trade obligations.

If conditions in the global economy, United States economy or other key vertical or geographic markets remain uncertain or weaken further, such conditions could have a material adverse impact on our business, operating results and financial condition. In addition, if we are unable to successfully anticipate changing economic and political conditions, we may be unable to effectively plan for and respond to those changes, which could materially adversely affect our business and results of operations.

- **If we fail to manage our exposure to financial and securities market risk successfully, our operating results could be adversely impacted.**

We are exposed to financial market risks, including changes in interest rates, credit markets and prices of marketable equity and fixed-income securities. We do not use derivative financial instruments for speculative or trading purposes.

The primary objective of most of our investment activities is to preserve principal and maintain adequate liquidity while at the same time maximizing yields without significantly increasing risk. To achieve this objective, our marketable investments are primarily investment grade, liquid, fixed-income securities and money market instruments denominated in United States dollars. The Company's cash-equivalents and short-term investments may be subject to adverse changes in market value.

- **Any losses we incur as a result of our exposure to the credit risk of our customers could harm our results of operations.**

We monitor individual customer payment capability in granting credit arrangements, seek to limit credit to amounts we believe the customers can pay, and maintain reserves we believe are adequate to cover exposure for doubtful accounts. As we have grown our revenue and customer base, our exposure to credit risk has increased. Any material losses as a result of customer defaults could harm and have an adverse effect on our business, operating results and financial condition.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 2. PROPERTIES**

The Company is headquartered in Allen, Texas, and maintains operating facilities at that location (108,000 square feet on 19 acres) as well as in Arab, Alabama (112,000 square feet on 67 acres), and St. Petersburg, Florida (178,000 square feet on 11 acres). Each facility houses administrative, engineering, manufacturing, and warehousing operations. All operating facilities are Company owned.

The Company owns and maintains a 22-mile high-pressure steel pipeline that transports gaseous oxygen between Decatur and Courtland, Alabama.

**ITEM 3. LEGAL PROCEEDINGS**

The Company has no pending legal proceedings of the type described in Item 103 of Regulation S-K.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

During the fourth quarter of 2008, no matters were submitted to a vote of security holders.

**Executive Officers of the Company**

<u>Name</u>	<u>Age</u>	<u>Title</u>
Emile A. Battat	70	Chairman and Chief Executive Officer of the Company and Chairman or President of all subsidiaries
David A. Battat	39	President and Chief Operating Officer of the Company and President of Halkey-Roberts Corporation ("Halkey-Roberts"), a Company subsidiary
Jeffery Strickland	50	Vice President and Chief Financial Officer, Secretary and Treasurer of the Company and Vice President or Secretary-Treasurer of all subsidiaries

Messrs. Emile Battat and Strickland currently serve as officers of the Company and all subsidiaries. Mr. David Battat currently serves as an officer of the Company and Halkey-Roberts. The officers of the Company and its subsidiaries are elected annually by the respective Boards of Directors of the Company and its subsidiaries at the first meeting of such Boards of Directors held after the annual meetings of stockholders of such entities. Accordingly, the terms of office of the current officers of the Company and its subsidiaries will expire at the time such meetings of the Boards of Directors of the Company and its subsidiaries are held, which is anticipated to be in May 2009.

There are no arrangements or understandings between any officer and any other person pursuant to which the officer was elected. There are no family relationships between any of the executive officers or directors except that Mr. David Battat is the son of Mr. Emile Battat.

There have been no events under any bankruptcy act, no criminal proceedings and no judgments or injunctions material to the evaluation of the ability and integrity of any executive officers during the past five years.

### **Brief Account of Business Experience During the Past Five Years**

Mr. Emile Battat has been a director of the Company since 1987 and has served as Chairman of the Board of the Company since January 1998. He has served as Chief Executive Officer of the Company and as Chairman or President of all subsidiaries since October 1998 and as President of the Company from October 1998 until May 2007.

Mr. David Battat has been President and Chief Operating Officer of the Company since May 2007. He has served as President of Halkey-Roberts since January 2006 and served from February 2005 through December 2005 as Halkey-Roberts' Vice President - Business Development and General Counsel. From 2002 through 2004, Mr. David Battat was engaged in the private practice of law.

Mr. Strickland has served as Vice President and Chief Financial Officer, Secretary and Treasurer of the Company since February 1, 1997 and has served as Vice President or Secretary-Treasurer for all the Company's subsidiaries since January 1997. Mr. Strickland was employed by the Company or its subsidiaries in various other positions from September 1983 through January 1997.

## **PART II**

### **ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER REPURCHASES OF EQUITY SECURITIES**

The Company's common stock is traded on the NASDAQ Global Select Market (Symbol ATRI). As of February 17, 2009, the Company had approximately 2,900 stockholders, including beneficial owners holding shares in nominee or "street name." The high and low sales prices as reported by NASDAQ for each quarter of 2007 and 2008 are shown below.

<b>Year Ended</b>		<b>High</b>	<b>Low</b>
<b>December 31, 2007:</b>			
First Quarter	\$	95.84	\$ 78.25
Second Quarter	\$	98.79	\$ 86.34
Third Quarter	\$	125.04	\$ 95.05
Fourth Quarter	\$	128.20	\$ 107.41
<b>Year Ended</b>			
<b>December 31, 2008:</b>			
First Quarter	\$	133.88	\$ 95.77
Second Quarter	\$	116.75	\$ 93.41
Third Quarter	\$	118.00	\$ 80.21
Fourth Quarter	\$	111.00	\$ 63.00

The Company pays regular quarterly cash dividends on the Company's common stock. The Company has increased its quarterly cash dividend payments in September of each of the past three years. The quarterly dividend was increased from \$.17 per share to \$.20 per share in September of 2006, to \$.24 per share in September of 2007 and to \$.30 per share in September of 2008. The Company paid quarterly dividends totaling \$2.1 million to its stockholders in 2008.

The following table provides certain information about securities authorized for issuance under the Company's equity compensation plans as of December 31, 2008:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	99,000	\$51.96 <sup>(2)</sup>	38,417 <sup>(1)</sup>
Equity compensation plans not approved by security holders	-	-	1,950 <sup>(3)</sup>
<b>Total</b>	<b>99,000</b>	<b>\$51.96<sup>(2)</sup></b>	<b>40,367</b>

(1) Consists of shares of the Company's common stock authorized for issuance under (i) the Company's 1997 Stock Incentive Plan, which provides for the grant of nonqualified stock options, incentive stock options, stock appreciation rights, restricted stock and performance shares and (ii) the Company's 2006 Equity Incentive Plan which provides for the grant to key employees and consultants of incentive and nonqualified stock options, restricted stock, restricted stock units ("RSUs"), deferred stock units ("DSUs"), stock appreciation rights and performance shares. The number of shares available for issuance under both plans is subject to equitable adjustment by the Compensation Committee of the Board of Directors in the event of any change in the Company's capitalization, including, without limitation, a stock dividend or stock split.

(2) The DSUs and RSUs are excluded from the calculation of the weighted average exercise price.

(3) Consists of shares of the Company's common stock authorized for issuance upon settlement of DSUs under the Company's Deferred Compensation Plan for Non-Employee Directors.

The Company has a Common Share Purchase Rights Plan, which is intended to protect the interests of stockholders in the event of a hostile attempt to take over the Company. The rights, which are not presently exercisable and do not have any voting powers, represent the right of the Company's stockholders to purchase at a substantial discount, upon the occurrence of certain events, shares of common stock of the Company or of an acquiring company involved in a business combination with the Company. This plan, which was adopted in August of 2006, expires in August of 2016.

During the year ended December 31, 2008, the Company did not sell any equity securities that were not registered under the Securities Act of 1933, and during the fourth quarter of 2008 did not repurchase any of its equity securities.

**ITEM 6. SELECTED FINANCIAL DATA****Selected Financial Data**

(In thousands, except per share amounts)

	2008	2007	2006	2005	2004
<b>Operating Results for the Year ended December 31,</b>					
Revenues	\$ 95,895	\$ 88,540	\$ 81,020	\$ 72,089	\$ 66,081
Operating income	22,973	20,195(a)	14,338	12,698	8,596
Income from continuing operations	15,667	14,006(a)	10,600	8,793	6,305
Net income	15,667	14,006(a)	10,765	8,958	6,470
Depreciation and amortization	6,353	5,534	5,005	5,389	4,830
<b>Per Share Data:</b>					
Income from continuing operations, per diluted share	7.82	7.06(a)	5.43	4.57	3.41
Net income per diluted share	7.82	7.06(a)	5.51	4.66	3.50
Cash dividends per common share	1.08	.88	.74	.62	.52
Average diluted shares outstanding	2,004	1,985	1,953	1,924	1,850
<b>Financial Position at December 31,</b>					
Total assets	115,353	99,313	95,772	78,470	67,408
Long-term debt	-	-	11,399	2,529	2,936

(a) Included two special items that, when combined, added \$1.1 million to operating income, \$695,000 to net income and \$0.35 to net income per diluted share.

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****Overview**

The Company designs, develops, manufactures, sells and distributes products and components, primarily for the medical and healthcare industry. The Company markets components to other equipment manufacturers for incorporation in their products and sells finished devices to physicians, hospitals, clinics and other treatment centers. The Company's medical products primarily serve the fluid delivery, cardiovascular, and ophthalmology markets. The Company's other medical and non-medical products include instrumentation and disposables used in dialysis, contract manufacturing and valves and inflation devices used in marine and aviation safety products. In 2008 approximately 35 percent of the Company's sales were outside the United States.

The Company's products are used in a wide variety of applications by numerous customers. The Company encounters competition in all of its markets and competes primarily on the basis of product quality, price, engineering, customer service and delivery time.

The Company's strategy is to provide a broad selection of products in the areas of its expertise. Research and development efforts are focused on improving current products and developing highly-engineered products that meet customer needs in niche markets that are large enough to provide meaningful increases in sales for the Company. Proposed new products may be subject to regulatory clearance or approval prior to commercialization and the time period for introducing a new product to the marketplace can be unpredictable. The Company also focuses on controlling costs by investing in modern manufacturing technologies and controlling purchasing processes. The Company has been successful in consistently generating cash from operations and has used that cash to reduce indebtedness, to fund capital expenditures, to make investment purchases, to repurchase stock and to pay dividends.

The Company's strategic objective is to further enhance its position in its served markets by:

- Focusing on customer needs;
- Expanding existing product lines and developing new products;
- Maintaining a culture of controlling cost; and
- Preserving and fostering a collaborative, entrepreneurial management structure.

For the year ended December 31, 2008, the Company reported revenues of \$95.9 million, operating income of \$23.0 million and net income of \$15.7 million, up 8 percent, 14 percent and 12 percent, respectively, from 2007.

### Results of Operations

The Company's net income was \$15.7 million, or \$8.03 per basic and \$7.82 per diluted share, in 2008, compared to net income of \$14.0 million, or \$7.42 per basic and \$7.06 per diluted share, in 2007 and \$10.8 million, or \$5.82 per basic and \$5.51 per diluted share, in 2006. The 2007 results included a special net benefit of \$695,000, or \$0.35 per diluted share, attributable to a favorable dispute resolution offset partially by certain initial costs related to the termination of the Company's defined benefit pension plans, as described below. Revenues were \$95.9 million in 2008, compared with \$88.5 million in 2007 and \$81.0 million in 2006. The 8 percent revenue increase in 2008 over 2007 and the 9 percent revenue increase in 2007 over 2006 were generally attributable to higher sales volumes.

Annual revenues by product lines were as follows (in thousands):

	<u>2008</u>	<u>2007</u>	<u>2006</u>
Fluid Delivery	\$ 32,209	\$ 28,745	\$ 25,809
Cardiovascular	29,263	23,577	23,290
Ophthalmology	15,192	17,614	13,744
Other	19,231	18,604	18,177
Total	<u>\$ 95,895</u>	<u>\$ 88,540</u>	<u>\$ 81,020</u>

The Company's cost of goods sold was \$53.3 million in 2008, compared with \$50.8 million in 2007 and \$48.6 million in 2006. Increased sales volume, increased material costs, and increased manufacturing overhead costs were the primary contributors to the 5 percent increase in cost of goods sold for 2008 over 2007. The 5 percent increase in cost of goods sold for 2007 over 2006 was primarily related to increased sales volume, increased material costs and increased manufacturing overhead costs.

Gross profit in 2008 increased \$4.7 million to \$42.5 million, compared with \$37.8 million in 2007 and \$32.4 million in 2006. The Company's gross profit was 44 percent of revenues in 2008, 43 percent of revenues in 2007 and 40 percent of revenues in 2006. The increase in gross profit percentage in 2008 from the prior year was primarily due to improvements in manufacturing efficiencies.

Operating expenses were \$19.6 million in 2008, compared with \$17.6 million in 2007 and \$18.1 million in 2006. The increase in operating expenses in 2008 from 2007 was primarily due to the recordation in 2007 of a special \$1.4 million benefit, net of expenses, related to a dispute settlement. This benefit was reflected in 2007 as a decrease in operating expenses. Additionally, increases in general and administrative (“G&A”) expenses and research and development (“R&D”) expenses were partially offset by decreases in selling (“Selling”) expenses. In 2008, G&A expenses increased \$496,000 primarily related to compensation costs. G&A expenses consist primarily of salaries and other related expenses of administrative, executive and financial personnel and outside professional fees. R&D expenses increased \$191,000 in 2008 as compared to 2007 primarily related to increased compensation costs and increased outside services. R&D expenses consist primarily of salaries and other related expenses of the research and development personnel as well as costs associated with regulatory matters. In 2008, Selling expenses decreased \$85,000 primarily related to decreased outside services, advertising and promotional expenses partially offset by increased travel expenses. Selling expenses consist primarily of salaries, commissions and other related expenses for sales and marketing personnel, marketing, advertising and promotional expenses.

The decrease in operating expenses in 2007 from 2006 was primarily related to the special item described above, partially offset by increases in selling and general and administrative expenses. Selling expenses increased \$286,000 in 2007, primarily as a result of increased outside services, promotion and advertising expenses. In 2007, G&A expenses increased \$592,000, primarily attributable to a \$329,000 charge related to the termination of certain pension plans, increased compensation and benefit costs partially offset by lower costs for outside services.

The Company’s operating income for 2008 was \$23.0 million, compared with \$20.2 million in 2007 and \$14.3 million in 2006. The increase in gross profit partially offset by the increase in operating expenses was the major contributor to the 13.9 percent operating income improvement in 2008. The increase in gross profit and the decrease in operating expenses described above were the major contributors to the operating income improvement in 2007.

The Company’s interest income for 2008 was \$299,000 compared with \$57,000 in 2007 and \$91,000 in 2006. The increase in 2008 was primarily related to the increased level of investments during 2008.

Interest expense was \$10,000 in 2008 compared to \$251,000 in 2007 and \$253,000 in 2006. The decrease in 2008 was primarily the result of reduced borrowing levels. The decrease in 2007 was primarily related to lower interest rates and reduced borrowing levels. Interest of \$326,000 was capitalized in 2006 during the construction of the new facility for Halkey-Roberts.

Income tax expense in 2008 totaled \$7.6 million, compared with \$6.0 million in 2007 and \$3.6 million in 2006. The effective tax rates for 2008, 2007 and 2006 were 32.7 percent, 30.0 percent and 25.2 percent, respectively. Benefits from tax incentives for domestic production, exports and R&D expenditures totaled \$896,000 in 2008, \$1.0 million in 2007 and \$1.6 million in 2006. Expenses from changes in uncertain tax positions totaled \$218,000 in 2008. Benefits from changes in uncertain tax positions totaled \$168,000 in 2007. The lower effective tax rate in 2006 was primarily a result of a review and documentation of the Company’s R&D tax credits for 2005 and prior-year tax returns which indicated that the Company was entitled to higher credits than had been claimed. The Company expects the effective tax rate for 2009 to be approximately 33.0 percent.

Over the past ten years, the Company has achieved meaningful annual increases in operating revenues, operating income, net income from continuing operations and diluted earnings per share from continuing operations. During this ten-year period, the Company has been able to achieve this growth even during declines in economic activity. The United States and world economies have recently been deteriorating at an unprecedented pace. This resulting decline in global demand makes it difficult to make accurate predictions for 2009 results. The Company hopes to achieve at least modest growth in 2009, but is unable to predict at what level.



## **Discontinued Operations**

During 2006, the Company recorded a gain of \$165,000 after tax, on the disposal of discontinued operations related to the 1997 sale of its natural gas operations. This gain represented \$.09 per basic share in 2006 and \$.08 per diluted share in 2006. This amount is net of income tax expense of \$85,000. Under the terms of the 1997 agreement, the Company received a contingent deferred payment of \$250,000, before-tax, from the purchaser in April 2006. No payments were due under this agreement after 2006.

## **Liquidity and Capital Resources**

The Company has a \$25.0 million revolving credit facility (the "Credit Facility") with a money center bank to be utilized for the funding of operations and for major capital projects or acquisitions, subject to certain limitations and restrictions (see Note 5 of Notes to Consolidated Financial Statements). Borrowings under the Credit Facility bear interest that is payable monthly at 30-day, 60-day or 90-day LIBOR, as selected by the Company, plus one percent. The Company had no outstanding borrowings under its Credit Facility at December 31, 2008 or at December 31, 2007. The Credit Facility, which expires November 12, 2012, and may be extended under certain circumstances, contains various restrictive covenants, none of which is expected to impact the Company's liquidity or capital resources. At December 31, 2008, the Company was in compliance with all financial covenants and had \$25.0 million available for borrowing under the Credit Facility. The Company believes that the bank providing the Credit Facility is highly-rated and that the entire \$25.0 million under the Credit Facility is currently available to the Company. If that bank were unable to provide such funds, the Company does not expect such inability to impact the Company's ability to fund operations.

At December 31, 2008, the Company had cash and cash equivalents of \$12.1 million compared with \$3.5 million at December 31, 2007. The Company had short-term investments of \$4.7 million at December 31, 2008.

Cash flows from continuing operations of \$19.5 million in 2008 were primarily comprised of net income plus the net effect of non-cash expenses offset by net changes in working capital items. Accounts receivable and inventories were the primary contributors to the net change in working capital items. The change in inventories was related to increased stocking levels necessary to support current operations. In addition, in mid-2008 the Company began a program to purchase critical raw material in large volumes to hedge against future price increases and take advantage of volume discounts. Given the dramatic change in the economics for raw material, advance purchasing to hedge against price increase was discontinued in the fall of 2008. The increase in accounts receivable was primarily related to increased revenues in 2008 as compared with the same period in 2007. However, the Company did not experience a significant change in the number of day's sales outstanding or inventory turns. Cash provided by operating activities consisted primarily of net income adjusted for certain non-cash items and changes in working capital items. Non-cash items included depreciation and amortization and deferred income taxes. Working capital items consisted primarily of accounts receivable, short-term investments, accounts payable, inventories and other current assets and other current liabilities.

At December 31, 2008, the Company had working capital of \$42.9 million, including \$12.1 million in cash and cash equivalents and \$4.7 million in short-term investments. The \$17.2 million increase in working capital during 2008 was primarily related to increases in cash and cash equivalents, short-term investments, accounts receivable and inventories. The increase in cash and short-term investments was primarily related to amounts generated from operations. The increase in accounts receivable and inventory were described above.

Capital expenditures for property, plant and equipment totaled \$5.4 million in 2008, compared with \$7.9 million in 2007 and \$20.9 million in 2006. The \$5.4 million expended in 2008 and the \$7.9 million expended in 2007 were primarily for the addition of machinery and equipment. Of the \$20.9 million expended for the addition of property, plant and equipment during 2006, the Company expended \$15.5 million toward the construction of the new St. Petersburg facility for its Halkey-Roberts operation. The Company completed the construction of its St. Petersburg facility and moved Halkey-Roberts operations into the new facility during the third quarter of 2006. The total cost of the new facility was \$20.0 million and the cost of the land was \$3.8 million. The Company expects 2009 capital expenditures, primarily machinery and equipment, to increase slightly over the average of the levels expended during each of the past two years.

The Company decreased its outstanding borrowings under the Credit Facility by \$11.4 million in 2007. During 2006, the Company increased its outstanding borrowings under the Credit Facility by \$8.9 million and repurchased 24,000 shares of its common stock for approximately \$1.6 million.

The Company paid dividends totaling \$2.1 million, \$1.7 million and \$1.4 million during 2008, 2007 and 2006, respectively. The Company expects to fund future dividend payments with cash flows from operations.

The table below summarizes debt, lease and other contractual obligations outstanding at December 31, 2008:

Contractual Obligations	Payments due by period			
	Total	2009	2010 - 2011	2012 and thereafter
	(In thousands)			
Purchase Obligations	\$ 7,770	\$ 7,644	\$ 95	\$ 31
Total	\$ 7,770	\$ 7,644	\$ 95	\$ 31

In the current credit and financial markets, many companies are finding it difficult to gain access to capital resources. In spite of the current economic conditions, the Company believes that its \$16.7 million in cash, cash equivalents and short-term investments, cash flows from operations and available borrowings of up to \$25.0 million under the Company's Credit Facility will be sufficient to fund the Company's cash requirements for at least the foreseeable future. The Company believes that its strong financial position would allow it to access equity or debt financing should that be necessary. The Company believes that its capital resources should not be materially impacted by the current economic crisis. Additionally, the Company believes that its cash and cash equivalents and short-term investments will continue to increase in 2009.

#### Off Balance Sheet Arrangements

The Company has no off-balance sheet financing arrangements.

#### Impact of Inflation

The Company experiences the effects of inflation primarily in the prices it pays for labor, materials and services. Over the last three years, the Company has experienced the effects of moderate inflation in these costs. At times, the Company has been able to offset a portion of these increased costs by increasing the sales prices of its products. However, competitive pressures have not allowed for full recovery of these cost increases.

## **New Accounting Pronouncements**

In September 2006, the Financial Accounting Standards Board (“FASB”) issued SFAS No. 157, *Fair Value Measurements* (“SFAS 157”). SFAS 157 defines fair value, establishes a framework for measuring fair value and expands fair value measurement disclosures. In February 2008, the FASB issued FASB Staff Position (“FSP”) FAS 157-2, *Effective Date of FASB Statement No. 157* (“FSP FAS 157-2”). The FSP defers the effective date of SFAS 157 to fiscal years beginning after November 15, 2008 for nonfinancial assets and nonfinancial liabilities except for items that are recognized or disclosed at fair value on a recurring basis at least annually and amends the scope of SFAS 157. The Company adopted SFAS 157 in 2008 except for those items specifically deferred under FSP FAS 157-2. The Company is currently evaluating the impact of the full adoption of SFAS 157 on its consolidated financial statements. The Company believes that SFAS 157 will not result in a material impact on its consolidated financial statements upon adoption.

In December 2007, the FASB issued SFAS No. 141(R), *Business Combinations* (“SFAS 141R”). SFAS 141R amends accounting and reporting standards associated with business combinations and requires the acquiring entity to recognize the assets acquired, liabilities assumed and noncontrolling interests in the acquired entity at the date of acquisition at their fair values. In addition, SFAS 141R requires that direct costs associated with an acquisition be expensed as incurred and sets forth various other changes in accounting and reporting related to business combinations. SFAS 141R applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. An entity may not apply SFAS 141R before that date. The Company will apply SFAS 141R to any acquisition after the date of adoption.

In April 2008, the FASB issued FSP FAS 142-3, *Determination of the Useful Life of Intangible Assets* (“FSP FAS 142-3”), to provide guidance for determining the useful life of recognized intangible assets and to improve consistency between the period of expected cash flows used to measure the fair value of a recognized intangible asset and the useful life of the intangible asset as determined under FASB Statement 142, *Goodwill and Other Intangible Assets* (“FAS 142”). The FSP requires that an entity consider its own historical experience in renewing or extending similar arrangements. However, the entity must adjust that experience based on entity-specific factors under FAS 142. FSP FAS 142-3 is effective for fiscal years and interim periods that begin after November 15, 2008. The Company intends to adopt FSP FAS 142-3 effective January 1, 2009 and to apply its provisions prospectively to recognized intangible assets acquired after that date.

From time to time, new accounting pronouncements applicable to the Company are issued by the FASB or other standards setting bodies, which the Company will adopt as of the specified effective date. Unless otherwise discussed, the Company believes the impact of recently issued standards that are not yet effective will not have a material impact on its consolidated financial statements upon adoption.

## **Critical Accounting Policies**

The discussion and analysis of the Company’s financial condition and results of operations are based on the Company’s consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. In the preparation of these financial statements, the Company makes estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. The Company believes the following discussion addresses the Company’s most critical accounting policies and estimates, which are those that are most important to the portrayal of the Company’s financial condition and results and require management’s most difficult, subjective and complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. Actual results could differ significantly from those estimates under different assumptions and conditions.

During 2008, the Company accrued for legal costs associated with certain litigation. In making determinations of likely outcomes of litigation matters, the Company considers the evaluation of legal counsel knowledgeable about each matter, case law and other case-specific issues. The Company believes these accruals are adequate to cover the legal fees and expenses associated with litigating these matters. However, the time and cost required to litigate these matters as well as the outcomes of the proceedings may vary from what the Company has projected.

The Company maintains an allowance for doubtful accounts to reflect estimated losses resulting from the failure of customers to make required payments. On an ongoing basis, the collectibility of accounts receivable is assessed based upon historical collection trends, current economic factors and the assessment of the collectibility of specific accounts. The Company evaluates the collectibility of specific accounts and determines when to grant credit to its customers using a combination of factors, including the age of the outstanding balances, evaluation of customers' current and past financial condition, recent payment history, current economic environment, and discussions with appropriate Company personnel and with the customers directly. Accounts are written off when it is determined the receivable will not be collected. If circumstances change, the Company's estimates of the collectibility of amounts could be changed by a material amount.

The Company is required to estimate its provision for income taxes in each of the jurisdictions in which it operates. This process involves estimating its actual current tax exposure, including assessing the risks associated with tax audits, together with assessing temporary differences resulting from the different treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within the balance sheet. The Company assesses the likelihood that its deferred tax assets will be recovered from future taxable income and to the extent it believes that recovery is more likely than not, does not establish a valuation allowance. In the event that actual results differ from these estimates, the provision for income taxes could be materially impacted.

Pension plan benefits are expensed as applicable employees earn benefits. The recognition of expenses is significantly impacted by estimates made by management such as discount rates used to value certain liabilities and expected return on assets. The Company uses third-party specialists to assist management in appropriately measuring the expense associated with pension plan benefits. In the event that actual results differ from these estimates, pension plan expenses could be materially impacted.

The Company liquidated all pension plan investments in September 2007 in conjunction with the decision to terminate the plan. At December 31, 2008, all remaining assets were invested in a money market account. The Company did not make any contributions to the plan during 2008, and it believes that no further contributions to the plan will be required to finalize the plan termination based upon the plan's year-end funded status. The Company estimates that future benefit payments will be less than \$50,000 in 2009 prior to the final payout for the plan termination which will likely occur in mid- 2009 after all regulatory approvals are received. The Company currently projects benefit payments for the final payout to be approximately \$3.7 million. After all plan obligations are settled, the Company intends to move all remaining plan assets into its 401(k) plan to offset future contributions to that plan.

The Company assesses the impairment of its long-lived identifiable assets, excluding goodwill which is tested for impairment pursuant to SFAS 142 as explained below, whenever events or changes in circumstances indicate that the carrying value may not be recoverable. This review is based upon projections of anticipated future cash flows. While the Company believes that its estimates of future cash flows are reasonable, different assumptions regarding such cash flows or future changes in the Company's business plan could materially affect its evaluations. No such changes are anticipated at this time.

The Company assesses goodwill for impairment pursuant to SFAS 142 which requires that goodwill be assessed whenever events or changes in circumstances indicate that the carrying value may not be recoverable, or, at a minimum, on an annual basis by applying a fair value test.

During 2006, 2007 and 2008, none of the Company's critical accounting policy estimates required significant adjustments. The Company did not note any events or changes in circumstances indicating that the carrying value of material long-lived assets were not recoverable.

## **Quantitative and Qualitative Disclosures About Market Risks**

### *Foreign Exchange Risk*

The Company is not exposed to material fluctuations in currency exchange rates because the payments from the Company's international customers are received primarily in United States dollars.

### *Principal and Interest Rate Risk*

The Company's cash equivalents and short-term investments consist of money-market accounts, taxable high-grade corporate bonds and tax-exempt municipal bonds. The Company's investment policy is to seek to manage these assets to achieve the goal of preserving principal, maintaining adequate liquidity at all times, and maximizing returns subject to established investment guidelines. In general, the primary exposure to market risk is interest rate sensitivity. This means that a change in prevailing interest rates may cause the value of and the return on the investment to fluctuate.

Recently, there has been concern in the credit markets regarding the value of a variety of mortgage-backed securities and the resultant effect on various securities markets. The Company believes that its cash, cash equivalents, and short-term investments do not have significant risk of default or illiquidity. However, the Company's cash-equivalents and short-term investments may be subject to adverse changes in market value.

## **Forward-looking Statements**

Statements in this Management's Discussion and Analysis and elsewhere in this annual report on Form 10-K that are forward-looking are based upon current expectations, and actual results or future events may differ materially. Therefore, the inclusion of such forward-looking information should not be regarded as a representation by the Company that the objectives or plans of the Company will be achieved. Such statements include, but are not limited to, the Company's expectations regarding its 2009 effective tax rate, 2009 capital expenditures, availability of equity and debt financing, the Company's ability to meet its cash requirements for the foreseeable future, the impact of the current economic crisis on the Company's capital resources and increases in 2009 in cash, cash equivalents and short-term investments. Words such as "anticipates," "believes," "intends," "expects," "should" and variations of such words and similar expressions are intended to identify such forward-looking statements. Forward-looking statements contained herein involve numerous risks and uncertainties, and there are a number of factors that could cause actual results or future events to differ materially, including, but not limited to, the following: changing economic, market and business conditions; acts of war or terrorism; the effects of governmental regulation; the impact of competition and new technologies; slower-than-anticipated introduction of new products or implementation of marketing strategies; implementation of new manufacturing processes or implementation of new information systems; the Company's ability to protect its intellectual property; changes in the prices of raw materials; changes in product mix; intellectual property and product liability claims and product recalls; the ability to attract and retain qualified personnel and the loss of any significant customers. In addition, assumptions relating to budgeting, marketing, product development and other management decisions are subjective in many respects and thus susceptible to interpretations and periodic review which may cause the Company to alter its marketing, capital expenditures or other budgets, which in turn may affect the Company's results of operations and financial condition.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RIS K**

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

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**Report of Independent Registered Public Accounting Firm**

Board of Directors and Stockholders  
Atrion Corporation

We have audited the accompanying consolidated balance sheets of Atrion Corporation as of December 31, 2008 and 2007, and the related consolidated statements of income, changes in stockholders' equity and comprehensive income, and cash flows for each of the three years in the period ended December 31, 2008. Our audits of the basic consolidated financial statements included the financial statement schedule listed in the index appearing under Item 15, *Exhibits and Financial Statement Schedules*. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Atrion Corporation as of December 31, 2008 and 2007, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2008, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly, in all material aspects, the information set forth therein.

As discussed in Note 1 to the consolidated financial statements, effective January 1, 2007, the Company adopted Financial Accounting Standards Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*. As discussed in Note 1 to the consolidated financial statements, effective January 1, 2006 the Company adopted the provisions of Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment*. Also as discussed in Note 1 to the consolidated financial statements, effective December 31, 2006, the Company adopted the provisions of Statement of Financial Accounting Standards No. 158, *Employers' Accounting for Defined Benefit Pension and other Postretirement Plans*.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Atrion Corporation's internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated March 13, 2009 expressed an unqualified opinion.

/s/ Grant Thornton LLP  
Dallas, Texas  
March 13, 2009

CONSOLIDATED STATEMENTS OF INCOME  
For the year ended December 31, 2008, 2007 and 2006

	2008	2007	2006
	(In thousands, except per share amounts)		
Revenues	\$ 95,895	\$ 88,540	\$ 81,020
Cost of Goods Sold	53,348	50,771	48,572
Gross Profit	42,547	37,769	32,448
Operating Expenses:			
Selling	6,268	6,353	6,067
General and administrative	10,337	9,841	9,249
Dispute resolution	--	(1,398)	--
Research and development	2,969	2,778	2,794
	19,574	17,574	18,110
Operating Income	22,973	20,195	14,338
Interest Income	299	57	91
Interest Expense	(10)	(251)	(253)
Other Income (Expense), net	1	--	(4)
Income from Continuing Operations before Provision for Income Taxes	23,263	20,001	14,172
Provision for Income Taxes	(7,596)	(5,995)	(3,572)
Income from Continuing Operations	15,667	14,006	10,600
Gain on Disposal of Discontinued Operations, net of tax	--	--	165
Net Income	\$ 15,667	\$ 14,006	\$ 10,765
Income Per Basic Share:			
Continuing operations	\$ 8.03	\$ 7.42	\$ 5.73
Discontinued operations	--	--	.09
Net Income Per Basic Share	\$ 8.03	\$ 7.42	\$ 5.82
Weighted Average Basic Shares Outstanding	1,952	1,887	1,851
Income Per Diluted Share:			
Continuing operations	\$ 7.82	\$ 7.06	\$ 5.43
Discontinued operations	--	--	.08
Net Income Per Diluted Share	\$ 7.82	\$ 7.06	\$ 5.51
Weighted Average Diluted Shares Outstanding	2,004	1,985	1,953
Dividends Per Common Share	\$ 1.08	\$ .88	\$ .74

The accompanying notes are an integral part of these statements.



CONSOLIDATED BALANCE SHEETS  
As of December 31, 2008 and 2007

Assets:	2008	2007
	(In thousands)	
<b>Current Assets:</b>		
Cash and cash equivalents	\$ 12,056	\$ 3,531
Short-term investments	4,692	--
Accounts receivable, net of allowance for doubtful accounts of \$31 and \$32 in 2008 and 2007, respectively	10,875	9,601
Inventories	20,169	17,387
Prepaid expenses and other current assets	719	1,483
Deferred income taxes	596	607
<b>Total Current Assets</b>	<b>49,107</b>	<b>32,609</b>
<b>Property, Plant and Equipment</b>	<b>94,364</b>	<b>89,736</b>
Less accumulated depreciation and amortization	40,994	35,686
	<b>53,370</b>	<b>54,050</b>
<b>Other Assets and Deferred Charges:</b>		
Patents and licenses, net of accumulated amortization of \$9,805 and \$9,507 in 2008 and 2007, respectively	1,863	2,011
Goodwill	9,730	9,730
Other	1,283	913
	<b>12,876</b>	<b>12,654</b>
<b>Total Assets</b>	<b>\$ 115,353</b>	<b>\$ 99,313</b>

The accompanying notes are an integral part of these statements.

CONSOLIDATED BALANCE SHEETS  
As of December 31, 2008 and 2007

Liabilities and Stockholders' Equity:	2008	2007
	(In thousands)	
<b>Current Liabilities:</b>		
Accounts payable	\$ 2,438	\$ 3,533
Accrued liabilities	3,044	2,816
Accrued income and other taxes	731	515
<b>Total Current Liabilities</b>	<b>6,213</b>	<b>6,864</b>
<b>Line of credit</b>	<b>--</b>	<b>--</b>
<b>Other Liabilities and Deferred Credits:</b>		
Deferred income taxes	6,956	5,896
Other	1,342	1,111
	<b>8,298</b>	<b>7,007</b>
<b>Total Liabilities</b>	<b>14,511</b>	<b>13,871</b>
<b>Commitments and Contingencies</b>		
<b>Stockholders' Equity:</b>		
Common stock, par value \$.10 per share, authorized 10,000 shares, issued 3,420 shares	342	342
Additional paid-in capital	19,130	15,790
Accumulated other comprehensive loss	(533)	(486)
Retained earnings	117,554	104,021
Treasury shares, 1,452 shares in 2008 and 1,509 shares in 2007, at cost	(35,651)	(34,225)
<b>Total Stockholders' Equity</b>	<b>100,842</b>	<b>85,442</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 115,353</b>	<b>\$ 99,313</b>

The accompanying notes are an integral part of these statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS  
For the year ended December 31, 2008, 2007 and 2006

	2008	2007 (In thousands)	2006
<b>Cash Flows From Operating Activities:</b>			
Net income	\$ 15,667	\$ 14,006	\$ 10,765
Adjustments to reconcile net income to net cash provided by operating activities:			
Gain on disposal of discontinued operations	--	--	(165)
Depreciation and amortization	6,353	5,534	5,005
Deferred income taxes	1,096	1,134	693
Stock-based compensation	637	368	116
Pension charge	--	310	--
Other	37	35	10
	23,790	21,387	16,424
Changes in operating assets and liabilities:			
Accounts receivable	(1,274)	969	(2,250)
Inventories	(2,782)	(271)	590
Prepaid expenses and other current assets	764	47	(698)
Other non-current assets	(591)	1,020	(119)
Accounts payable and accrued liabilities	(867)	317	(1,087)
Accrued income and other taxes	216	565	(216)
Other non-current liabilities	231	(1,329)	4
	19,487	22,705	12,648
Net cash provided by continuing operations	19,487	22,705	12,648
Net cash provided by discontinued operations (Note 4)	--	--	165
	19,487	22,705	12,813
<b>Cash Flows From Investing Activities:</b>			
Property, plant and equipment additions	(5,412)	(7,893)	(20,889)
Property, plant and equipment sales	--	--	3
Investments	(4,692)	--	--
	(10,104)	(7,893)	(20,886)
<b>Cash Flows From Financing Activities:</b>			
Line of credit advances	3,000	19,426	38,186
Line of credit repayments	(3,000)	(30,825)	(29,316)
Exercise of stock options	543	697	1,264
Shares tendered for employees' taxes on stock-based compensation	(913)	(47)	(36)
Purchase of treasury stock	--	--	(1,594)
Tax benefit related to stock options	1,635	805	752
Dividends paid	(2,123)	(1,670)	(1,375)
	(858)	(11,614)	7,881
<b>Net change in cash and cash equivalents</b>	<b>8,525</b>	<b>3,198</b>	<b>(192)</b>
<b>Cash and cash equivalents, beginning of year</b>	<b>3,531</b>	<b>333</b>	<b>525</b>
<b>Cash and cash equivalents, end of year</b>	<b>\$ 12,056</b>	<b>\$ 3,531</b>	<b>\$ 333</b>
<b>Cash paid for:</b>			
Interest (net of capitalization)	\$ 10	\$ 312	\$ 199
Income taxes	3,781	3,487	3,272

The accompanying notes are an integral part of these statements.

CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME  
For the year ended December 31, 2008, 2007 and 2006  
(In thousands)

	Common Stock		Treasury Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Total
	Shares Outstandin	Amount	Shares	Amount				
Balances, January 1, 2006	1,834	342	1,586	(33,273)	12,508	--	82,318	61,895
Net income							10,765	10,765
Tax benefit from exercise of stock options					752			752
Stock options and restricted stock	66		(66)	597	880			1,477
Shares surrendered in option exercises	(2)		2	(133)				(133)
Purchase of treasury stock	(24)		24	(1,594)				(1,594)
Dividends							(1,375)	(1,375)
Adjustment for initial application of SFAS 158, net of tax (Notes 1 and 12)						(892)		(892)
Balances, December 31, 2006	1,874	342	1,546	(34,403)	14,140	\$ (892)	91,708	70,895
Components of comprehensive income:								
Net income							14,006	14,006
Actuarial gain on pension plan, net of income taxes of \$110						205		205
Recognition of pension plan curtailment gain and settlement loss, net of income taxes of \$109						201		201
Total comprehensive income						406	14,006	14,412
Tax benefit from exercise of stock options					805			805
Stock options and restricted stock	39		(39)	382	845			1,227
Shares surrendered in option exercises	(2)		2	(204)				(204)
Dividends							(1,676)	(1,676)
Adjustment for initial application of FIN 48 (Note 1)							(17)	(17)
Balances, December 31, 2007	1,911	\$ 342	1,509	\$ (34,225)	\$ 15,790	\$ (486)	\$ 104,021	\$ 85,442
Net income							15,667	15,667
Actuarial gain on pension plan, net of income taxes of \$25						(47)		(47)
Total comprehensive income						(47)	15,667	15,620
Tax benefit from exercise of stock options					1,635			1,635

Stock options and restricted stock	74	(74)	755	1,705					2,460
Shares surrendered in option exercises	(17)	17	(2,181)						(2,181)
Dividends							(2,134)		(2,134)
Balances, December 31, 2008	<u>1,968</u>	<u>\$ 342</u>	<u>1,452</u>	<u>\$ (35,651)</u>	<u>\$ 19,130</u>	<u>\$ (533)</u>	<u>\$ 117,554</u>	<u>\$ 100,842</u>	

The accompanying notes are an integral part of this statement.

**Atrion Corporation**  
**Notes to Consolidated Financial Statements**

**(1) Summary of Significant Accounting Policies**

Atrion Corporation (“Atrion”) and its subsidiaries (collectively, the “Company”) design, develop, manufacture, sell and distribute products primarily for the medical and healthcare industry. The Company markets its products throughout the United States and internationally. The Company’s customers include hospitals, distributors, and other manufacturers. The principal subsidiaries of Atrion through which these operations are conducted are Atrion Medical Products, Inc. (“Atrion Medical Products”), Halkey-Roberts Corporation (“Halkey-Roberts”) and Quest Medical, Inc. (“Quest Medical”).

*Principles of Consolidation*

The consolidated financial statements include the accounts of Atrion and its subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

*Estimates*

The preparation of 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 and liabilities and disclosures of contingent assets and liabilities at the dates of the financial statements and the reported amount of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

*Cash and Cash Equivalents*

Cash equivalents include cash on hand and in the bank as well as securities with original maturities of 90 days or less.

*Trade Receivables*

Trade accounts receivable are recorded at the original sales price to the customer. The Company maintains an allowance for doubtful accounts to reflect estimated losses resulting from the failure of customers to make required payments. On an ongoing basis, the collectibility of accounts receivable is assessed based upon historical collection trends, current economic factors and the assessment of the collectibility of specific accounts. The Company evaluates the collectibility of specific accounts and determines when to grant credit to its customers using a combination of factors, including the age of the outstanding balances, evaluation of customers’ current and past financial condition, recent payment history, current economic environment, and discussions with appropriate Company personnel and with the customers directly. Accounts are written off when it is determined the receivable will not be collected.

*Short-term Investments*

The Company’s short-term investments consist of taxable high-grade corporate bonds and tax-exempt municipal bonds. The Company’s investment policy is to seek to manage these assets to achieve the goal of preserving principal, maintaining adequate liquidity, and maximizing returns subject to the above objectives and relevant tax considerations. The Company follows the provisions of Statement of Financial Accounting Standards No. 115, *Accounting for Certain Investments in Debt and Equity Securities*. This statement requires companies to classify their investments as trading, available-for-sale or held-to-maturity. The Company’s short-term investments are accounted for as held-to-maturity since the Company has the positive intent and ability to hold these investments to maturity. These investments are reported at cost, adjusted for premiums and discounts that are recognized in interest income, using the interest method, over the period to maturity and unrealized gains and losses are excluded from earnings.

**Atrion Corporation**  
**Notes to Consolidated Financial Statements - (continued)**

*Inventories*

Inventories are stated at the lower of cost (including materials, direct labor and applicable overhead) or market. Cost is determined by using the first-in, first-out method. The following table details the major components of inventory (in thousands):

	December 31,	
	2008	2007
Raw materials	\$ 8,978	\$ 7,452
Work in process	4,579	4,513
Finished goods	6,612	5,422
Total inventories	\$ 20,169	\$ 17,387

*Accounts Payable*

The Company reflects disbursements as trade accounts payable until such time as payments are presented to the bank for payment. At December 31, 2008 and 2007, disbursements totaling approximately \$ 608,000 and \$ 744,000, respectively, had not been presented for payment to the bank.

*Income Taxes*

The Company accounts for deferred income taxes utilizing SFAS No. 109, *Accounting for Income Taxes* ("SFAS 109"). SFAS 109 requires the asset and liability method, whereby deferred tax assets and liabilities are recognized based on the tax effects of temporary differences between the financial statement and the tax bases of assets and liabilities, as measured at current enacted tax rates. When appropriate the Company evaluates the need for a valuation allowance to reduce deferred tax.

In June 2006, the Financial Accounting Standards Board ("FASB") issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes—An interpretation of FASB Statement No. 109* ("FIN 48"). The Interpretation clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement attributes of income tax positions taken or expected to be taken on a tax return. Under FIN 48, the impact of an uncertain tax position taken or expected to be taken on an income tax return must be recognized in the financial statements at the largest amount that is more-likely-than-not to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized in the financial statements unless it is more-likely-than-not of being sustained.

The Company adopted FIN 48 on January 1, 2007. As a result of the adoption, current income taxes payable decreased by \$942,000, unrecognized tax benefits of \$959,000 were recorded as "Other non-current liabilities" and retained earnings were reduced by \$17,000 on the consolidated balance sheet, with no net impact to the consolidated statement of income. The unrecognized tax benefits were comprised of uncertain tax positions that would impact the effective tax rate if recognized.

The unrecognized tax benefits mentioned above of \$959,000 included an aggregate \$57,000 of interest expense. Interest was computed on the difference between the tax position recognized in accordance with FIN 48 and the amount previously taken or expected to be taken in the tax returns. Upon adoption of FIN 48, the Company elected an accounting policy to classify interest expense on underpayments of income taxes and accrued penalties related to unrecognized tax benefits in the income tax provision. Prior to the adoption of FIN 48, the Company's policy was to classify interest expense on underpayments of income taxes as interest expense and to classify penalties as an operating expense in arriving at pretax income.

**Atrion Corporation**  
**Notes to Consolidated Financial Statements - (continued)**

*Property, Plant and Equipment*

Property, plant and equipment is stated at cost and depreciated using the straight-line method over the estimated useful lives of the related assets. Expenditures for repairs and maintenance are charged to expense as incurred. The following table represents a summary of property, plant and equipment at original cost (in thousands):

	December 31,		Useful Lives
	2008	2007	
Land	\$ 5,260	\$ 5,260	—
Buildings	29,365	29,171	30-40 yrs
Machinery and equipment	59,739	55,305	3-10 yrs
<b>Total property, plant and equipment</b>	<b>\$ 94,364</b>	<b>\$ 89,736</b>	

Depreciation expense of \$6,055,000, \$5,222,000 and \$4,685,000 was recorded for the years ended December 31, 2008, 2007 and 2006, respectively. Depreciation expense is recorded in either cost of goods sold or operating expenses based on the associated assets' usage.

Capitalized interest related to the construction of a new facility at Halkey-Roberts in the amount of \$325,839 was recorded during 2006.

*Patents and Licenses*

Costs for patents and licenses acquired are determined at acquisition date. Patents and licenses are amortized over the useful lives of the individual patents and licenses, which are from 7 to 19 years. Patents and licenses are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable.

*Goodwill*

Goodwill represents the excess of cost over the fair value of tangible and identifiable intangible net assets acquired. Annual impairment testing for goodwill is done using a fair value-based test. Goodwill is also reviewed for impairment periodically and whenever events or changes in circumstances indicate a change in value may have occurred. The Company has identified three reporting units where goodwill was recorded for purposes of testing goodwill impairment annually: (1) Atrion Medical Products (2) Halkey-Roberts and (3) Quest Medical. The carrying amount for goodwill in each of the three years ended December 31, 2008, 2007 and 2006 was \$9,730,000.

*Current Accrued Liabilities*

The items comprising current accrued liabilities are as follows (in thousands):

	December 31,	
	2008	2007
Accrued payroll and related expenses	\$ 2,156	\$ 1,941
Accrued vacation	175	167
Accrued professional fees	221	251
Other accrued liabilities	492	457
<b>Total accrued liabilities</b>	<b>\$ 3,044</b>	<b>\$ 2,816</b>



**Atrion Corporation**  
**Notes to Consolidated Financial Statements - (continued)**

*Revenues*

The Company recognizes revenue when its products are shipped to its customers, provided an arrangement exists, the fee is fixed and determinable and collectibility is reasonably assured. All risks and rewards of ownership pass to the customer upon shipment. Net sales represent gross sales invoiced to customers, less certain related charges, including discounts, returns and other allowances. Revenues are recorded exclusive of sales and similar taxes. Returns, discounts and other allowances have been insignificant historically.

*Shipping and Handling Policy*

Shipping and handling fees charged to customers are reported as revenue and all shipping and handling costs incurred related to products sold are reported as cost of goods sold.

*Research and Development Costs*

Research and development costs relating to the development of new products and improvements of existing products are expensed as incurred.

*Advertising*

Advertising production costs are expensed as incurred. Media for print placement costs are expensed in the period the advertising first appears. Total advertising expenses were approximately \$251,000, \$277,000 and \$198,000 for the years ended December 31, 2008, 2007 and 2006, respectively.

*Stock-Based Compensation*

The Company has stock-based compensation plans covering certain of its officers, directors and key employees. As explained in detail in Note 9, the Company accounts for stock-based compensation utilizing the fair value recognition provisions of SFAS No. 123 (revised 2004), *Share-Based Payment* ("SFAS 123R").

*Pension Plan*

Pension plan benefits are expensed as applicable employees earn benefits. The recognition of expenses is significantly impacted by estimates made by management such as discount rates used to value certain liabilities and expected return on assets. The Company uses third-party specialists to assist management in appropriately measuring the expense associated with pension plan benefits.

On December 31, 2006, the Company adopted SFAS No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, 88, 106 and 132(R)* ("SFAS 158"). As is further described in Note 12, the funded status of the Company's pension plan is recorded as a non-current asset and all unrecognized losses, net of tax, are recorded as accumulated other comprehensive loss within stockholders' equity. As required by SFAS 158, results for prior periods were not restated.

*Comprehensive Income*

Comprehensive income includes net income plus other comprehensive income, which for the Company consists of the amortization of unrecognized pension gains, and recognition of gains as a result of pension plan curtailment and settlement transactions.

*New Accounting Pronouncements*

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* ("SFAS 157"). SFAS 157 defines fair value, establishes a framework for measuring fair value and expands fair value measurement disclosures. In February 2008, the FASB issued FASB Staff Position ("FSP") FAS 157-2, *Effective Date of FASB Statement No. 157* ("FSP FAS 157-2"). The FSP defers the effective date of SFAS 157 to fiscal years beginning after November 15, 2008 for nonfinancial assets and nonfinancial liabilities except for items that are recognized or disclosed at fair value on a recurring basis at least annually and amends the scope of SFAS 157. The Company adopted SFAS 157 in 2008 except for those items specifically deferred under FSP FAS 157-2. The Company is currently evaluating the impact of the full adoption of SFAS 157 on its consolidated financial statements. The Company believes that SFAS 157 will not have a material impact on its consolidated financial statements upon adoption.

**Atrion Corporation**  
**Notes to Consolidated Financial Statements - (continued)**

In December 2007, the FASB issued SFAS No. 141(R), *Business Combinations* (“SFAS 141R”). SFAS 141R amends accounting and reporting standards associated with business combinations and requires the acquiring entity to recognize the assets acquired, liabilities assumed and noncontrolling interests in the acquired entity at the date of acquisition at their fair values. In addition, SFAS 141R requires that direct costs associated with an acquisition be expensed as incurred and sets forth various other changes in accounting and reporting related to business combinations. SFAS 141R applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. An entity may not apply SFAS 141R before that date. The Company will apply SFAS 141R to any acquisition after the date of adoption.

In April 2008, the FASB issued FSP FAS 142-3, *Determination of the Useful Life of Intangible Assets* (“FSP FAS 142-3”), to provide guidance for determining the useful life of recognized intangible assets and to improve consistency between the period of expected cash flows used to measure the fair value of a recognized intangible asset and the useful life of the intangible asset as determined under FASB Statement 142, *Goodwill and Other Intangible Assets* (“FAS 142”). The FSP requires that an entity consider its own historical experience in renewing or extending similar arrangements. However, the entity must adjust that experience based on entity-specific factors under FAS 142. FSP FAS 142-3 is effective for fiscal years and interim periods that begin after November 15, 2008. The Company intends to adopt FSP FAS 142-3 effective January 1, 2009 and to apply its provisions prospectively to recognized intangible assets acquired after that date.

From time to time, new accounting pronouncements applicable to the Company are issued by the FASB or other standards setting bodies, which the Company will adopt as of the specified effective date. Unless otherwise discussed, the Company believes the impact of recently issued standards that are not yet effective will not have a material impact on its consolidated financial statements upon adoption.

*Fair Value Measurements*

On January 1, 2008, the Company adopted SFAS 157 as it pertains to its financial assets and liabilities. SFAS 157 applies both to items recognized and reported at fair value in the financial statements and to items disclosed at fair value in the notes to the financial statements. SFAS 157 applies whenever other standards require or permit assets and liabilities to be measured at fair value, but does not expand the use of fair value to any new circumstances. As a result, the Company was not required to recognize any new assets or liabilities at fair value at adoption.

SFAS 157 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

As of December 31, 2008, the Company held certain short-term investments that are required to be measured for disclosure purposes at fair value on a recurring basis. These short-term investments are considered Level 2 assets as defined by SFAS 157. The fair value of the Company's short-term investments is estimated using recently executed transactions and market price quotations. At December 31, 2008 the fair value of the Company's short-term investments approximates the carrying value of the investments (see Note 2).

**Atrion Corporation**  
**Notes to Consolidated Financial Statements - (continued)**

The carrying values of the Company's other financial instruments including cash and cash equivalents, accounts receivable, accounts payable, accrued liabilities, and accrued income and other taxes approximate fair value due to their liquid and short-term nature.

*Concentration of Credit Risk*

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash, cash equivalents, short-term investments, and accounts receivable.

The Company's cash is held in high credit quality financial institutions. As of December 31, 2008, \$11.8 million in cash and cash equivalents was maintained in two separate municipal money market mutual funds, and \$.3 million in cash and cash equivalents was maintained at two major financial institutions in the United States. At times, deposits held with financial institutions may exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed upon demand and, therefore, bear minimal risk. Effective October 3, 2008, the Emergency Economic Stabilization Act of 2008 raised the Federal Deposit Insurance Corporation deposit coverage limits to \$250,000 per owner from \$100,000 per owner. This program is currently available through December 31, 2009.

Effective September 19, 2008, the U.S. Treasury commenced its Temporary Guarantee Program for Money Market Mutual Funds. This program, which is offered to all money market mutual funds that are regulated under Rule 2A-7 of the Investment Company Act of 1940, guarantees the share price of any publicly offered eligible money market fund that applies for and pays a fee to participate in the program. As of December 31, 2008, \$8.5 million of the Company's cash and cash equivalents was covered by this program since it was invested, as of September 19, 2008, in a fund participating in the U.S. Treasury program. The termination date for this program is September 18, 2009. At December 31, 2008, the Company's uninsured cash and cash equivalents totaled approximately \$3.3 million.

The Company invests a portion of its cash in debt instruments of corporations and municipalities with strong credit ratings.

For accounts receivable, the Company performs ongoing credit evaluations of its customers' financial condition and generally does not require collateral. The Company maintains reserves for possible credit losses. As of December 31, 2008 and 2007, the Company had allowance for doubtful account balances of approximately \$31,000 and \$32,000, respectively. The carrying amount of the receivables approximates their fair value. The Company's largest customer accounted for 11.6%, 14.2% and 9.7% of operating revenues in 2008, 2007 and 2006, respectively. That same customer accounted for 12.8%, 15.8% and 10.7% of accounts receivable as of December 31, 2008, 2007 and 2006, respectively. No other customer exceeded 10% of the Company's operating revenues or accounts receivable as of December 31, 2008, 2007 or 2006.

**Atrion Corporation**  
**Notes to Consolidated Financial Statements - (continued)**

**(2) Short-term Investments**

The amortized cost and fair value of the Company's short-term investments that are being accounted for as held-to-maturity securities, and the related gross unrealized gains and losses, were as follow as of December 31, 2008 ( in thousands):

	Cost	Gross Unrealized		Fair value
		Gains	Losses	
Corporate bonds	\$ 4,063	\$ 8	—	\$ 4,071
Municipal tax-exempt bond	629	—	(2)	627
<b>Total investment securities held to maturity</b>	<b>\$ 4,692</b>	<b>\$ 8</b>	<b>\$ (2)</b>	<b>\$ 4,698</b>

At December 31, 2008, the length of time until maturity of these securities ranged from nine to eleven months.

**(3) Patents and Licenses**

Purchased patents and licenses paid for the use of other entities' patents are amortized over the useful life of the patent or license. Patents and licenses are as follows (dollars in thousands):

December 31, 2008			December 31, 2007		
Weighted Average Original Life (years)	Gross Carrying Amount	Accumulated Amortization	Weighted Average Original Life (years)	Gross Carrying Amount	Accumulated Amortization
<b>14.75</b>	<b>\$11,668</b>	<b>\$9,805</b>	14.74	\$11,518	\$9,507

Aggregate amortization expense for patents and licenses was \$298,000 for 2008, \$312,000 for 2007 and \$318,000 for 2006. Estimated future amortization expense for each of the years set forth below ending December 31, is as follows (in thousands):

2009	\$ 289
2010	\$ 275
2011	\$ 275
2012	\$ 163
2013	\$ 163

**(4) Discontinued Operations**

During 2006 the Company recorded a gain of \$165,000 after tax, on the disposal of discontinued operations related to the 1997 sale of its natural gas operations. This amount is net of income tax expense of \$85,000. Under the terms of the 1997 agreement, the Company received a contingent deferred payment of \$250,000 from the purchaser in April 2006. No additional payments were due under this agreement after 2006 and thus there was no gain recorded in 2007 or 2008.

**Atrion Corporation**  
**Notes to Consolidated Financial Statements - (continued)**

**(5) Line of Credit**

The Company has a revolving credit facility (“Credit Facility”) with a money center bank. Under the Credit Facility, the Company and certain of its subsidiaries have a line of credit of \$25 million which is secured by substantially all inventories, equipment and accounts receivable of the Company. Interest under the Credit Facility is assessed at 30-day, 60-day or 90-day LIBOR, as selected by the Company, plus one percent (3.2 percent at December 31, 2008) and is payable monthly. The Company had no outstanding borrowings under the Credit Facility at December 31, 2008 or 2007. The Credit Facility expires November 12, 2012 and may be extended under certain circumstances. At any time during the term, the Company may convert any or all outstanding amounts under the Credit Facility to a term loan with a maturity of two years. The Company’s ability to borrow funds under the Credit Facility from time to time is contingent on meeting certain covenants in the loan agreement, the most restrictive of which is the ratio of total debt to earnings before interest, income tax, depreciation and amortization. At December 31, 2008, the Company was in compliance with all financial covenants.

**(6) Income Taxes**

The items comprising income tax expense for continuing operations are as follows (in thousands):

		<b>Year ended December 31,</b>		
		<b>2008</b>	<b>2007</b>	<b>2006</b>
Current	— Federal	\$ <b>6,086</b>	\$ 4,760	\$ 2,705
	— State	<b>519</b>	20	230
		<b>6,605</b>	4,780	2,935
Deferred	— Federal	<b>916</b>	1,190	607
	— State	<b>75</b>	25	30
		<b>991</b>	1,215	637
<b>Total income tax expense</b>		<b>\$ 7,596</b>	\$ 5,995	\$ 3,572

**Atrion Corporation**  
**Notes to Consolidated Financial Statements - (continued)**

Temporary differences and carryforwards which have given rise to deferred income tax assets and liabilities as of December 31, 2008 and 2007 are as follows (in thousands):

	<u>2008</u>	<u>2007</u>
<b>Deferred tax assets:</b>		
Benefit plans	\$ 454	\$ 331
Inventories	469	456
Other	77	93
Total deferred tax assets	<u>\$ 1,000</u>	<u>\$ 880</u>
<b>Deferred tax liabilities:</b>		
Property, plant and equipment	\$ 5,370	\$ 4,657
Pensions	163	201
Patents and goodwill	1,827	1,311
Total deferred tax liabilities	<u>\$ 7,360</u>	<u>\$ 6,169</u>
Net deferred tax liability	<u>\$ 6,360</u>	<u>\$ 5,289</u>
<b>Balance Sheet classification:</b>		
Non-current deferred income tax liability	\$ 6,956	\$ 5,896
Current deferred income tax asset	596	607
Net deferred tax liability	<u>\$ 6,360</u>	<u>\$ 5,289</u>

Total income tax expense for continuing operations differs from the amount that would be provided by applying the statutory federal income tax rate to pretax earnings as illustrated below (in thousands):

	<b>Year ended December 31,</b>		
	<u>2008</u>	<u>2007</u>	<u>2006</u>
Income tax expense at the statutory federal income tax rate	\$ 8,142	\$ 7,030	\$ 4,960
Increase (decrease) resulting from:			
State income taxes	302	240	210
R&D credit	(481)	(586)	(1,322)
Foreign sales benefit	--	(66)	(154)
Section 199 manufacturing deduction	(415)	(348)	(127)
Other, net	48	(275)	5
Total income tax expense	<u>\$ 7,596</u>	<u>\$ 5,995</u>	<u>\$ 3,572</u>

The 2006 amount for R&D credit includes \$1,022,000 representing the results of a review and documentation of the Company's R&D tax credits for 2005 and prior-year tax returns. This review indicated that the Company was entitled to higher credits than had been claimed and amended returns were filed.

**Atrion Corporation**  
**Notes to Consolidated Financial Statements - (continued)**

A reconciliation of the beginning and ending balances of the total amounts of gross unrecognized tax benefits as required by FIN 48 is as follows (in thousands):

Gross unrecognized tax benefits at January 1, 2007	\$	959
Increases in tax positions for prior years		52
Increases in tax positions for current year		179
Lapse in statute of limitations		(399)
<b>Gross unrecognized tax benefits at December 31, 2007</b>	<b>\$</b>	<b>791</b>
Increases in tax positions for prior years		11
Increases in tax positions for current year		281
Lapse in statute of limitations		(61)
<b>Gross unrecognized tax benefits at December 31, 2008</b>	<b>\$</b>	<b>1,022</b>

As of December 31, 2008 all of the unrecognized tax benefits, which were comprised of uncertain tax positions, would impact the effective tax rate if recognized. Unrecognized tax benefits that are affected by statutes of limitation that expire within the next 12 months are immaterial.

The Company and its subsidiaries are subject to U.S. federal income tax as well as to income tax of multiple state jurisdictions. The Company has concluded all U.S. federal income tax matters for years through 2003. In January, 2009, the Internal Revenue Service (IRS) began examining certain of the Company's U.S. Federal income tax returns for 2007. To date, no proposed adjustments have been issued. All material state and local income tax matters have been concluded for years through 2004.

The Company recognizes interest and penalties, if any, related to unrecognized tax benefits in income tax expense. The liability for unrecognized tax benefits included accrued interest of \$73,000, \$50,000 and \$57,000 at December 31, 2008, December 31, 2007 and January 1, 2007, respectively. Tax expense for the year ended December 31, 2008 includes net interest expense of \$23,000. Tax expense for the year ended December 31, 2007 includes net interest benefit of \$7,000.

**(7) Stockholders' Equity**

The Board of Directors of the Company has at various times authorized repurchases of Company stock in open-market or negotiated transactions at such times and at such prices as management may from time to time decide. No repurchases were made in 2008 or in 2007. In 2006, the Company repurchased 24,000 shares at a price of \$66.41 per share. As of December 31, 2008, authorization for the repurchase of up to 68,100 additional shares remained.

The Company has increased its quarterly cash dividend payments in September of each of the past three years. The quarterly dividend was increased from \$.17 per share to \$.20 per share in September of 2006, to \$.24 per share in September of 2007 and to \$.30 per share in September of 2008.

The Company has a Rights Plan, which is intended to protect the interests of stockholders in the event of a hostile attempt to take over the Company. The rights, which are not presently exercisable and do not have any voting powers, represent the right of the Company's stockholders to purchase at a substantial discount, upon the occurrence of certain events, shares of common stock of the Company or of an acquiring company involved in a business combination with the Company. This plan, which was adopted in August of 2006, expires in August of 2016.

**Atrion Corporation**  
**Notes to Consolidated Financial Statements - (continued)**

**(8) Income Per Share**

The following is the computation for basic and diluted income per share from continuing operations:

	<b>Year ended December 31,</b>		
	<b>2008</b>	2007	2006
	(In thousands, except per share amounts)		
Income from continuing operations	<b>\$ 15,667</b>	\$ 14,006	\$ 10,600
Weighted average basic shares outstanding	1,952	1,887	1,851
Add: Effect of dilutive securities	52	98	102
Weighted average diluted shares outstanding	<b>2,004</b>	1,985	1,953
<b>Income per share from continuing operations:</b>			
Basic	\$ 8.03	\$ 7.42	\$ 5.73
Diluted	<b>\$ 7.82</b>	\$ 7.06	\$ 5.43

In 2008, 2007 and 2006, weighted average shares of restricted stock of 7,988, 6,896 and 3,021 were excluded from the calculation of weighted average basic shares outstanding. Incremental shares from unvested restricted stock, restricted stock units and deferred stock units were included in the calculation of weighted average diluted shares outstanding using the treasury stock method in 2008, 2007 and 2006. For the year ended December 31, 2008, options to purchase 16,000 shares of common stock were not included in the computation of diluted income per share because their effect would have been antidilutive.

**(9) Stock Plans**

At December 31, 2008, the Company had three stock-based compensation plans which are described more fully below. Prior to January 1, 2006, the Company accounted for its plans under the recognition and measurement provisions of Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees*, and related interpretations. No stock-based employee compensation cost was reflected in net income prior to January 1, 2006, as all options granted under those plans had an exercise price equal to the market value of the underlying common stock on the date of grant.

Effective January 1, 2006, the Company adopted the provisions of SFAS 123R, using the modified-prospective transition method, and the disclosures that follow are based on applying SFAS 123R. Under this transition method, compensation expense recognized included compensation expense for all share-based awards granted prior to, but not yet vested as of, January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of SFAS No. 123, *Accounting for Stock-Based Compensation*.

SFAS 123R requires that cash flows from the exercise of stock-based compensation resulting from tax benefits in excess of recognized compensation cost (excess tax benefits) be classified as financing cash flows. The Company recorded \$1,635,000, \$805,000 and \$752,000 of such excess tax benefits as financing cash flows in 2008, 2007 and 2006, respectively.



**Atrion Corporation**  
**Notes to Consolidated Financial Statements - (continued)**

The Company's 1997 Stock Incentive Plan provides for the grant to key employees of incentive and nonqualified stock options, stock appreciation rights, restricted stock and performance shares. In addition, under the 1997 Stock Incentive Plan, outside directors (directors who are not employees of the Company or any subsidiary) received automatic annual grants of nonqualified stock options to purchase 2,000 shares of common stock. The 1997 Stock Incentive Plan was amended in 2005 to provide that no additional stock options may be granted to outside directors thereunder. Under the 1997 Stock Incentive Plan, 624,425 shares, in the aggregate, of common stock were reserved for grants. The purchase price of shares issued on the exercise of incentive options was required to be at least equal to the fair market value of such shares on the date of grant. The purchase price for shares issued on the exercise of nonqualified options and restricted and performance shares was fixed by the Compensation Committee of the Board of Directors. The options granted become exercisable as determined by the Compensation Committee and expire no later than 10 years after the date of grant.

During 2006, the Company's stockholders approved the adoption of the Company's 2006 Equity Incentive Plan which provides for the grant to key employees and consultants of incentive and nonqualified stock options, restricted stock, restricted stock units, deferred stock units, stock appreciation rights and performance shares. Under the 2006 Equity Incentive Plan, 100,000 shares, in the aggregate, of common stock were reserved for awards. The purchase price of shares issued on the exercise of options must be at least equal to the fair market value of such shares on the date of grant. The purchase price for restricted and performance shares is fixed by the Compensation Committee of the Board of Directors. The options granted become exercisable and expire as determined by the Compensation Committee except that incentive options expire no later than 10 years after the date of grant.

In May 2007, a non-employee director deferred compensation plan was put in place by the Company. This plan, as amended, allows the Company's non-employee directors to elect to receive stock units in lieu of all or part of the cash fees they are receiving for their services as directors. On the first business day of each calendar year, each participating non-employee director is credited with a number of stock units equal to the cash fees foregone by such director divided by the closing price of the Company's common stock on the next preceding date on which shares of the Company's stock were traded. The stock units are convertible to shares of the Company's common stock on a one-for-one basis at a future date as elected in advance by the director, but no later than the January following the year in which the director ceases to serve on the Board of Directors.

**Atrion Corporation**  
**Notes to Consolidated Financial Statements - (continued)**

Option transactions for the three years in the period ended December 31, 2008 are as follows:

	Shares	Weighted Average Exercise Price
Options outstanding at January 1, 2006	225,100	\$ 24.86
Granted in 2006	25,000	\$ 71.86
Exercised in 2006	(58,750)	\$ 23.16
Options outstanding at December 31, 2006	191,350	\$ 31.52
Granted in 2007	--	--
Exercised in 2007	(38,920)	\$ 21.93
Options outstanding at December 31, 2007	152,430	\$ 33.96
Granted in 2008	16,000	\$ 111.16
Exercised in 2008	(69,430)	\$ 26.09
Options outstanding at December 31, 2008	99,000	\$ 51.96
Exercisable options at December 31, 2006	166,350	\$ 25.45
Exercisable options at December 31, 2007	133,680	\$ 28.65
Exercisable options at December 31, 2008	70,500	\$ 35.00

All unvested options outstanding at December 31, 2008 are expected to vest. As of December 31, 2008, there remained 38,417 shares for which options may be granted in the future under the 1997 Stock Incentive Plan and the 2006 Equity Incentive Plan. The following table summarizes information about stock options outstanding at December 31, 2008:

Range of exercise prices	Options Outstanding			Options Exercisable	
	Number outstanding	Weighted average remaining contractual life	Weighted average exercise price	Number exercisable	Weighted average exercise price
\$6.88-\$14.06	25,000	1.6 years	\$ 12.82	25,000	\$12.82
\$22.50-\$29.30	12,000	3.5 years	\$ 25.98	12,000	\$25.98
\$43.75-\$46.00	21,000	1.4 years	\$ 44.62	21,000	\$44.62
\$71.86	25,000	2.6 years	\$ 71.86	12,500	\$71.86
\$111.06-\$111.50	16,000	4.4 years	\$111.16	--	--
	<u>99,000</u>	2.5 years	\$ 51.96	<u>70,500</u>	\$35.00

The Company estimates the fair value of stock options granted using the Black-Scholes option-pricing formula and a single option award approach. None of the Company's grants includes performance-based or market-based vesting conditions. The expected life represents the period that the Company's stock-based awards are expected to be outstanding and was determined based on historical experience of similar awards, giving consideration to the contractual terms of the stock-based awards, vesting schedules and expectations of future employee behavior. The fair value of stock-based payments, funded with options, made subsequent to January 1, 2006 is valued using the Black-Scholes valuation method with a volatility factor based on the Company's historical stock trading history. The Company bases the risk-free interest rate using the Black-Scholes valuation method on the implied yield currently available on U. S. Treasury securities with an equivalent term. The Company bases the dividend yield used in the Black-Scholes valuation method on the Company's stock dividend history.

**Atrion Corporation**  
**Notes to Consolidated Financial Statements - (continued)**

There were no options granted in 2007. The fair value for the options granted in 2008 and 2006 was estimated at the date of grant using a Black-Scholes option pricing model with the following weighted average assumptions for 2008 and 2006:

	2008	2007	2006
Risk-free interest rate	2.7%	--	4.9%
Dividend yield	.9%	--	1.0%
Volatility factor	25.0%	--	25.0%
Expected life	4 years	--	4 years

The weighted average grant date fair values of the options granted in 2008 and 2006 were \$24.31 and \$18.02 per share, respectively. The total intrinsic values of options exercised during 2008, 2007 and 2006 were \$7.0 million, \$3.0 million and \$2.8 million, respectively. The total intrinsic values of options outstanding and options currently exercisable at December 31, 2008, were \$4.4 million and \$4.3 million, respectively.

During 2008, the Company made one award of restricted stock under the 2006 Equity Incentive Plan. Under the terms of the award and the plan, the restrictions lapse generally over a five-year period. During the vesting period, holders of the restricted stock have voting rights and earn dividends, but the shares may not be sold, assigned, transferred, pledged or otherwise encumbered. Unvested shares are forfeited on termination of employment. Changes in restricted stock for the years ended December 31, 2006, 2007 and 2008 were as follows:

	Shares	Weighted Average Award Date Fair Value Per Share
Restricted stock at January 1, 2006	--	
Granted in 2006	7,500	\$ 71.86
Vested in 2006	--	
Restricted stock at December 31, 2006	7,500	\$ 71.86
Granted in 2007	--	
Vested in 2007	(1,500)	\$ 71.86
Restricted stock at December 31, 2007	6,000	\$ 71.86
Granted in 2008	4,000	\$ 111.06
Vested in 2008	(1,500)	\$ 71.86
Restricted stock at December 31, 2008	8,500	\$ 90.31

All shares of unvested restricted stock outstanding at December 31, 2008 are expected to vest. The total intrinsic value of unvested restricted stock awards at December 31, 2008, 2007 and 2006 was \$815,000, \$750,000 and \$583,000, respectively. The total fair value of restricted stock vested during 2008 and 2007 was \$161,000 and \$146,000, respectively.

During 2007 restricted stock units were granted to certain key employees under the 2006 Equity Incentive Plan. All of these stock units are convertible to shares of stock on a one-for-one basis when the restrictions lapse, which is generally over a five-year period. Unvested stock units are forfeited on

**Atrion Corporation**  
**Notes to Consolidated Financial Statements - (continued)**

termination of employment. During the vesting period, holders of all restricted stock units earn dividends as additional units. During 2007 and 2008, certain outside directors elected to receive stock units as compensation for their services as board members. Changes in stock units for the year ended December 31, 2007 and 2008 were as follows:

	Restricted Stock Units	Weighted Average Award Date Fair Value Per Unit	Directors' Stock Units	Weighted Average Award Date Fair Value Per Unit
Unvested stock units at January 1, 2007	--		--	
Granted in 2007	10,010	\$ 96.03	210	\$ 98.87
Vested in 2007	--		210	\$ 98.87
Unvested stock units at December 31, 2007	10,010	\$ 96.03	--	
Granted in 2008	107	\$ 100.91	341	\$ 124.58
Vested in 2008	--		341	\$ 124.58
Unvested stock units at December 31, 2008	<u>10,117</u>	<u>\$ 96.09</u>	<u>--</u>	

All unvested restricted stock units at December 31, 2008 are expected to vest. No restricted stock units vested during 2008. The total intrinsic value of all outstanding stock units which are not yet convertible at December 31, 2008, including 551 stock units held for the accounts of outside directors, was \$1,023,000. The total fair value of directors' stock units vested was \$43,000 and \$21,000 during 2008 and 2007, respectively. As of December 31, 2008, there remained 1,949 stock units which may be awarded in the future to non-employee directors.

Compensation related to stock options is based on the fair value of stock options granted using the Black-Scholes option-pricing formula and a single option award approach. Compensation related to restricted stock and restricted stock units is based on the fair market value of the stock on the date of the grant. These fair values are then amortized on a straight-line basis over the requisite service periods of the entire awards, which is generally the vesting period. For the years ended December 31, 2008, 2007 and 2006, the Company recorded share-based compensation expense as a "General and Administrative expense" in the amount of \$637,000 and \$368,000 and \$116,000, respectively for all of the above mentioned share-based compensation arrangements. The total tax benefit recognized in the income statement from share-based compensation arrangements for the years ended December 31, 2008, 2007 and 2006, was \$218,000, \$130,000 and \$35,000, respectively.

Unrecognized compensation cost information for the Company's various share-based compensation types is shown below as of December 31, 2008:

	Unrecognized Compensation Cost	Weighted Average Remaining Years in Amortization Period
Stock options	\$ 502,000	2.9
Restricted stock	649,000	3.2
Restricted stock units	660,000	3.5
Total	<u>\$ 1,811,000</u>	

The Company has a policy of utilizing existing treasury shares to satisfy stock option exercises, stock unit conversions and restricted stock awards.

**Atrion Corporation**  
**Notes to Consolidated Financial Statements - (continued)**

**(10) Revenues From Major Customers**

The Company had one major customer which represented approximately \$11.1 million (11.6 percent), \$12.6 million (14.2 percent) and \$7.9 million (9.7 percent) of the Company's operating revenues during 2008, 2007 and 2006, respectively.

**(11) Industry Segment and Geographic Information**

The Company operates in one reportable industry segment: designing, developing, manufacturing, selling and distributing products for the medical and healthcare industry and has no foreign operating subsidiaries. The Company has other product lines which include pressure relief valves and inflation systems, which are sold primarily to the aviation and marine industries. Due to the similarities in product technologies and manufacturing processes, these products are managed as part of the medical products segment. The Company recorded incidental revenues from its oxygen pipeline, which totaled approximately \$957,000 in 2008, \$958,000 in 2007 and \$955,000 in 2006. Pipeline net assets totaled \$2.1 and \$2.2 million at December 31, 2008 and 2007, respectively. Company revenues from sales to parties outside the United States totaled approximately 35 percent, 36 percent and 30 percent of the Company's total revenues in 2008, 2007 and 2006, respectively. No Company assets are located outside the United States.

A summary of revenues by geographic territory, based on shipping destination, for 2008, 2007 and 2006 is as follows (in thousands):

	<b>Year ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
United States	\$ 62,448	\$ 56,860	\$ 56,784
Canada	12,659	14,890	9,235
United Kingdom	2,850	2,204	1,897
Japan	3,130	3,199	2,763
Germany	2,664	2,434	1,827
China	1,748	1,133	983
Other countries less than \$1 million	10,396	7,820	7,531
<b>Total</b>	<b>\$ 95,895</b>	<b>\$ 88,540</b>	<b>\$ 81,020</b>

A summary of revenues by product line for 2008, 2007 and 2006 is as follows (in thousands):

	<b>2008</b>	<b>2007</b>	<b>2006</b>
Fluid Delivery	\$ 32,209	\$ 28,745	\$ 25,809
Cardiovascular	29,263	23,577	23,290
Ophthalmology	15,192	17,614	13,744
Other	19,231	18,604	18,177
<b>Total</b>	<b>\$ 95,895</b>	<b>\$ 88,540</b>	<b>\$ 81,020</b>

**Atrion Corporation**  
**Notes to Consolidated Financial Statements - (continued)**

**(12) Employee Retirement and Benefit Plans**

In September 2007, the Company terminated a noncontributory cash balance defined benefit retirement plan that was maintained for all regular employees of the Company except those of Quest Medical and employees hired after May 2005. Prior to termination, the Company's funding policy was to make the annual contributions required by applicable regulations and recommended by its actuary. The Company uses a December 31 measurement date for the plan. Affected employees accrued pension benefits through December 31, 2007, but did not accrue any additional benefits under the plan after that date. However, participants will continue to earn interest credits on their account balances until the Plan has settled all its obligations with respect to termination. A curtailment gain of \$361,000 was recorded in the third quarter of 2007 related to the Company's action to terminate the plan. During September 2007 the plan settled its obligations to a certain group of participants whose employment had terminated by acquiring for them annuities from a life insurance company. A settlement loss for this transaction of \$671,000 was recorded in the third quarter of 2007. The Company believes that the plan is adequately funded to cover its settlement obligations. The final pay out for the plan termination will likely occur in mid-2009 after all regulatory approvals are received.

The following is a reconciliation of the beginning and ending balances of the benefit obligation and the fair value of plan assets as of year end (in thousands):

	<u>2008</u>	<u>2007</u>
<b>Actuarial Present Value of Benefit Obligation:</b>		
Accumulated Benefit Obligation	\$ 3,630	\$ 3,612
Projected Benefit Obligation	3,630	3,612
<b>Change in Projected Benefit Obligation:</b>		
Projected benefit obligation, January 1	\$ 3,612	\$ 5,905
Service cost	--	259
Interest cost	222	243
Actuarial (gain)/loss	37	(88)
Benefits paid	(241)	(404)
Curtailements	--	(76)
Settlements	--	(2,227)
Projected benefit obligation, December 31	<u>\$ 3,630</u>	<u>\$ 3,612</u>
<b>Change in Plan Assets:</b>		
Fair value of plan assets, January 1	\$ 4,185	\$ 6,313
Actual return on plan assets	152	503
Employer contributions	--	--
Benefits paid	(241)	(404)
Settlements	--	(2,227)
Fair value of plan assets, December 31	<u>\$ 4,096</u>	<u>\$ 4,185</u>
<b>Funded Status of Plan at Year End</b>	<u>\$ 466</u>	<u>\$ 573</u>

**Atrion Corporation**  
**Notes to Consolidated Financial Statements - (continued)**

The following table summarizes amounts recognized in accumulated other comprehensive loss (in thousands):

	<b>December 31,</b>	
	<b>2008</b>	<b>2007</b>
Unrecognized net actuarial loss	\$ <b>820</b>	\$ 748
Unrecognized prior service cost	--	--
Net unrecognized net actuarial loss	\$ <b>820</b>	\$ 748
Tax benefit recognized	<b>(287)</b>	(262)
Net amount	\$ <b>533</b>	\$ 486

The Company anticipates that less than \$20,000 of the net actuarial loss will be amortized from accumulated other comprehensive loss into net periodic benefit cost during 2009 and that the remaining net unrecognized actuarial loss will be recognized as a settlement loss at the final settlement of the plan which is expected to occur in mid-2009.

The funded status of the Company's pension plan was recognized as other assets in the consolidated balance sheets in the amount of \$466,000 at December 31, 2008 and \$573,000 at December 31, 2007.

The components of net periodic pension cost for 2008, 2007 and 2006 were as follows (in thousands):

	<b>Year ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
<b>Components of Net Periodic Pension Cost:</b>			
Service cost	\$ --	\$ 259	\$ 278
Interest cost	<b>222</b>	243	334
Expected return on assets	<b>(220)</b>	(370)	(445)
Prior service cost amortization	--	(28)	(37)
Actuarial loss	<b>33</b>	46	116
Curtailed gain	--	(361)	--
Settlement loss	--	671	--
Net periodic pension expense	\$ <b>35</b>	\$ 460	\$ 246

Actuarial assumptions used to determine benefit obligations at December 31 were as follows:

	<b>2008</b>	<b>2007</b>
Discount rate	<b>6.00%</b>	6.00%
Rate of compensation increase	N/A	N/A

Actuarial assumptions used to determine net periodic pension cost were as follows:

	<b>Year ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
Discount rate	<b>6.00%</b>	6.00%	6.00%
Expected long-term return on assets	<b>5.25%</b>	8.00%	8.00%
Rate of compensation increase	N/A	5.00%	5.00%

**Atrion Corporation**  
**Notes to Consolidated Financial Statements - (continued)**

The Company's expected long-term rate of return assumption is based upon the plan's actual long-term investment results as well as the long-term outlook for investment returns in the marketplace at the time the assumption is made.

The Company's pension plan assets at December 31, 2008 and 2007 were invested in the following asset categories:

<b>Asset Category:</b>	<b>2008</b>	<b>2007</b>
Equity securities	0%	0%
Debt securities	0%	0%
Other	100%	100%
Total	100%	100%

The Company liquidated all plan investments in September 2007 in conjunction with the decision to terminate the plan. At December 31, 2008, all remaining assets were invested in a money market account. The Company did not make any contributions to the plan during 2008, and it believes that no further contributions to the plan will be required to finalize the plan termination based upon the plan's year-end funded status. The Company estimates that future benefit payments will be less than \$50,000 in 2009 prior to the final payout for the plan termination which will likely occur in mid- 2009 after all regulatory approvals are received. The Company currently projects benefit payments for the final payout to be approximately \$3.7 million. After all plan obligations are settled, the Company intends to move all remaining plan assets into its 401(k) plan to offset future contributions to that plan.

During the third quarter of 2007 the Company also terminated and settled its obligations under two nonqualified retirement plans by making additional contributions of \$280,000 to the trusts for such plans and then distributing all trust assets to the plan participants. A settlement loss of \$19,000 was recorded in the third quarter of 2007 with respect to these plans.

The Company sponsors a defined contribution 401(k) plan for all employees. Each participant may contribute certain amounts of eligible compensation. The Company makes a matching contribution to the plan. The Company's contributions under this plan were \$498,000, \$246,000 and \$244,000 in 2008, 2007 and 2006, respectively. The increase in contributions in 2008 is attributable to an increase in the matching contribution levels for this plan effective on January 1, 2008 when the defined benefit pension plan accruals ceased due to the decision to terminate that plan.

**(13) Commitments and Contingencies**

From time to time and in the ordinary course of business, the Company may be subject to various claims, charges and litigation. In some cases, the claimants may seek damages, as well as other relief, which, if granted, could require significant expenditures. The Company accrues the estimated costs of settlement or damages when a loss is deemed probable and such costs are estimable, and accrues for legal costs associated with a loss contingency when a loss is probable and such amounts are estimable. Otherwise, these costs are expensed as incurred. If the estimate of a probable loss or defense costs is a range and no amount within the range is more likely, the Company accrues the minimum amount of the range. As of December 31, 2008, the Company had accrued \$157,000 for legal fees and expenses that it expected to incur in connection with the litigation or arbitration of two such matters.



**Atrion Corporation**  
**Notes to Consolidated Financial Statements - (continued)**

The Company had an ongoing dispute which was favorably settled in the third quarter of 2007. The Company recorded a one-time benefit of \$1.4 million, net of expenses, in operating expenses at that time. This settlement was amended in December 2008. The amended settlement agreement provides that the Company may receive additional annual payments totaling \$7.9 million through 2025. The Company has not recorded these future payments due to the uncertainty of collection.

The Company has arrangements with two of its executive officers (the "Executives") pursuant to which the termination of their employment under certain circumstances would result in lump sum payments to the Executives. Termination under such circumstances in 2009 could result in payments aggregating \$1.7 million excluding any excise tax that may be reimbursable by the Company.

During 2005 and 2006, the Company constructed a new facility in St. Petersburg, Florida for its Halkey-Roberts operation. The new facility is located approximately four miles from the leased facility then being used by that subsidiary. The Company completed the construction of this new facility and moved the Halkey-Roberts operation into the new facility during the third quarter of 2006. The Company terminated its lease for the former Halkey-Roberts facility which was vacated in October 2006. That lease was being accounted for as an operating lease, and the rental expense for the year ended December 31, 2006 was \$363,000. There is no future rental commitment under that lease.

**(14) Quarterly Financial Data (Unaudited):**

Quarter Ended	Operating Revenue	Operating Income	Net Income	Income Per Basic Share	Income Per Diluted Share
(In thousands, except per share amounts)					
03/31/08	\$ 24,602	\$ 5,454	\$ 3,656	\$ 1.89	\$ 1.83
06/30/08	24,242	6,131	4,135	2.11	2.06
09/30/08	23,461	5,780	3,992	2.04	1.99
12/31/08	23,590	5,609	3,884	1.98	1.94
03/31/07	\$ 23,037	\$ 4,737	\$ 3,136	\$ 1.68	\$ 1.59
06/30/07	23,199	5,426	3,618	1.92	1.83
09/30/07	21,315	5,795	4,110	2.17	2.07
12/31/07	20,989	4,237	3,142	1.65	1.57

The quarter ended September 30, 2007 included two special items that, when combined, added \$1.1 million to operating income, \$695,000 to net income, \$0.37 to net income per basic share, and \$0.35 to net income per diluted share.

The quarterly information presented above reflects, in the opinion of management, all adjustments necessary for a fair presentation of the results for the interim periods presented.

**ITEM 9.  
DISCLOSURE**

**CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

The Company's management, with the participation of the Company's Chief Executive Officer and its Chief Financial Officer, evaluated the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of December 31, 2008. Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective. There were no changes in the Company's internal control over financial reporting for the fourth fiscal quarter ended December 31, 2008 that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

The Company's management, including the Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended. The Company's internal control system is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. All internal control systems, no matter how well designed, have inherent limitations. A system of internal control may become inadequate over time because of changes in conditions or deterioration in the degree of compliance with the policies or procedures. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2008 using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework*. Based on this assessment, the Company's management concluded that, as of December 31, 2008, the Company's internal control over financial reporting was effective.

Grant Thornton LLP, an independent registered public accounting firm, has audited the consolidated financial statements included in this Report and, as part of their audit, has issued the following attestation report on the effectiveness of our internal control over financial reporting.

**Report of Independent Registered Public Accounting Firm**

Board of Directors and  
Stockholders of Atrion Corporation

We have audited Atrion Corporation's internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Atrion Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on Atrion Corporation's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Atrion Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control—Integrated Framework* issued by COSO .

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Atrion Corporation and subsidiaries as of December 31, 2008 and 2007, and the related consolidated statements of income, changes in stockholders' equity and comprehensive income, and cash flows for each of the three years in the period ended December 31, 2008, and our report dated March 13, 2009, expressed an unqualified opinion on those financial statements.

/s/ Grant Thornton LLP  
Dallas, Texas  
March 13, 2009

**ITEM 9B. OTHER INFORMATION**

There was no information required to be disclosed in a report on Form 8-K during the three months ended December 31, 2008 that was not reported.

**PART III**

**ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT**

**Directors**

The information for this item relating to directors of the Company is incorporated by reference from the Company's definitive proxy statement for its 2009 annual meeting of stockholders.

**Executive Officers**

The information for this item relating to executive officers of the Company is set forth in Part I of this report.

The information required by Item 405 of Regulation S-K is incorporated by reference from the Company's definitive proxy statement for its 2009 annual meeting of stockholders.

The Company has adopted a Code of Business Conduct that applies to all of the Company's directors, officers and employees. The Code of Business Conduct will be provided to any person, without charge, upon request addressed to: Corporate Secretary, Atrion Corporation, One Allentown Parkway, Allen, Texas 75002.

**ITEM 11. EXECUTIVE COMPENSATION**

The information for this item is incorporated by reference from the Company's definitive proxy statement for its 2009 annual meeting of stockholders.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

**Security Ownership of Certain Beneficial Owners**

The information for this item is incorporated by reference from the Company's definitive proxy statement for its 2009 annual meeting of stockholders.

**Security Ownership of Management**

The information for this item is incorporated by reference from the Company's definitive proxy statement for its 2009 annual meeting of stockholders.

**Changes in Control**

The Company knows of no arrangements that may at a subsequent date result in a change in control of the Company.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information for this item is incorporated by reference from the Company's definitive proxy statement for its 2009 annual meeting of stockholders.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information for this item is incorporated by reference from the Company's definitive proxy statement for its 2009 annual meeting of stockholders.

**PART IV****ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a) The following documents are filed as a part of this report on Form 10-K:

1. Financial Statements of the Company:

Report of Independent Registered Public Accounting Firm

Consolidated Statements of Income

Consolidated Balance Sheets

Consolidated Statements of Cash Flows

Consolidated Statement of Changes in Stockholders Equity and Comprehensive Income

2. Financial Statement Schedules:

Schedule II – Consolidated Valuation and Qualifying Accounts

	Allowance for Doubtful Receivables		
	December 31,		
	<u>2008</u>	<u>2007</u>	<u>2006</u>
	(in thousands)		
Beginning balance	\$ 32	\$ 149	\$ 65
Additions charged to expense	11	(30)	106
Deductions from reserve	(12)	(87)	(22)
Ending balance	<u>\$ 31</u>	<u>\$ 32</u>	<u>\$ 149</u>

All other financial statement schedules have been omitted since the required information is included in the consolidated financial statements or the notes thereto or is not applicable or required.

3. Exhibits. Reference as made to Item 15(b) of this report on Form 10-K.

(b) Exhibits

<b>Exhibit Numbers</b>	<b>Description</b>
2a	Asset Purchase Agreement, dated March 19, 1997, between Atrion Corporation and Midcoast Energy Resources, Inc. <sup>(1)</sup>
3a	Certificate of Incorporation of Atrion Corporation, dated December 30, 1996 <sup>(2)</sup>
3b	Bylaws of Atrion Corporation, as last amended on December 3, 2007 <sup>(3)</sup>
10a*	Atrion Corporation 1997 Stock Incentive Plan <sup>(4)</sup>
10b*	Form of Award Agreement for Incentive Stock Option <sup>(5)</sup>
10c*	Form of Award Agreement for Nonqualified Stock Option for Key Employee <sup>(6)</sup>
10d*	Form of Award Agreement for Nonqualified Stock Option for Director <sup>(7)</sup>
10e*	Atrion Corporation 1998 Outside Directors Stock Option Plan <sup>(8)</sup>
10f*	Form of Stock Option Agreement <sup>(9)</sup>
10g*	Severance Plan for Chief Financial Officer <sup>(10)</sup>
10h*	Chief Executive Officer Amended and Restated Employment Agreement <sup>(11)</sup>
10i*	Form of Award Agreement for Incentive Stock Option under the Atrion Corporation 2006 Equity Incentive Plan <sup>(12)</sup>
10j*	Form of Award Agreement for Non-Qualified Stock Option under the Atrion Corporation 2006 Equity Incentive Plan <sup>(13)</sup>
10k*	Form of Award Agreement for Restricted Stock under the Atrion Corporation 2006 Equity Incentive Plan <sup>(14)</sup>
10l*	Non-Employee Directors Stock Purchase Plan (as amended and restated as of December 2, 2008) <sup>(20)</sup>
10m*	Form of Deferred Fee Election Form – Deferred Compensation Plan for Non-Employee Directors <sup>(15)</sup>
10n*	Deferred Compensation Plan for Non-Employee Directors (as amended and restated as of December 2, 2008) <sup>(20)</sup>
10o*	Form of Stock Purchase Election Form – Non-Employee Director Stock Purchase Plan <sup>(16)</sup>
10p*	Incentive Compensation Plan for Chief Financial Officer for Calendar Years Beginning 2007 <sup>(17)</sup>
10q*	Halkey-Roberts Corporation Incentive Compensation Plan <sup>(18)</sup>
10r*	Atrion Corporation 2006 Equity Incentive Plan (as amended on May 9, 2008) <sup>(19)</sup>
21	Subsidiaries of Atrion Corporation as of December 31, 2007 <sup>(20)</sup>
23	Consent of Grant Thornton LLP <sup>(20)</sup>
31.1	Sarbanes-Oxley Act Section 302 Certification of Chief Executive Officer <sup>(20)</sup>
31.2	Sarbanes-Oxley Act Section 302 Certification of Chief Financial Officer <sup>(20)</sup>
32.1	Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of The Sarbanes – Oxley Act Of 2002



## Notes

- (1) Incorporated by reference to Appendix A to the Definitive Proxy Statement of the Company dated April 23, 1997.
- (2) Incorporated by reference to Appendix B to the Definitive Proxy Statement of the Company dated January 10, 1997.
- (3) Incorporated by reference to Exhibit 3.1 to the Form 8-K of Atrion Corporation filed December 6, 2007.
- (4) Incorporated by reference to Exhibit 4.4(b) to the Form S-8 of Atrion Corporation filed June 10, 1998 (File No. 333-56509).
- (5) Incorporated by reference to Exhibit 4.5 to the Form S-8 of Atrion Corporation filed June 10, 1998 (File No. 333-56509).
- (6) Incorporated by reference to Exhibit 4.6 to the Form S-8 of Atrion Corporation filed June 10, 1998 (File No. 333-56509).
- (7) Incorporated by reference to Exhibit 4.7 to the Form S-8 of Atrion Corporation filed June 10, 1998 (File No. 333-56509).
- (8) Incorporated by reference to Exhibit 4.4 to the Form S-8 of Atrion Corporation, filed June 10, 1998 (File No. 333-56511).
- (9) Incorporated by reference to Exhibit 4.5 to the Form S-8 of Atrion Corporation, filed June 10, 1998 (File No. 333-56511).
- (10) Incorporated by reference to Exhibit 10b to Form 10-Q of Atrion Corporation dated May 12, 2000.
- (11) Incorporated by reference to Exhibit 10.1 to Form 10-Q of Atrion Corporation dated November 6, 2006.
- (12) Incorporated by reference to Exhibit 10.2 to Form 10-Q of Atrion Corporation dated August 8, 2006.
- (13) Incorporated by reference to Exhibit 10.3 to Form 10-Q of Atrion Corporation dated August 8, 2006.
- (14) Incorporated by reference to Exhibit 10.4 to Form 10-Q of Atrion Corporation dated August 8, 2006.
- (15) Incorporated by reference to Exhibit 10.1 to the Form S-8 of Atrion Corporation filed June 27, 2007 (File No. 333-144086).
- (16) Incorporated by reference to Exhibit 10.1 to the Form S-8 of Atrion Corporation filed June 27, 2007 (File No. 333-144085).
- (17) Incorporated by reference to Exhibit 10.5 to Form 10-Q of Atrion Corporation dated August 7, 2007.
- (18) Incorporated by reference to Exhibit 10.6 to Form 10-Q of Atrion Corporation dated August 7, 2007.
- (19) Incorporated by reference to Exhibit 10.1 to Form 10-Q of Atrion Corporation dated August 8, 2008.
- (20) Filed herewith.

\* Management Contract or Compensatory Plan or Arrangement



## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Atrion Corporation

By: /s/ Emile A. Battat  
Emile A. Battat  
Chairman and Chief  
Executive Officer

Dated: March 13, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Emile A. Battat</u> Emile A. Battat	Chairman and Chief Executive Officer (Principal Executive Officer)	March 13, 2009
<u>/s/ Jeffery Strickland</u> Jeffery Strickland	Vice President, Chief Financial Officer and Secretary-Treasurer (Principal Financial and Accounting Officer)	March 13, 2009
<u>/s/ Hugh J. Morgan, Jr.</u> Hugh J. Morgan, Jr.	Director	March 13, 2009
<u>/s/ Roger F. Stebbing</u> Roger F. Stebbing	Director	March 13, 2009
<u>/s/ John P. Stupp, Jr.</u> John P. Stupp, Jr.	Director	March 13, 2009
<u>/s/ Ronald N. Spaulding</u> Ronald N. Spaulding	Director	March 13, 2009

**ATRION CORPORATION**

**NON-EMPLOYEE DIRECTOR STOCK PURCHASE PLAN**

**(As amended and restated as of December 2, 2008)**

**1. Purpose; Effective Date .** Atrion Corporation (the “Company”) has established this Non-Employee Director Stock Purchase Plan (the “Plan”) to provide a convenient method by which non-employee directors of the Company (the “Directors”) may acquire shares of Common Stock of the Company (“Shares”) at fair market value by voluntarily electing to receive Shares in lieu of fees otherwise payable to them in cash for service as a director or member of a Committee of the Board of Directors (the “Fees”). The Plan shall be effective as of the date of approval by the Board of Directors of the Company (the “Board”).

**2. Administration .**

2.1. The Plan will be interpreted and administered by the Compensation Committee of the Board (the “Committee”), the actions and interpretations of which will be final and binding.

2.2. The Committee, in its sole discretion, will have the power, subject to, and within the limitations of, the express provisions of the Plan:

2.2.1 To establish, amend and revoke rules and procedures relating to the Plan (for example, but not by way of limitation, with respect to Director elections to participate in the Plan and the delivery of Shares) as it may deem necessary or appropriate for the administration of the Plan;

2.2.2 To make any and all determinations as it may deem necessary or appropriate for the administration of the Plan;

2.2.3 To approve a form of election form to be used in conjunction with the Plan; and

2.2.4 To delegate all or any part of its authority and powers under the Plan to one or more officers or employees of the Company, including with respect to the day-to-day administration of the Plan.

**3. Election to Be Issued Shares in Lieu of Fees .**

3.1. In December of each year with respect to the Fees payable during the next succeeding calendar year, each Director shall be given the opportunity to elect to be issued Shares in lieu of some or all of the Fees that would otherwise be payable to him or her.

3.2. On the first business day of each year, the foregone Fees will be converted into Shares based on the closing price of a share of Common Stock on the next preceding date on which any shares of Common Stock were traded on any national securities exchange on which the shares of Common Stock are listed.

3.3. Until and unless otherwise determined by the Committee, each Director’s election pursuant to Section 3.1 shall be irrevocable for the calendar year to which it relates.

**4. Vesting .** Shares issued to a Director in lieu of Fees shall vest as follows: (a) 25% of the Shares issued to a Director shall vest on the date such Shares are issued to such Director; (b) 25% of such Shares shall vest on the April 1 immediately following the date such Shares are issued to such Director; (c) 25% of such Shares shall vest on the July 1 immediately following the date such Shares are issued to such Director; and (d) 25% of such Shares shall vest on the October 1 immediately following the date such Shares are issued to such Director.

**5. Restrictions .** If a Director ceases to be a member of the Board for any reason, all Shares which have not vested as of the last day that such Director is a member of the Board shall be forfeited. The Shares may not be sold, transferred, pledged, assigned or otherwise alienated or hypothecated until the Shares vest.

**6. Rights Prior to Vesting .** During the period prior to vesting, the Director (a) may exercise full voting rights with respect to the Shares, (b) shall be entitled to receive cash dividends paid with respect to the Shares and (c) shall be credited with and entitled to receive stock dividends paid with respect to the Shares; provided, however, that any such stock dividends shall be subject to the same restrictions as the Shares.

**7. Effect of Change in Control on Unvested Shares .** At the time of consummation of a Change in Control (as defined below), if any, any Shares that are not vested shall vest immediately prior to the consummation of the Change in Control. For purposes of this Plan, a "Change of Control" shall mean the occurrence of any of the following events: (a) any person, entity or affiliated group, excluding the Company or any employee benefit plan of the Company, acquiring more than twenty-five percent (25%) of the then outstanding shares of voting stock of the Company, (b) the consummation of any merger or consolidation of the Company into another company, such that the holders of the shares of the voting stock of the Company immediately before such merger or consolidation own less than fifty percent (50%) of the voting power of the securities of the surviving company or the parent of the surviving company, (c) the adoption of a plan for complete liquidation of the Company or the sale or disposition of all or substantially all of the Company's assets of the Company, such that after the transaction, the holders of the shares of the voting stock of the Company immediately prior to the transaction own less than fifty percent (50%) of the voting securities of the acquiror or the parent of the acquiror, or (d) during any period of two (2) consecutive years, individuals who at the beginning of such period constituted the Board (including for this purpose any new director whose election or nomination for election by the Company's stockholders was approved by a vote of at least a majority of the directors then still in office who were directors at the beginning of such period) cease for any reason to constitute at least a majority of the Board.

**8. Delivery of Shares .**

8.1. No Shares shall be delivered to a Director until such Shares have vested. As soon as administratively practicable after vesting, vested Shares will be delivered to the Director in the manner specified in the Director's election form.

8.2. Payouts of Shares under the Plan will be in the form of whole Shares only; the balance of any foregone Fees not payable in whole Shares will be paid in cash.

**9. Legend.** In order to enforce the restrictions imposed on the Shares, all certificates representing such Shares shall initially bear the following legend:

THESE SHARES ARE HELD SUBJECT TO THE TERMS OF THE ATRION CORPORATION  
NON-EMPLOYEE DIRECTOR STOCK PURCHASE PLAN (“THE PLAN”) AND SUCH SHARES  
MAY ONLY BE TRANSFERRED IN ACCORDANCE WITH THE TERMS THEREOF. A COPY  
OF THE PLAN IS AVAILABLE AT THE OFFICE OF THE COMPANY.

Such legend shall be removed as the Shares vest.

**10. Tax Election.** Unless a Director makes an election under Section 83(b) of the Internal Revenue Code, the fair market value of the Shares issued to the Director as of the date such Shares vest will be taxable as ordinary income. In the event a Director makes a timely election under Section 83(b), the fair market value of the Shares issued to the Director as of the date of issuance will be taxable as ordinary income. The Director shall promptly notify the Company if he makes a timely Section 83(b) election. As with cash payments of Fees, the Company will report the income to the Director on a Form 1099. If the Director is a taxpayer in countries other than the United States, he or she may be subject to additional tax obligations.

**11. Amendment or Termination of the Plan.** The Board may, at any time and for any reason, amend or terminate the Plan.

**12. No Guarantee of Future Service.** Nothing in the Plan will provide Directors any guarantee or promise of continued service on the Board.

**13. Choice of Law.** All questions concerning the construction, validity, and interpretation of the Plan will be governed by the law of the State of Texas, exclusive of the conflict of laws provisions thereof.

**14. Headings.** The headings in the Plan are for convenience only and will not be deemed to constitute a part hereof nor to affect the meaning hereof.

ATRION CORPORATION

DEFERRED COMPENSATION PLAN FOR  
NON-EMPLOYEE DIRECTORS  
(As amended and restated as of December 2, 2008)

1. **Purpose; Effective Date** . Atrion Corporation (the "Company") has established this Deferred Compensation Plan for Non-Employee Directors (the "Plan") for the purpose of providing an unfunded nonqualified deferred compensation plan for the non-employee directors of the Company (the "Directors"). The Plan shall be effective as of the date of approval by the Board of Directors of the Company (the "Board").

2. **Eligibility** . Persons eligible to defer compensation under the Plan shall consist of the Directors. Any Director who has submitted a Deferred Fee Election Form, as defined below, is hereinafter referred to as a "Participant."

3. **Deferred Fees** . A Director may elect to defer receipt of all or a portion of the cash fees payable for services as a director and for services as a member of a Committee of the Board for a calendar year (the "Fees") by submitting to the Company an election form with respect to such Fees (the "Deferred Fee Election Form"). The Deferred Fee Election Form must be submitted to the Company no later than the applicable Deferral Deadline, as defined below. A Deferred Fee Election Form submitted by a Participant shall be irrevocable once the Deferral Deadline for those Fees has passed, but the Participant may modify or terminate a Deferred Fee Election Form with respect to Fees payable in any year by submitting a revised Deferred Fee Election Form or otherwise giving written notice to the Company at any time on or prior to the Deferral Deadline for those Fees. The Deferral Deadline for an election to defer Fees for services performed in any calendar year shall be the last day of the prior calendar year; provided, however, that the Deferral Deadline for a Director's first year of eligibility in this Plan shall be the 30th day following the date the Director becomes eligible to participate in this Plan with respect to Fees payable for services performed after the election is made. Directors are eligible to participate in the Plan upon election to the Board.

4. **Stock Unit Accounts** .

(a) Accounts. The Company shall establish on its books a Stock Unit Account ("Stock Unit Account") for each Participant that elects to defer Fees, which shall be denominated in Stock Units, including fractional Stock Units. On the first business day of each calendar year, the Stock Unit Account shall be credited with a number of Stock Units equal to the Fees deferred by the Director (the "Deferred Fees") divided by the closing price of the common stock of the Company (the "Common Stock") on the next preceding date on which any Shares of Common Stock were traded on any national securities exchange on which shares of Common Stock are listed. Also on the first business day of each calendar year, each Stock Unit Account shall be credited with an additional number of Stock Units (including fractional Stock Units) equal to the total amount of dividends that would have been paid during the prior year on the number of Stock Units recorded as the balance of that Stock Unit Account on each date such dividends were paid divided by the closing price for the Common Stock on such dividend payment dates.

(b) Statement of Account. At least annually, a report shall be issued by the Company to each Participant setting forth the balance of the Participant's Stock Unit Account under the Plan.

(c) Effect of Change in Control on Stock Unit Accounts. At the time of consummation of a Change in Control (as defined below), if any, any Stock Units that are not vested shall vest. At such time, the total amount credited to a Participant's Stock Unit Account shall be converted into a credit for cash or common stock of the acquiring company ("Acquiror Stock") based on the consideration received by stockholders of the Company ("Stockholders") in the Change in Control, as follows:

(i) Stock Transaction. If Stockholders receive Acquiror Stock in the Change in Control, then (1) the amount credited to each Participant's Stock Unit Account shall be converted into a credit for the number of shares of Acquiror Stock that the Participant would have received as a result of the Change in Control if the Participant had actually held the Common Stock credited to his or her Stock Unit Account immediately prior to the consummation of the Change in Control, and (2) Stock Unit Accounts will thereafter be denominated in shares of Acquiror Stock and ongoing deferral of Fees shall continue to be made into the Stock Unit Accounts as so denominated in accordance with the terms of outstanding deferral elections.

(ii) Cash or Other Property Transaction. If Stockholders receive cash or other property in the Change in Control, then (1) the amount credited to a Participant's Stock Unit Account shall be converted into a cash credit for the amount of cash or the value of the property that the Participant would have received as a result of the Change in Control if the Participant had actually held the Common Stock credited to his or her Stock Unit Account immediately prior to the consummation of the Change in Control, and the cash so credited to the Participant shall be distributed in a lump sum to the Participant in January of the year following the Change of Control, and (2) Stock Unit Accounts shall no longer exist under the Plan, and there shall be no ongoing deferrals.

(iii) Combination Transaction. If Stockholders receive Acquiror Stock and cash or other property in the Change in Control, then (1) the amount credited to each Participant's Stock Unit Account shall be converted in part into a credit for Acquiror Stock under Section 4(c)(i) and in part into a credit for cash under Section 4(c)(ii) in the same proportion as such consideration is received by the Stockholders, and (2) ongoing deferral and crediting of Fees shall continue to be made into the Stock Unit Accounts as provided in Section 4(c)(i) in accordance with the terms of outstanding deferral elections.

(iv) Change in Control. For purposes of this Plan, a "Change of Control" shall mean the occurrence of any of the following events: (a) any person, entity or affiliated group, excluding the Company or any employee benefit plan of the Company, acquiring more than twenty-five percent (25%) of the then outstanding shares of voting stock of the Company, (b) the consummation of any merger or consolidation of the Company into another company, such that the holders of the shares of the voting stock of the Company immediately before such merger or consolidation own less than fifty percent (50%) of the voting power of the securities of the surviving company or the parent of the surviving company, (c) the adoption of a plan for complete liquidation of the Company or the sale or disposition of all or substantially all of the Company's assets of the Company, such that after the transaction, the holders of the shares of the voting stock of the Company immediately prior to the transaction own less than fifty percent (50%) of the voting securities of the acquiror or the parent of the acquiror, or (d) during any period of two (2) consecutive years, individuals who at the beginning of such period constituted the Board (including for this purpose any new director whose election or nomination for election by the Company's stockholders was approved by a vote of at least a majority of the directors then still in office who were directors at the beginning of such period) cease for any reason to constitute at least a majority of the Board.

5. **Vesting**. Subject to Section 6 hereof, each Stock Unit, other than Stock Units credited on the first business day of each year to a Stock Unit Account as a dividend equivalent, shall vest as follows: (a) 25% of such Stock Unit shall vest on the date on which it is credited to the Stock Unit Account; (b) 25% of such Stock Unit shall vest on the April 1 immediately following the date on which it is credited to the Stock Unit Account; (c) 25% of such Stock Unit shall vest on the July 1 immediately following the date on which it is credited to the Stock Unit Account; and (d) 25% of such Stock Unit shall vest on the October 1 immediately following the date on which it is credited to the Stock Unit Account. Except as otherwise provided in Section 4(c), the foregoing vesting schedule requires continued service through each applicable vesting date as a condition to the vesting of the applicable portion of each Stock Unit. Each Stock Unit credited on the first business day of each year to a Stock Unit Account as a dividend equivalent shall be fully vested when credited to such Stock Unit Account.

6. **Termination as Director**. If a Participant ceases to be a member of the Board for any reason, all Stock Units credited to such Participant's Stock Unit Account that have not vested as of the last day that such Participant is a member of the Board shall immediately be forfeited and shall terminate and there shall be no payment therefor, or delivery of Common Stock with respect thereto, to such Participant.

7. **Distributions**.

(a) **Timing of Distributions**. Each Deferred Fee Election Form shall include an election by the Participant as to the timing of distributions with respect to Deferred Fees. Except as otherwise provided in this Section 7, such elections shall be irrevocable with respect to Deferred Fees once the Deferral Deadline for such Deferred Fees has passed. All distributions from the Plan shall be made in shares of Common Stock with one share of Common Stock to be distributed for each Stock Unit in the Participant's Stock Unit Account plus cash for any fractional Stock Units.

(b) **Distribution Timing and Valuation**. Distributions shall be made (i) in January of the year following the year in which service as a director of the Company ceases for any reason or (ii) in January of the year the Participant elects in the Deferred Fee Election Form which, except in the case of Stock Units credited to a Stock Unit Account as a dividend equivalent, shall in no case be earlier than the January following the year in which the Stock Unit is credited to the Participant's Stock Unit Account. All distributions due under the Plan in any year shall be made on a date in January determined by the Compensation Committee of the Board (the "Committee"). All distributions shall be based on Stock Unit Account balances as of the close of business on the last trading day of the immediately preceding year plus any additional Stock Units credited to the Stock Unit Account pursuant to the third sentence of Section 4(a) above.

(c) Designation of Beneficiaries; Death.

(i) Each Participant shall have the right, at any time, to designate any person or persons as the Participant's beneficiary or beneficiaries (both primary as well as secondary) to whom distributions under this Plan shall be made in the event of the Participant's death prior to completion of distribution due under the Plan. If greater than fifty percent (50%) of the distribution is designated to a beneficiary other than the Participant's spouse, such beneficiary designation shall be consented to by the Participant's spouse. Each beneficiary designation shall be in written form prescribed by the Company and will be effective only if filed with the Company during the Participant's lifetime. Such designation may be changed by the Participant at any time without the consent of a beneficiary, subject to the spousal consent requirement above. If no designated beneficiary survives the Participant, the Participant's distributions shall be made to the Participant's surviving spouse or, if no spouse survives, to the Participant's estate.

(ii) Upon the death of a Participant, all distributions shall be made in January of the year following death.

(d) Distribution to Guardian. If a distribution under the Plan is due to a minor or a person declared incompetent or to a person incapable of handling the disposition of his property, the Committee may direct such distribution to the guardian, legal representative or person responsible for the care and custody of such minor, incompetent or person. The Committee may require proof of incompetence, minority, incapacity or guardianship as it may deem appropriate prior to such distribution. Such distribution shall completely discharge the Committee and the Company from all liability with respect to such distribution.

(e) Withholding; Payroll Taxes. The Company shall withhold from distributions made hereunder any taxes required to be withheld from such distributions under federal, state or local law.

8. **Administration**.

(a) Committee Duties. This Plan shall be administered by the Committee. The Committee shall have responsibility for the general administration of the Plan and for carrying out its intent and provisions. The Committee shall interpret the Plan and have such powers and duties as may be necessary to discharge its responsibilities. The Committee may, from time to time, employ other agents and delegate to them such administrative duties as it sees fit, and may from time to time consult with counsel who may be counsel to the Company.

(b) Binding Effect of Decisions. The decision or action of the Committee in respect of any question arising out of or in connection with the administration, interpretation and application of the Plan and the rules and regulations promulgated hereunder shall be final, conclusive and binding upon all persons having any interest in the Plan.



9. Amendment and Termination of the Plan.

(a) Amendment. The Board may at any time amend the Plan in whole or in part; provided, however, that no amendment shall affect the terms of any previously deferred amounts or the terms of any irrevocable Deferred Fee Election Form of any Participant.

(b) Termination. The Board may at any time partially or completely terminate the Plan if, in its judgment, the tax, accounting, or other effects of the continuance of the Plan, or potential distributions thereunder, would not be in the best interests of the Company.

(i) Partial Termination. The Board may partially terminate the Plan by instructing the Committee not to accept any additional Deferred Fee Election Forms and terminating all existing Deferred Fee Election Forms to the extent such Deferred Fee Election Forms have not yet become irrevocable. In the event of such a partial termination, the Plan shall continue to operate and be effective with regard to all elections regarding Deferred Fees made prior to the effective date of such partial termination.

(ii) Complete Termination. The Board may completely terminate the Plan as provided in this Section 9(b)(ii). In connection with any complete termination, the Company shall take all actions necessary so that Participants do not incur any taxes under Section 409A of the Internal Revenue Code.

(1) In the event the Board causes a complete termination of the Plan (other than in connection with a Change in Control Event as provided in Section 9(b)(ii)(2)), the Plan shall continue to operate as in a partial termination except as provided in this Section 9(b)(ii)(1). For a period selected by the Board of at least 12 months from the date the Board takes action to terminate the Plan, the Plan shall continue to make distributions otherwise due under the terms of the Plan absent termination of the Plan. On a date selected by the Board that is more than 12 months from the date the Board took action to terminate the Plan, the Plan shall cease to operate, the Company shall determine the balance of each Participant's Stock Unit Account as of the close of business on such date and the Company shall distribute such Stock Unit Account balances to the Participants in a single lump sum distribution as soon as practicable after such date, but in no event shall such distribution be made later than 24 months after the date the Board took action to terminate the Plan.

(2) The Board may completely terminate the Plan at any time during the 30 days preceding or the 12 months following a Change in Control Event (as defined in the proposed regulations under Section 409A of the Internal Revenue Code in effect as of the effective date of the Plan or in any revised or final regulations adopted after the effective date of the Plan). In that event, on the effective date of the complete termination, the Plan shall cease to operate, the Company shall determine the balance of each Participant's Stock Unit Account as of the close of business on such effective date, and the Company shall distribute such Stock Unit Account balance, whether or not then vested, to the Participants in a single lump sum distribution as soon as practicable after such effective date and in no event later than 12 months after such effective date.

## 10. Miscellaneous.

(a) No Funding. The obligations of the Company to make distributions under this Plan shall be interpreted solely as an unfunded, contractual obligation to distribute only those amounts credited to the Participant's Stock Unit Account. Any assets set aside, including any assets transferred to a grantor trust or purchased by the Company with respect to amounts payable under the Plan, shall be subject to the claims of the Company's general creditors, and no person other than the Company shall, by virtue of the provisions of the Plan, have any interest in such assets.

(b) Non-assignability. Neither a Participant nor any other person shall have the right to commute, sell, assign, transfer, pledge, anticipate, mortgage or otherwise encumber, transfer, hypothecate or convey any Stock Unit Account or, in advance of actual receipt, the amounts, if any, payable hereunder, or any part thereof, which are, and all rights to which are, expressly declared to be non-assignable and nontransferable. No part of the distributions to be made hereunder shall, prior to actual distribution, be subject to seizure or sequestration for the payment of any debts, judgments, alimony or separate maintenance owed by a Participant or any other person, nor be transferable by operation of law in the event of a Participant's or any other person's bankruptcy or insolvency.

(c) Compliance with Laws. This Plan and the issuance and delivery of shares of Common Stock under this Plan are subject to compliance with all applicable federal and state laws, rules and regulations (including but not limited to state and federal securities law and federal margin requirements) and to such approvals by any listing, regulatory or governmental authority as may, in the opinion of counsel for the Company, be necessary or advisable in connection therewith. Any securities delivered under this Plan shall be subject to such restrictions, and the person acquiring such securities shall, if requested by the Company, provide such assurances and representations to the Company as the Company may deem necessary or desirable to assure compliance with all applicable legal requirements. To the extent permitted by applicable law, the Plan shall be deemed amended to the extent necessary to conform to such laws, rules and regulations.

(d) Governing Law. The provisions of this Plan shall be construed and interpreted according to the laws of the State of Texas, except as preempted by federal law.

(e) Validity. In case any provision of this Plan shall be held illegal or invalid for any reason, said illegality or invalidity shall not affect the remaining parts hereof, but this Plan shall be construed and enforced as if such illegal and invalid provisions had never been inserted herein.

(f) Notice. Any notice or filing required or permitted to be given to the Company or the Committee under the Plan shall be sufficient if in writing and hand delivered, or sent by registered or certified mail, to the Secretary of the Company. Such notice shall be deemed given as of the date of delivery or, if delivery is made by mail, as of the date shown on the postmark on the receipt for registration or certification.

(g) Successors. The provisions of this Plan shall bind and inure to the benefit of the Company and its successors and assigns. The term successors as used herein shall include any corporate or other business entity which shall, whether by merger, consolidation, purchase or otherwise acquire all or substantially all of the business and assets of the Company, and successors of any such corporation or other business entity.

**Subsidiaries of Atrion Corporation**

As of December 31, 2008

Subsidiary	State of Incorporation	Ownership
Atrion Medical Products, Inc.	Alabama	100%
Halkey-Roberts Corporation	Florida	100%
Quest Medical, Inc.	Texas	100%
AlaTenn Pipeline Company LLC	Alabama	100%
Atrion Leasing Company LLC	Alabama	100%

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**Exhibit 23****Consent of Independent Registered Public Accounting Firm**

We have issued our reports dated March 13, 2009, with respect to the consolidated financial statements, schedule, and internal control over financial reporting included in the Annual Report of Atrion Corporation and subsidiaries on Form 10-K for the year ended December 31, 2008. We hereby consent to the incorporation by reference of said reports in the Registration Statements of Atrion Corporation and subsidiaries on Forms S-8 (File No. 33-61309, effective August 14, 1995, File No. 333-56511, effective June 10, 1998, File No. 333-56509, effective June 10, 1998, File No. 333-63318, effective June 19, 2001, File No. 333-142917, effective May 14, 2007, File No. 333-144085, effective June 27, 2007, and File No. 333-144086, effective June 27, 2007).

/s/ Grant Thornton LLP  
Dallas, Texas  
March 13, 2009

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**Chief Executive Officer Certification**

I, Emile A. Battat, certify that:

1. I have reviewed this annual report of Atrion Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a – 15(f) and 15d – 15(f)) for the registrant and we have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 13, 2009

/s/ Emile A. Battat  
Emile A. Battat  
Chairman and  
Chief Executive Officer

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**Chief Financial Officer Certification**

I, Jeffery Strickland, certify that:

1. I have reviewed this annual report of Atrion Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a – 15(f) and 15d – 15(f)) for the registrant and we have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 13, 2009

/s/ Jeffery Strickland  
Jeffery Strickland  
Vice President and  
Chief Financial Officer

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CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES –  
OXLEY ACT OF 2002

Pursuant to 18 U.S.C. section 1350, the undersigned officer of Atrion Corporation (the “Company”), hereby certifies, to such officer’s knowledge, that the Company’s Annual Report on Form 10-K for the year ended December 31, 2008 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 13, 2009

/s/ Emile A. Battat  
Emile A. Battat  
Chief Executive Officer

The foregoing certification is made solely for purpose of 18 U.S.C. section 1350 and not for any other purpose.

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CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES –  
OXLEY ACT OF 2002

Pursuant to 18 U.S.C. section 1350, the undersigned officer of Atrion Corporation (the “Company”), hereby certifies, to such officer’s knowledge, that the Company’s Annual Report on Form 10-K for the year ended December 31, 2008 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 13, 2009

/s/ Jeffery Strickland  
Jeffery Strickland  
Chief Financial Officer

The foregoing certification is made solely for purpose of 18 U.S.C. section 1350 and not for any other purpose.

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