UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2008

Commission file number: 1-15729

PARAGON TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	22-1643428
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
600 Kuebler Road, Easton, Pennsylvania	18040
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number, Including Area Code: 610-252-3205

Indicate by checkmark 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 checkmark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition 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 checkmark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares of the Registrant's Common Stock, $1.00 par value, outstanding as of November 11, 2008 was 1,979,170.

Paragon Technologies, Inc.

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Item 1. Financial Statements
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Balance Sheets (Unaudited)
September 30, 2008 and December 31, 2007
(In Thousands, Except Share Data)

	September 30, 2008	December 31, 2007
Assets		
Current assets:		
Cash and cash equivalents	$ 8,854	12,104
Short-term investments	-	200
Total cash and cash equivalents and short-term investments	8,854	12,304
Receivables:		
Trade (net of allowance for doubtful accounts of $100 as of September 30, 2008 and $0 as of December 31, 2007)	1,721	2,640
Notes and other receivables	347	310
Total receivables	2,068	2,950
Costs and estimated earnings in excess of billings	612	1,353
Inventories:		
Raw materials	222	160
Work-in-process	22	224
Finished goods	549	475
Total inventories	793	859
Deferred income tax benefits	-	263
Prepaid expenses and other current assets	188	113
Total current assets	12,515	17,842
Machinery and equipment, at cost:		
Machinery and equipment	1,384	1,313
Less: accumulated depreciation	1,062	1,000
Net machinery and equipment	322	313
Deferred income tax benefits	-	161
Total assets	$ 12,837	18,316

See accompanying notes to financial statements.

(Continued)

Item 1. Financial Statements *(Continued)*
Paragon Technologies, Inc.
Balance Sheets (Unaudited) *(Continued)*
September 30, 2008 and December 31, 2007
(In Thousands, Except Share Data)

	September 30, 2008	December 31, 2007
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 1,189	1,726
Customers' deposits and billings in excess of costs and estimated earnings	1,089	3,063
Accrued salaries, wages, and commissions	297	173
Accrued product warranties	447	234
Deferred gain on sale-leaseback	-	28
Unearned support contract revenue	246	254
Accrued other liabilities	325	324
Total current liabilities	3,593	5,802
Long-term liabilities:		
Income taxes payable	242	261
Total long-term liabilities	242	261
Commitments and contingencies *(See Note 13)*		
Stockholders' equity:		
Common stock, $1 par value; authorized 20,000,000 shares; issued and outstanding 2,256,811 shares as of September 30, 2008 and 2,769,192 shares as of December 31, 2007	2,257	2,769
Additional paid-in capital	4,522	5,537
Retained earnings	2,223	3,947
Total stockholders' equity	9,002	12,253
Total liabilities and stockholders' equity	$ 12,837	18,316

See accompanying notes to financial statements.

Item 1. **Financial Statements** *(Continued)*

Paragon Technologies, Inc.

Statements of Operations (Unaudited)

For the Three and Nine Months Ended September 30, 2008 and 2007

(In Thousands, Except Share and Per Share Data)

	Three Months Ended		Nine Months Ended	
	September 30, 2008	September 30, 2007	September 30, 2008	September 30, 2007
Net sales	$ 3,715	7,298	12,883	16,924
Cost of sales	2,540	5,559	9,217	12,780
Gross profit on sales	1,175	1,739	3,666	4,144
Selling, general and administrative expenses	1,363	1,382	3,992	4,322
Product development costs	3	27	109	95
Interest expense	-	1	-	1
Interest income	(75)	(108)	(289)	(337)
Other expense (income), net	1	(2)	-	(21)
	1,292	1,300	3,812	4,060
Income (loss) before income taxes	(117)	439	(146)	84
Income tax expense (benefit)	484	(217)	458	(315)
Net income (loss)	$ (601)	656	(604)	399
Basic and diluted earnings (loss) per share	$ (.24)	.24	(.23)	.14
Weighted average basic and diluted shares outstanding	2,516,012	2,769,192	2,638,643	2,798,772

See accompanying notes to financial statements.

Paragon Technologies, Inc.
Statements of Cash Flows (Unaudited)
For the Nine Months Ended September 30, 2008 and 2007
(In Thousands)

	Nine Months Ended	
	September 30, 2008	September 30, 2007
Cash flows from operating activities:		
Net income (loss)	$ (604)	399
Adjustments to reconcile net income (loss) to net cash used by operating activities:		
Depreciation of machinery and equipment	94	82
Deferred income tax expense	424	36
Provision for doubtful accounts	100	-
Amortization of deferred gain on sale-leaseback	(28)	(124)
Stock-based compensation	18	8
Change in operating assets and liabilities:		
Receivables	782	(1,568)
Costs and estimated earnings in excess of billings	741	(1,147)
Inventories	66	(210)
Prepaid expenses and other current assets	(75)	(72)
Other assets	-	4
Accounts payable	(537)	2,337
Customers' deposits and billings in excess of costs and estimated earnings	(1,974)	(402)
Accrued salaries, wages, and commissions	124	98
Income taxes payable	(19)	(314)
Accrued product warranties	213	48
Unearned support contract revenue	(8)	(50)
Accrued other liabilities	1	(72)
Net cash used by operating activities	(682)	(947)
Cash flows from investing activities:		
Proceeds from sales of short-term investments	200	3,345
Purchases of short-term investments	-	(500)
Purchases of machinery and equipment	(103)	(107)
Net cash provided by investing activities	97	2,738

See accompanying notes to financial statements.

(Continued)

Item 1. **Financial Statements** *(Continued)*
Paragon Technologies, Inc.
Statements of Cash Flows (Unaudited) *(Continued)*
For the Nine Months Ended September 30, 2008 and 2007
(In Thousands)

	Nine Months Ended	
	September 30, 2008	September 30, 2007
Cash flows from financing activities:		
Repurchase and retirement of common stock	(2,665)	(567)
Net cash used by financing activities	(2,665)	(567)
Increase (decrease) in cash and cash equivalents	(3,250)	1,224
Cash and cash equivalents, beginning of period	12,104	2,447
Cash and cash equivalents, end of period	$ 8,854	3,671
Supplemental disclosures of cash flow information:		
Cash paid (received) during the period for:		
Interest expense	$ -	1
Income taxes	$ 123	(36)

See accompanying notes to financial statements.

(1) Basis of Financial Statement Presentation

The accompanying unaudited financial statements have been prepared in accordance with the requirements for Form 10-Q and Article 10 of Regulation S-X and, accordingly, certain information and footnote disclosures have been condensed or omitted. In the opinion of the management of Paragon Technologies, Inc. ("Paragon" or the "Company"), the unaudited interim financial statements furnished reflect all adjustments and accruals that are necessary to present a fair statement of results for the interim periods. Results for interim periods are not necessarily indicative of results expected for the full fiscal year.

This quarterly report should be read in conjunction with, and is qualified in its entirety by reference to, the Consolidated Financial Statements of the Company and the related Notes thereto appearing in the Company's annual report on Form 10-K for the year ended December 31, 2007 as filed with the Securities and Exchange Commission on March 28, 2008. Refer to the Company's annual report on Form 10-K for the year ended December 31, 2007 for more complete financial information.

The preparation of the financial statements, in conformity with U.S. generally accepted accounting principles, requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. The judgments made in assessing the appropriateness of the estimates and assumptions utilized by management in the preparation of the financial statements are based on historical and empirical data and other factors germane to the nature of the risk being analyzed. Materially different results may occur if different assumptions or conditions were to prevail. Estimates and assumptions are mainly utilized to establish the appropriateness of the inventory valuation, warranty reserve, and revenue recognition.

(2) Short-Term Investments

The Company's short-term investments are comprised of debt securities, all classified as available for sale, that are carried at cost, which approximates fair value of the investments at period end. These debt securities include state and municipal bonds. The short-term investments are on deposit with a major financial institution and are supported by letters of credit. Short-term investments as of September 30, 2008 and December 31, 2007 were $0 and $200,000, respectively.

(3) Allowance for Doubtful Accounts

The Company provides an allowance for doubtful accounts determined by a specific identification of individual accounts. The Company writes off receivables upon determination that no further collections are probable. The allowance for doubtful accounts as of September 30, 2008 and December 31, 2007 was $100,000 and $0, respectively.

(4) Accrued Product Warranties

The Company's products are warranted against defects in materials and workmanship for varying periods of time depending on customer requirements and the type of system sold, with a typical warranty period of one year. The Company provides an accrual for estimated future warranty costs and potential product liability claims based upon a percentage of cost of sales, typically two percent of the cost of the system being sold. A detailed review of products still in the warranty period is performed each quarter.

A roll-forward of warranty activities is as follows *(in thousands)*:

	Beginning Balance January 1	Additions Charged to Costs and Expenses	Deductions	Ending Balance September 30
2008	$ 234	287	(74)	447
2007	$ 192	127	(79)	240

(5) Business Operations

Company Overview

Paragon, based out of Easton, Pennsylvania, provides a variety of material handling solutions, including systems, technologies, products, and services for material flow applications. The Company's capabilities include horizontal transportation, rapid dispensing, order fulfillment, computer software, sortation, integrating conveyors and conveyor systems, and aftermarket services. The Company is a Delaware corporation, originally incorporated in 1958.

The Company (also referred to as "SI Systems") is a specialized systems integrator supplying SI Systems' branded automated material handling systems to manufacturing, assembly, order fulfillment, and distribution operations customers located primarily in North America, including the U.S. government. SI Systems is brought to market as two individual brands, SI Systems' Order Fulfillment Systems (hereafter referred to as "SI Systems OFS") and SI Systems' Production & Assembly Systems (hereafter referred to as "SI Systems PAS"). Each brand has its own focused sales force, utilizing the products and services currently available or under development within the Company.

The SI Systems OFS sales force focuses on providing order fulfillment systems to order processing and distribution operations, which may incorporate the Company's proprietary DISPEN-SI-MATIC® and automated order fulfillment solutions and specialized software from the SINTHESIS™ Software Suite. SINTHESIS™ is comprised of eight proprietary software groups, with 26 extendible software modules that continually assess real-time needs and deploy solutions to accurately facilitate and optimize planning, warehousing, inventory, routing, and order fulfillment within the distribution process. The SI Systems PAS sales force focuses on providing automated material handling systems to manufacturing and assembly operations and the U.S. government, which may incorporate the Company's proprietary LO-TOW® and CARTRAC® horizontal transportation technologies.

(5) Business Operations *(Continued)*

The Company's automated material handling systems are marketed, designed, sold, installed, and serviced by its own staff or subcontractors as labor-saving devices to improve productivity, quality, and reduce costs. The Company's integrated material handling solutions involve both standard and specially designed components and include integration of non-proprietary automated handling technologies to provide turnkey solutions for its customers' unique material handling needs. The Company's engineering staff develops and designs computer control programs required for the efficient operation of the systems and for optimizing manufacturing, assembly, and fulfillment operations.

The Company's systems vary in configuration and capacity. Historically, system prices across the Company's product lines have ranged from $100,000 to several million dollars per system. Systems and aftermarket sales during the three and nine months ended September 30, 2008 and 2007 are as follows *(in thousands):*

For the three months ended September 30, 2008 and 2007:

	September 30, 2008		September 30, 2007	
	Sales	% of Total Sales	Sales	% of Total Sales
Systems sales	$ 2,732	73.5%	6,352	87.0%
Aftermarket sales	983	26.5%	946	13.0%
Total sales	$ 3,715	100.0%	7,298	100.0%

For the nine months ended September 30, 2008 and 2007:

	September 30, 2008		September 30, 2007	
	Sales	% of Total Sales	Sales	% of Total Sales
Systems sales	$10,451	81.1%	14,275	84.3%
Aftermarket sales	2,432	18.9%	2,649	15.7%
Total sales	$12,883	100.0%	16,924	100.0%

The Company's products are sold worldwide through its own sales personnel. Domestic and international sales during the three and nine months ended September 30, 2008 and 2007 are as follows: *(in thousands)*:

For the three months ended September 30, 2008 and 2007:

	September 30, 2008		September 30, 2007	
	Sales	% of Total Sales	Sales	% of Total Sales
Domestic sales	$ 3,048	82.0%	4,793	65.7%
International sales	667	18.0%	2,505	34.3%
Total sales	$ 3,715	100.0%	7,298	100.0%

(5) Business Operations *(Continued)*

For the nine months ended September 30, 2008 and 2007:

	September 30, 2008		September 30, 2007	
	Sales	% of Total Sales	Sales	% of Total Sales
Domestic sales	$ 9,703	75.3%	12,111	71.6%
International sales	3,180	24.7%	4,813	28.4%
Total sales	$12,883	100.0%	16,924	100.0%

Sales from external customers for each of the Company's products during the three and nine months ended September 30, 2008 and 2007 are as follows *(in thousands)*:

For the three months ended September 30, 2008 and 2007:

	September 30, 2008		September 30, 2007	
	Sales	% of Total Sales	Sales	% of Total Sales
LO-TOW® sales	$ 2,005	54.0%	2,287	31.3%
CARTRAC® sales	-	-	64	.9%
DISPEN-SI-MATIC®, SINTHESIS®, and related order fulfillment sales	727	19.6%	4,001	54.8%
Aftermarket sales	983	26.4%	946	13.0%
Total sales	$ 3,715	100.0%	7,298	100.0%

For the nine months ended September 30, 2008 and 2007:

	September 30, 2008		September 30, 2007	
	Sales	% of Total Sales	Sales	% of Total Sales
LO-TOW® sales	$ 6,235	48.4%	5,693	33.6%
CARTRAC® sales	-	-	119	.7%
DISPEN-SI-MATIC®, SINTHESIS®, and related order fulfillment sales	4,216	32.7%	8,428	49.8%
Other sales	-	-	35	.2%
Aftermarket sales	2,432	18.9%	2,649	15.7%
Total sales	$12,883	100.0%	16,924	100.0%

All of the Company's sales originate in the United States, and there are no long-lived assets existing outside the United States.

The Company engages in sales with the U.S. government. Sales to the U.S. government during the three months ended September 30, 2008 and 2007 were $67,515 and $62,759, respectively. Sales to the U.S. government during the nine months ended September 30, 2008 and 2007 were $136,712 and $256,734, respectively.

(5) Business Operations *(Continued)*

The Company's backlog of orders at September 30, 2008 and September 30, 2007 was $3,298,000 and $7,172,000, respectively.

The Company's business is largely dependent upon a limited number of large contracts with a limited number of customers. This dependence can cause unexpected fluctuations in sales volume. Various external factors affect the customers' decision-making process on expanding or upgrading their current production or distribution sites. The customers' timing and placement of new orders is often affected by factors such as the current economy, current interest rates, and future expectations. The Company believes that its business is not subject to seasonality, although the rate of new orders can vary substantially from month to month. Since the Company recognizes sales on a percentage of completion basis for its systems contracts, fluctuations in the Company's sales and earnings occur with increases or decreases in major installations. The Company expects to fill, within the next twelve months, all of the September 30, 2008 backlog of orders indicated above.

(6) Recently Issued Accounting Pronouncements

In September 2006, the Financial Accounting Standards Board issued SFAS No. 157, Fair Value Measurements ("SFAS No. 157"). SFAS No. 157 defines fair value, establishes a market-based framework or hierarchy for measuring fair value, and expands disclosures about fair value measurements. SFAS No. 157 is applicable whenever another accounting pronouncement requires or permits assets and liabilities to be measured at fair value. SFAS No. 157 does not expand or require any new fair value measures. The provisions of SFAS No. 157 are to be applied prospectively and are effective for financial statements issued for fiscal years beginning after November 15, 2007. SFAS No. 157's fair value measurement requirements for non-financial assets and liabilities that are not required or permitted to be measured at fair value on a recurring basis have been deferred until fiscal years beginning after November 15, 2008. The Company has certain non-financial assets, such as long-lived assets, that may be re-measured to fair value on a non-recurring basis. The Company adopted SFAS No. 157 on January 1, 2008. The adoption of SFAS No. 157 did not have a material impact on the Company's financial statements.

In February 2007, the Financial Accounting Standards Board issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities – Including an Amendment of FASB Statement No. 115 ("SFAS No. 159"). SFAS No. 159 permits entities to elect to measure many financial instruments and certain other items at fair value. Upon adoption of SFAS No. 159, an entity may elect the fair value option for eligible items that exist at the adoption date. Subsequent to the initial adoption, the election of the fair value option should only be made at initial recognition of the asset or liability or upon a remeasurement event that gives rise to new-basis accounting. The decision about whether to elect the fair value option is applied on an instrument-by-instrument basis, is irrevocable and is applied only to an entire instrument and not only to specified risks, cash flows or portion of that instrument. SFAS No. 159 does not affect any existing accounting literature that requires certain assets and liabilities to be carried at fair value nor does it eliminate disclosure requirements included in other accounting standards. The Company adopted SFAS No. 159 on January 1, 2008. The adoption of SFAS No. 159 did not have a material impact on the Company's financial statements.

(6) Recently Issued Accounting Pronouncements *(Continued)*

In December 2007, the Financial Accounting Standards Board issued SFAS No. 141(R), Business Combinations ("SFAS No. 141R"). SFAS No. 141R replaces SFAS No. 141, Business Combinations and applies to all transactions or other events in which an entity obtains control of one or more businesses. SFAS No. 141R requires the acquiring entity in a business combination to recognize all the assets acquired and liabilities assumed in the transaction; establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed; and requires the acquirer to disclose additional information needed to evaluate and understand the nature and financial effect of the business combination. SFAS No. 141R is effective prospectively for fiscal years beginning after December 15, 2008 and may not be applied before that date. The Company is currently evaluating the impact, if any, the adoption of SFAS No. 141R will have on the Company's financial statements.

Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51 ("SFAS No. 160"). SFAS No. 160 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008, with earlier adoption prohibited. SFAS No. 160 requires the recognition of a noncontrolling interest (minority interest) as equity in the consolidated financial statements and separate from the parent's equity. The amount of net earnings attributable to the noncontrolling interest will be included in consolidated net income on the face of the income statement. SFAS No. 160 also amends certain of ARB No. 51's consolidation procedures for consistency with the requirements of SFAS No. 141R. SFAS No. 160 also includes expanded disclosure requirements regarding the interests of the parent and its noncontrolling interest. The Company is currently evaluating the impact, if any, the adoption of SFAS No. 160 will have on the Company's financial statements.

In May 2008, the Financial Accounting Standards Board issued SFAS No. 162, The Hierarchy of Generally Accepted Accounting Principles ("SFAS No. 162"). SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles in the United States. This Statement will become effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board (PCAOB) amendments to AU Section 411, The Meaning of Presented Fairly in Conformity With Generally Accepted Accounting Principles. The Company does not anticipate a material impact on its financial statements from the adoption of SFAS No. 162.

(7) Sale-Leaseback

The Company's principal office is located in a 173,000 square foot, concrete, brick, and steel facility in Easton, Pennsylvania. In connection with the February 2003 sale of the Company's Easton, Pennsylvania facility, the Company entered into a leaseback arrangement for 25,000 square feet of office space for five years. The leasing agreement required fixed monthly rental payments of $19,345 during the fifth year of the lease, which ran from February 21, 2007 through February 20, 2008. The terms of the lease also require the payment of a proportionate share of the facility's operating expenses. The leasing agreement is secured with a $200,000 letter of credit.

(7) Sale-Leaseback *(Continued)*

In accordance with SFAS No. 13 and SFAS No. 28, the leaseback does not meet the criteria for classification as a capital lease; hence, it is classified as an operating lease. The sale-leaseback resulted in a total gain of $2,189,000, of which $1,363,000 was recorded as a gain in 2003. The seller-lessee (Company) retained more than a minor part (25,000 square feet) but less than substantially all of the use of the property (173,000 square feet) through the leaseback and realized a profit on the sale in excess of the present value of the minimum lease payments over the lease term. The present value of the stream of lease payments utilizing the Company's incremental borrowing rate of 10.0% was $826,000. The $826,000 of deferred profit was amortized in equal amounts as a reduction in rent expense over the initial five-year term of the lease. The amortization of the deferred profit expired during the first quarter of 2008. During the three months ended September 30, 2008 and 2007, $0 and $41,000, respectively, of the deferred gain was recognized. During the nine months ended September 30, 2008 and 2007, $28,000 and $124,000, respectively, of the deferred gain was recognized.

On November 14, 2007, the Company amended the lease agreement to extend the term of the lease for a period of five years, commencing immediately upon the February 21, 2008 expiration date of the original term of the lease. The amended lease agreement requires fixed monthly rental payments of $18,000 for five years through the February 20, 2013 expiration date of the lease. The amended lease agreement incorporates the terms and conditions of the original lease agreement.

(8) Line of Credit

The Company's line of credit facility expired on September 30, 2008. Prior to expiration, the Company had a line of credit facility which could not exceed $5,000,000 and was to be used primarily for working capital purposes. Interest on the line of credit facility was at the LIBOR Market Index Rate plus 1.4%. As of its September 30, 2008 expiration date, the Company did not have any borrowings under the line of credit facility.

The line of credit facility contained various non-financial covenants and was secured by all of the Company's accounts receivables and inventory. The Company was in compliance with all covenants prior to the line of credit facility's September 30, 2008 expiration date. The Company expects to obtain a new line of credit facility under similar terms and conditions as its recently expired line of credit facility during the fourth quarter of 2008.

(9) Stock Repurchase Program

On August 12, 2004, the Company's Board of Directors approved a program to repurchase up to $1,000,000 of its outstanding common stock. The Company's Board of Directors amended its existing stock repurchase program on several occasions during 2005, 2006, and 2007 by increasing the amount it has authorized management to repurchase from up to $1,000,000 of the Company's common stock to up to $15,000,000.

On January 9, 2008, the Company's Board of Directors amended its existing stock repurchase program by increasing the amount it has authorized management to repurchase from up to $15,000,000 of the Company's common stock to up to $17,000,000.

(9) Stock Repurchase Program *(Continued)*

On August 27, 2008, the Company's Board of Directors amended its existing stock repurchase program by increasing the amount it has authorized management to repurchase from up to $17,000,000 of the Company's common stock to up to $20,000,000.

During the three months ended September 30, 2008, the Company repurchased 413,433 shares of common stock at a weighted average cost, including brokerage commissions, of $5.14 per share. During the nine months ended September 30, 2008, the Company repurchased 512,381 shares of common stock at a weighted average cost, including brokerage commissions, of $5.20 per share. Cash expenditures for the stock repurchases during the three and nine months ended September 30, 2008 were $2,124,133 and $2,664,920, respectively. From the inception of the Company's stock repurchase program on August 12, 2004 through September 30, 2008, the Company repurchased 2,150,099 shares of common stock at a average cost, including brokerage commissions, of $7.80 per share. Cash expenditures for the stock repurchases since the inception of the program were $16,781,063. As of September 30, 2008, $3,218,937 remained available for repurchases under the stock repurchase program.

Based on market conditions and other factors, additional repurchases may be made from time to time, in compliance with SEC regulations, in the open market or through privately negotiated transactions at the discretion of the Company. There is no expiration date with regards to the stock repurchase program. The purchase price for the shares of the Company's common stock repurchased was reflected as a reduction to stockholders' equity. The Company allocates the purchase price of the repurchased shares as a reduction to common stock for the par value of the shares repurchased, with the excess of the purchase price over par value being allocated between additional paid-in capital and retained earnings. All shares of common stock that were repurchased by the Company since the inception of the program were subsequently retired.

(10) Unearned Support Contract Revenue

The Company offers its Order Fulfillment customers one-year support contracts for an annual service fee. The support contracts cover a customer's single distribution center or warehouse where the Company's products are installed. As part of its support contracts, the Company provides analysis, consultation, and technical information to the customer's personnel on matters relating to the operation of its Order Fulfillment System and related equipment and/or peripherals.

The Company records advance payments for unearned support contracts in the balance sheet as a current liability. Revenue on individual support contracts is deferred and recognized on a straight-line basis over the one-year term of each individual support contract.

(11) Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with SFAS No. 123 (revised) "Share-Based Payment" ("SFAS No. 123R"). SFAS No. 123R addresses all forms of share-based payment awards, including shares issued under employee stock purchase plans, stock options, restricted and nonvested stock, and stock appreciation rights. It requires companies to recognize in the statement of operations the grant-date fair value of stock options and other equity-based compensation issued to employees.

(11) Stock-Based Compensation *(Continued)*

The expense associated with stock-based compensation arrangements is a non-cash charge. In the Statements of Cash Flows, stock-based compensation expense is an adjustment to reconcile net income (loss) to net cash provided (used) by operating activities.

SFAS No. 123R requires that cash flows resulting from excess tax benefits be classified as financing cash flows. For the three and nine months ended September 30, 2008 and for the year ended December 31, 2007, no excess tax benefits were generated.

1997 Equity Compensation Plan

The Company's stock-based compensation program, the 1997 Equity Compensation Plan ("ECP"), expired in July 2007. Prior to expiration, the ECP provided for grants of stock options, restricted and nonvested stock, and stock appreciation rights to selected employees, key advisors who performed valuable services, and directors of the Company. In addition, the ECP provided for grants of performance units to employees and key advisors. Prior to expiration, the ECP, as amended by stockholders in August 2000 and June 2001, authorized up to 1,012,500 shares of common stock for issuance pursuant to the terms of the plan. No further grants are available under the plan.

Under the Company's ECP, officers, directors, and employees have been granted options to purchase shares of common stock at the market price at the date of grant. Options vest in four equal annual installments beginning on the first anniversary of the date of grant; thus, at the end of four years, the options are fully exercisable. Vested stock option awards may be exercised through payment of cash, exchange of mature shares, or through a broker. As of September 30, 2008, 7,500 options are outstanding under the plan, and all options have a term of seven years.

Stock-based compensation expense recognized during the three months ended September 30, 2008 and 2007 for stock-based compensation programs was $6,000 and $6,000, respectively. Stock-based compensation expense recognized during the three months ended September 30, 2008 and 2007 consisted of expensing $1,000 and $1,000, respectively, for employee stock options, and $5,000 and $5,000, respectively, for nonvested stock.

Stock-based compensation expense recognized during the nine months ended September 30, 2008 and 2007 for stock-based compensation programs was $18,000 and $8,000, respectively. Stock-based compensation expense recognized during the nine months ended September 30, 2008 and 2007 consisted of expensing $4,000 and $4,000, respectively, for employee stock options, and $14,000 and $4,000 respectively, for nonvested stock.

All of the stock-based compensation expense (income) recognized was a component of selling, general and administrative expenses. Income was recognized during the three months ended March 31, 2007 as a result of the forfeiture of 5,000 shares of nonvested stock due to the resignation of Mr. Hoffner from the Company effective March 1, 2007.

(11) Stock-Based Compensation *(Continued)*

Stock Options

There were no stock options exercised, forfeited, or granted during the three and nine months ended September 30, 2008, and no further grants are available under the plan.

The total compensation expense of $23,000 is expected to be recognized on the straight-line basis over the stated vesting period consistent with the terms of the arrangement. As of September 30, 2008, there is unrecognized compensation cost of $7,000 on the stock option awards which will be recognized over the next 1.4 years.

Nonvested Stock

The grant-date fair value of nonvested stock is determined on the date of grant based on the market price of the stock, and compensation cost is generally amortized to expense on a straight-line basis over the vesting period during which employees perform related services.

On March 8, 2006, the Company issued 12,500 shares of nonvested stock to its executive officers. Participants are entitled to cash dividends and to vote their respective shares. The shares are subject to forfeiture if employment is terminated prior to March 8, 2010.

On March 1, 2007, Mr. Hoffner resigned from his positions as President and CEO and as a director of the Company. Due to his resignation from the Company, Mr. Hoffner forfeited his 5,000 shares of nonvested stock.

The total compensation cost of $75,000 is expected to be recognized on the straight-line basis over the four-year vesting period consistent with the terms of the arrangement. As of September 30, 2008, there is unrecognized compensation cost of $27,000 on the nonvested stock awards which will be recognized over the next 1.4 years.

(12) Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Valuation allowances are provided to reduce the carrying amounts of deferred tax assets when it is more likely than not that some portion or all of the deferred tax assets will not be realized. When assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income in the appropriate taxing jurisdictions during the periods in which the temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment.

(12) Income Taxes *(Continued)*

Based upon the level of historical taxable income and projections for future taxable income, management believes that the Company's deferred tax assets are more likely than not to expire before the Company can use them. Therefore, the Company established a valuation allowance of $623,000 as of September 30, 2008, primarily related to $418,000 of deferred tax assets, $61,000 of the federal income tax portion of unrecognized tax benefits, and $144,000 of the tax benefit for the current year pre-tax loss. The valuation allowance for deferred tax assets primarily relates to inventory, warranty, alternative minimum tax, net operating loss carryforwards, and other temporary differences.

The Company recognized income tax expense of $484,000 during the three months ended September 30, 2008 compared to an income tax benefit of $217,000 during the three months ended September 30, 2007. Income tax expense for the three months ended September 30, 2008 was higher than statutory federal and state tax rates primarily due to the establishment of a valuation allowance for deferred tax assets, the federal income tax portion of unrecognized tax benefits, and the tax benefit for the current year pre-tax loss, partially offset by a change in unrecognized tax benefits. The income tax benefit for the three months ended September 30, 2007 was higher than statutory federal and state tax rates primarily due to the reversal of accruals for the expiration of tax return statutes, tax-exempt interest, and an adjustment in the effective income tax rate expected to apply based on the projected profitability of the Company for 2007.

The Company recognized income tax expense of $458,000 during the nine months ended September 30, 2008 compared to an income tax benefit of $315,000 during the nine months ended September 30, 2007. Income tax expense for the nine months ended September 30, 2008 was higher than statutory federal and state tax rates primarily due to the establishment of a valuation allowance for deferred tax assets, the federal income tax portion of unrecognized tax benefits, and the tax benefit for the current year pre-tax loss, partially offset by a change in unrecognized tax benefits. The income tax benefit for the nine months ended September 30, 2007 was higher than statutory federal and state tax rates primarily due to the reversal of accruals for the expiration of tax return statutes, tax-exempt interest, and an adjustment in the effective income tax rate expected to apply based on the projected profitability of the Company for 2007.

During the three months ended September 30, 2008, accrued interest related to unrecognized tax benefits did not change during the quarter. During the nine months ended September 30, 2008, the Company accrued additional interest related to unrecognized tax benefits of $3,000.

During the three and nine months ended September 30, 2008, the Company decreased the total unrecognized tax benefits by $1,000 and $15,000, respectively, due to the expiration of statutes of limitations.

The Company is subject to U.S. federal income tax as well as income tax of multiple state and foreign jurisdictions. The Company has substantially concluded all U.S. federal income tax matters for years through 2004. The Company has operations in approximately 30 state and foreign taxing jurisdictions. The Company has substantially concluded state income tax matters for years through 2002.

(13) Legal Proceedings

From time to time, the Company is involved in various claims and legal actions arising in the ordinary course of business. Although the amount of any liability that could arise with respect to currently pending actions cannot be accurately predicted, in the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's financial position, results of operations, or liquidity.

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

The following discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the unaudited financial statements and related notes thereto included in this Quarterly Report on Form 10-Q for the period ended September 30, 2008, and the cautionary statements and consolidated financial statements and related notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2007. The discussion and analysis contains "forward-looking statements" based on management's current expectations, assumptions, estimates, and projections. These forward-looking statements involve risks and uncertainties. The Company's actual results could differ materially from those included in these "forward-looking statements" as a result of risks and uncertainties identified in connection with those forward-looking statements, including those factors identified herein, and in the Company's other publicly filed reports.

Business Overview

Paragon Technologies, Inc. provides a variety of material handling solutions, including systems, technologies, products, and services for material flow applications. Founded in 1958, the Company's material handling solutions are based on core technologies in horizontal transportation and order fulfillment and are aimed at improving productivity for manufacturing, assembly, and distribution center operations.

Key Performance Metrics Relevant to the Company

Capacity Utilization

Capacity Utilization, as documented in the Federal Reserve Statistical Release, is a key economic indicator that the Company follows as a barometer that may lead to capital spending for material handling systems. Capacity Utilization attempts to measure what percent of available capacity is actually being utilized. Management believes that when Capacity Utilization rises and falls, the Company may see a corresponding change in the rate of new orders, and therefore, a corresponding change in the backlog of orders and sales may also occur. The backlog of orders represents the uncompleted portion of systems contracts along with the value of parts and services from customer purchase orders related to goods that have not been shipped or services that have not been rendered. Backlog of orders is generally indicative of customer demand for the Company's products. As the demand for the Company's products increases, the backlog of orders, the rate of new orders, and sales also typically increases. The following table depicts the Company's backlog of orders, orders, sales, and Capacity Utilization for the nine months ended September 30, 2008, and for the years ended December 31, 2007, 2006, 2005, 2004, and 2003:

	Nine Months Ended September 30,	Year Ended December 31,				
(Dollars in Thousands)	2008	2007	2006	2005	2004	2003
Backlog of orders - Beginning	$ 7,934	5,932	6,918	5,514	4,052	4,834
Add: orders	8,247	23,450	16,802	18,080	13,164	11,301
Less: sales	12,883	21,448	17,788	16,676	11,702	12,083
Backlog of orders - Ending	$ 3,298	7,934	5,932	6,918	5,514	4,052
Capacity Utilization	79.6%	81.0%	80.9%	80.2%	78.0%	76.0%

Current Ratio

Management of the Company monitors the current ratio as a measure of determining liquidity and believes the current ratio illustrates that the Company's financial resources are adequate to satisfy its future cash requirements through the next year. The following table depicts the Company's current assets, current liabilities, and current ratio as of September 30, 2008 and as of December 31, 2007, 2006, 2005, 2004, and 2003:

	As of September 30,	As of December 31,				
(Dollars in Thousands)	2008	2007	2006	2005	2004	2003
Current assets	$ 12,515	17,842	16,370	22,134	14,249	14,720
Current liabilities	$ 3,593	5,802	4,296	5,337	7,355	9,583
Current ratio	3.48	3.08	3.81	4.15	1.94	1.54

Critical Accounting Policies and Estimates

The discussion and analysis of the Company's financial condition and results of operations are based upon the Company's financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amount of assets and liabilities, revenues and expenses, and other financial information, including the related disclosure of commitments and contingencies at the date of the Company's financial statements. Actual results may, under different assumptions and conditions, differ significantly from the Company's estimates.

Critical Accounting Policies and Estimates *(Continued)*

The Company believes that its accounting policies related to revenue recognition on system sales, warranty, and inventories are its “critical accounting policies.” These policies have been reviewed with the Audit Committee of the Board of Directors and are discussed in greater detail below.

Revenue Recognition on Systems Sales

Revenues on systems contracts, accounted for in accordance with SOP 81-1 of the American Institute of Certified Public Accountants, are recorded on the basis of the Company's estimates of the percentage of completion of individual contracts. Gross margin is recognized on the basis of the ratio of aggregate costs incurred to date to the most recent estimate of total costs. As contracts may extend over one or more years, revisions in cost and profit estimates during the course of the work are reflected in the accounting periods in which the facts requiring revisions become known. At the time a loss on a contract becomes known, the entire amount of the estimated ultimate loss is accrued. As of September 30, 2008, there are no contracts that are anticipated to result in a loss.

The Company believes that it has the ability to reasonably estimate the total costs and applicable gross profit margins at the inception of the contract for all of its systems contracts. However, where cost estimates change, there could be a significant impact on the amount of revenue recognized. The Company’s failure to estimate accurately can result in cost overruns which will result in the loss of profits if the Company determines that it has significantly underestimated the costs involved in completing contracts. The Company had cost overruns which resulted in a reduction in profits on one contract during the nine months ended September 30, 2008.

Accrued Product Warranties

The Company’s products are warranted against defects in materials and workmanship for varying periods of time depending on customer requirements and the type of system sold, with a typical warranty period of one year. The Company provides an accrual for estimated future warranty costs and potential product liability claims based upon a percentage of cost of sales, typically two percent of the cost of the system being sold. A detailed review of products still in the warranty period is performed each quarter. Historically, the level of warranty reserve has been appropriate based on management’s assessment of estimated future warranty claims. However, if unanticipated warranty issues arise in the future, there could be a significant impact on the recorded warranty reserve.

Inventories

Inventories are valued at the lower of average cost or market. The Company provides an inventory reserve determined by a specific identification of individual slow moving items and other inventory items based on historical experience. The reserve is considered to be a write-down of inventory to a new cost basis. Upon disposal of inventory, the new cost basis is removed from the accounts.

(a) Results of Operations – Nine Months Ended September 30, 2008 Compared to the Nine Months Ended September 30, 2007

Earnings Summary

The Company had a net loss of $604,000 (or $0.23 basic loss per share) for the nine months ended September 30, 2008, compared to net income of $399,000 (or $0.14 basic earnings per share) for the nine months ended September 30, 2007. The decrease in net income was primarily due to:

- a decrease during the first nine months of 2008 in sales and gross profit of $4,041,000 and $478,000, respectively, as described below;
- an increase in product development costs of $14,000 as described below;
- a decrease of $48,000 in interest income attributable to the lower level of funds available for investment as the Company liquidated a portion of its short-term investments to fund the Company's stock repurchase activities and the reduced level of interest rates earned on funds available for investment;
- a decrease of $21,000 in other income, net attributable to a decrease in royalty income from a license agreement related to material handling equipment sales; and
- an increase in income tax expense of $773,000 as described below.

Partially offsetting the above decrease in net income was a decrease in selling, general and administrative expenses of $330,000 as described below.

Net Sales and Gross Profit on Sales

	2008	2007
Net sales	$12,883,000	16,924,000
Cost of sales	9,217,000	12,780,000
Gross profit on sales	$ 3,666,000	4,144,000
Gross profit as a percentage of sales	28.5%	24.5%

The decrease in sales was associated with a smaller amount of orders received during 2008 when compared to the amount of orders received during 2007.

Gross profit, as a percentage of sales, for the nine months ended September 30, 2008, when compared to the nine months ended September 30, 2007, was favorably impacted by 8.7% due to product mix, and unfavorably impacted by 4.7% due to the reduced absorption of overhead costs.

Selling, General and Administrative Expenses

Selling, general and administrative expenses of $3,992,000 were lower by $330,000 for the nine months ended September 30, 2008 than for the nine months ended September 30, 2007. The favorable variance in selling, general and administrative expenses was primarily attributable to a decrease of $443,000 of expenditures relating to sales efforts in response to quoting and sales activities, and a decrease of $74,000 in professional fees and consulting expenses. Partially offsetting the aforementioned favorable variance was an increase of $85,000 in marketing expenses primarily associated with product promotion, and $100,000 of provision related to the allowance for doubtful accounts associated with a possible uncollectible receivable.

(a) Results of Operations – Nine Months Ended September 30, 2008 Compared to the Nine Months Ended September 30, 2007 *(Continued)*

Product Development Costs

Product development costs, including patent expense, of $109,000 were higher by $14,000 for the nine months ended September 30, 2008 than for the nine months ended September 30, 2007. Development programs in the nine months ended September 30, 2008 and 2007 were primarily aimed at improvements to the Company's Order Fulfillment systems technologies. Order Fulfillment development efforts during the nine months ended September 30, 2008 and 2007 included voice-directed replenishment and DISPEN-SI-MATIC® software enhancements aimed at promoting workplace efficiencies for the Company's customers.

Interest Income

Interest income of $289,000 was lower by $48,000 for the nine months ended September 30, 2008 than for the nine months ended September 30, 2007. The decrease in interest income was attributable to the lower level of funds available for investment as the Company liquidated a portion of its short-term investments to fund the Company's stock repurchase activities and the reduced level of interest rates earned on funds available for investment.

Other Income, Net

The unfavorable variance of $21,000 in other income, net for the nine months ended September 30, 2008 as compared to the nine months ended September 30, 2007 was primarily attributable to a decrease in royalty income from a license agreement related to material handling equipment sales. Effective February 1, 2007, the license agreement became royalty-free. Therefore, the Company no longer receives royalty income from the license agreement.

Income Tax Expense (Benefit)

The Company recognized income tax expense of $458,000 during the nine months ended September 30, 2008 compared to an income tax benefit of $315,000 during the nine months ended September 30, 2007. Income tax expense for the nine months ended September 30, 2008 was higher than statutory federal and state tax rates primarily due to the establishment of a valuation allowance for deferred tax assets, the federal income tax portion of unrecognized tax benefits, and the tax benefit for the current year pre-tax loss, partially offset by a change in unrecognized tax benefits. The income tax benefit for the nine months ended September 30, 2007 was higher than statutory federal and state tax rates primarily due to the reversal of accruals for the expiration of tax return statutes, tax-exempt interest, and an adjustment in the effective income tax rate expected to apply based on the projected profitability of the Company for 2007.

(b) Results of Operations – Three Months Ended September 30, 2008 Compared to the Three Months Ended September 30, 2007

Earnings Summary

The Company had a net loss of $601,000 (or $0.24 basic loss per share) for the three months ended September 30, 2008, compared to net income of $656,000 (or $0.24 basic earnings per share) for the three months ended September 30, 2007. The decrease in net income was primarily due to:

- a decrease during the third quarter of 2008 in sales and gross profit of $3,583,000 and 564,000, respectively, as described below;
- a decrease of $33,000 in interest income attributable to the lower level of funds available for investment as the Company liquidated a portion of its short-term investments to fund the Company’s stock repurchase activities and the reduced level of interest rates earned on funds available for investment; and
- an increase in income tax expense of $701,000 as described below.

Partially offsetting the above decrease in net income was:

- a decrease in selling, general and administrative expenses of $19,000 as described below; and
- a decrease of $24,000 in product development costs as described below.

Net Sales and Gross Profit on Sales

	2008	2007
Net sales	$ 3,715,000	7,298,000
Cost of sales	2,540,000	5,559,000
Gross profit on sales	$ 1,175,000	1,739,000
Gross profit as a percentage of sales	31.6%	23.8%

The decrease in sales was associated with a smaller amount of orders received during 2008 when compared to the amount of orders received during 2007.

Gross profit, as a percentage of sales, for the three months ended September 30, 2008, when compared to the three months ended September 30, 2007, was favorably impacted by 14.7% due to product mix, and unfavorably impacted by 6.9% due to the reduced absorption of overhead costs.

Selling, General and Administrative Expenses

Selling, general and administrative expenses of $1,363,000 were lower by $19,000 for the three months ended September 30, 2008 than for the three months ended September 30, 2007. The favorable variance in selling, general and administrative expenses was primarily attributable to a decrease of $165,000 of expenditures relating to sales efforts in response to quoting and sales activities. Partially offsetting the aforementioned favorable variance was an increase of $12,000 in marketing expenses primarily associated with product promotion, an increase of $27,000 in professional fees and consulting expenses, and $100,000 of provision related to the allowance for doubtful accounts associated with a possible uncollectible receivable.

(b) Results of Operations – Three Months Ended September 30, 2008 Compared to the Three Months Ended September 30, 2007 *(Continued)*

Product Development Costs

Product development costs, including patent expense, of $3,000 were lower by $24,000 for the three months ended September 30, 2008 than for the three months ended September 30, 2007. Development programs in the three months ended September 30, 2007 were primarily aimed at improvements to the Company's Order Fulfillment systems technologies. Order Fulfillment development efforts during the three months ended September 30, 2007 included voice-directed replenishment and DISPEN-SI-MATIC® software enhancements aimed at promoting workplace efficiencies for the Company's customers.

Interest Income

Interest income of $75,000 was lower by $33,000 for the three months ended September 30, 2008 than for the three months ended September 30, 2007. The decrease in interest income was attributable to the lower level of funds available for investment as the Company liquidated a portion of its short-term investments to fund the Company's stock repurchase activities and the reduced level of interest rates earned on funds available for investment.

Income Tax Expense (Benefit)

The Company recognized income tax expense of $484,000 during the three months ended September 30, 2008 compared to an income tax benefit of $217,000 during the three months ended September 30, 2007. Income tax expense for the three months ended September 30, 2008 was higher than statutory federal and state tax rates primarily due to the establishment of a valuation allowance for deferred tax assets, the federal income tax portion of unrecognized tax benefits, and the tax benefit for the current year pre-tax loss, partially offset by a change in unrecognized tax benefits. The income tax benefit for the three months ended September 30, 2007 was higher than statutory federal and state tax rates primarily due to the reversal of accruals for the expiration of tax return statutes, tax-exempt interest, and an adjustment in the effective income tax rate expected to apply based on the projected profitability of the Company for 2007.

Liquidity and Capital Resources

The Company's cash and cash equivalents and short-term investments at September 30, 2008 were $8,854,000, representing 69.0% of total assets, compared to $12,304,000, or 67.2% of total assets, at December 31, 2007. The decrease was primarily due to the repurchase and retirement of common stock totaling $2,665,000, purchases of capital equipment totaling $103,000, and cash used by operating activities totaling $682,000.

Cash used by operating activities totaling $682,000 during the nine months ended September 30, 2008 was primarily due to the following factors:

- a decrease in customers' deposits and billings in excess of costs and estimated earnings in the amount of $1,974,000 in accordance with contractual requirements; and
- a decrease in accounts payable in the amount of $537,000 associated with payments for purchases of goods and services rendered in accordance with job completion requirements;

Liquidity and Capital Resources *(Continued)*

Partially offset by the following factors:

- a decrease in receivables, net of the allowance for doubtful accounts, in the amount of $882,000 in accordance with contractual requirements;
- a decrease in costs and estimated earnings in excess of billings in the amount of $741,000 in accordance with contractual requirements; and
- an increase in accrued product warranties in the amount of $213,000 primarily associated with the establishment of warranties for contracts entering the warranty period.

The Company's cash and cash equivalents and short-term investments at September 30, 2007 were $10,451,000, representing 57.5% of total assets, compared to $12,072,000, or 72.1% of total assets, at December 31, 2006. The decrease was primarily due to the repurchase and retirement of common stock totaling $567,000, purchases of capital equipment totaling $107,000, and cash used by operating activities totaling $947,000.

Cash used by operating activities totaling $947,000 during the nine months ended September 30, 2007 was primarily due to:

- a decrease in customers' deposits and billing in excess of costs and estimated earnings in the amount of $402,000 in accordance with contractual requirements;
- an increase in receivables in the amount of $1,568,000 in accordance with contractual requirements;
- an increase in costs and estimated earnings in excess of billings in the amount of $1,147,000 in accordance with contractual requirements; and
- an increase in inventories in the amount of $210,000 relating to the purchase of safety stock and long-lead time items.

Partially offset by an increase in accounts payable in the amount of $2,337,000 associated with the purchases of goods and services rendered in accordance with job completion requirements.

The Company repurchased $2,665,000 of its common stock during the nine months ended September 30, 2008 compared with $567,000 of stock repurchases during the nine months ended September 30, 2007. The Company's Board of Directors amended its existing stock repurchase program by increasing the amount it has authorized management to repurchase from up to $17,000,000 of the Company's common stock to up to $20,000,000. As of September 30, 2008, the Company has $3,218,937 authorized by the Board of Directors to use for future stock repurchases.

The Company's line of credit facility expired on September 30, 2008. Prior to expiration, the Company had a line of credit facility which could not exceed $5,000,000 and was to be used primarily for working capital purposes. Interest on the line of credit facility was at the LIBOR Market Index Rate plus 1.4%. As of its September 30, 2008 expiration date, the Company did not have any borrowings under the line of credit facility.

The line of credit facility contained various non-financial covenants and was secured by all of the Company's accounts receivables and inventory. The Company was in compliance with all covenants prior to the line of credit facility's September 30, 2008 expiration date. The Company expects to obtain a new line of credit facility under similar terms and conditions as its recently expired line of credit facility during the fourth quarter of 2008.

Liquidity and Capital Resources *(Continued)*

The Company anticipates that its financial resources, consisting of cash and cash equivalents, will be adequate to satisfy its future cash requirements through the next year. Sales volume, as well as cash liquidity, may experience fluctuations due to the unpredictability of future contract sales and the dependence upon a limited number of large contracts with a limited number of customers.

The Company continues to review opportunities with the goal of maximizing resources, increasing stockholder value, and considering strategies and transactions intended to improve liquidity. At this time, the Company believes that an increase in stockholder value will be best obtained through increases in the Company's internal technology base, growth of the Company's continuing operations and other higher growth markets, by the enhancement of the Company's products with advanced proprietary software capabilities through research and development efforts and/or possible acquisitions, mergers, and joint ventures. Although the Company enters into preliminary discussions and non-disclosure agreements from time to time, the Company does not have any material definitive agreements in place. There is no assurance that the Company will be able to consummate any of these strategic options.

Contractual Obligations

The Company leases approximately 25,000 square feet in Easton, Pennsylvania for use as its principal office. The leasing agreement, as amended, requires fixed monthly rental payments of $18,000. The terms of the lease also require the payment of a proportionate share of the facility's operating expenses. The leasing agreement is secured with a $200,000 letter of credit. The lease expires on February 20, 2013.

During the third quarter of 2008, the Company issued a $638,000 letter of credit in the ordinary course of business to secure cash received from a customer in connection with the sale of an automated material handling system. The expiration date of the letter of credit is April 15, 2009.

Future contractual obligations and commercial commitments at September 30, 2008 as noted above are as follows:

		Payments Due by Period					
	Total	2008	2009	2010	2011	2012	After 2012
Contractual obligations:							
Operating leases....	$ 954,000	54,000	216,000	216,000	216,000	216,000	36,000

	Total Amounts	Amount of Commitment Expiration Per Period					
	Committed	2008	2009	2010	2011	2012	After 2012
Other commercial commitments:							
Letters of credit	$ 838,000	-	838,000	-	-	-	-

As of September 30, 2008, the Company has unrecognized tax benefits of $242,000. The timing of cash settlement cannot be reasonably estimated.

The Company has an Executive Officer Severance Policy (the "Severance Policy") for executive officers without an employment agreement, which applies in the event that an executive officer is terminated by the Company for reasons other than "cause," as such term is defined in the Severance Policy. Under the Severance Policy, executive officers will receive a portion of their regular straight-time pay based on their position and length of service with the Company, medical coverage, and executive outplacement services. For further information, please refer to the Company's disclosure regarding the "Executive Officer Severance Policy" in Item 11 of the Company's Annual Report on Form 10-K for the year ended December 31, 2007.

Off-Balance Sheet Arrangements

As of September 30, 2008, the Company had no off-balance sheet arrangements in the nature of guarantee contracts, retained or contingent interests in assets transferred to unconsolidated entities (or similar arrangements serving as credit, liquidity, or market risk support to unconsolidated entities for any such assets), obligations (including contingent obligations) under a contract that would be accounted for as a derivative instrument, or obligations (including contingent obligations) arising out of variable interests in unconsolidated entities providing financing, liquidity, market risk, or credit risk support to the Company, or that engage in leasing, hedging, or research and development services with the Company.

Related Party Transactions

From time to time, the Company enters into transactions with related parties. For further information, please refer to the Company's disclosure regarding "Commitments and Related Party Transactions" in Note 9 of the Notes to Consolidated Financial Statements of the Company's Annual Report on Form 10-K for the year ended December 31, 2007.

Recently Issued Accounting Pronouncements

In September 2006, the Financial Accounting Standards Board issued SFAS No. 157, Fair Value Measurements ("SFAS No. 157"). SFAS No. 157 defines fair value, establishes a market-based framework or hierarchy for measuring fair value, and expands disclosures about fair value measurements. SFAS No. 157 is applicable whenever another accounting pronouncement requires or permits assets and liabilities to be measured at fair value. SFAS No. 157 does not expand or require any new fair value measures. The provisions of SFAS No. 157 are to be applied prospectively and are effective for financial statements issued for fiscal years beginning after November 15, 2007. SFAS No. 157's fair value measurement requirements for non-financial assets and liabilities that are not required or permitted to be measured at fair value on a recurring basis have been deferred until fiscal years beginning after November 15, 2008. The Company has certain non-financial assets, such as long-lived assets, that may be re-measured to fair value on a non-recurring basis. The Company adopted SFAS No. 157 on January 1, 2008. The adoption of SFAS No. 157 did not have a material impact on the Company's financial statements.

In February 2007, the Financial Accounting Standards Board issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities – Including an Amendment of FASB Statement No. 115 ("SFAS No. 159"). SFAS No. 159 permits entities to elect to measure many financial instruments and certain other items at fair value. Upon adoption of SFAS No. 159, an entity may elect the fair value option for eligible items that exist at the adoption date. Subsequent to the initial adoption, the election of the fair value option should only be made at initial recognition of the asset or liability or upon a remeasurement event that gives rise to new-basis accounting. The decision about whether to elect the fair value option is applied on an instrument-by-instrument basis, is irrevocable and is applied only to an entire instrument and not only to specified risks, cash flows or portion of that instrument. SFAS No. 159 does not affect any existing accounting literature that requires certain assets and liabilities to be carried at fair value nor does it eliminate disclosure requirements included in other accounting standards. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. The Company adopted SFAS No. 159 on January 1, 2008. The adoption of SFAS No. 159 did not have a material impact on the Company's financial statements.

Recently Issued Accounting Pronouncements *(Continued)*

In December 2007, the Financial Accounting Standards Board issued SFAS No. 141(R), Business Combinations (“SFAS No. 141R”). SFAS No. 141R replaces SFAS No. 141, Business Combinations and applies to all transactions or other events in which an entity obtains control of one or more businesses. SFAS No. 141R requires the acquiring entity in a business combination to recognize all (and only) the assets acquired and liabilities assumed in the transaction; establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed; and requires the acquirer to disclose additional information needed to evaluate and understand the nature and financial effect of the business combination. SFAS No. 141R is effective prospectively for fiscal years beginning after December 15, 2008 and may not be applied before that date. The Company is currently evaluating the impact, if any, the adoption of SFAS No. 141R will have on the Company’s financial statements.

In December 2007, the Financial Accounting Standards Board issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51 (“SFAS No. 160”). SFAS No. 160 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008, with earlier adoption prohibited. SFAS No. 160 requires the recognition of a noncontrolling interest (minority interest) as equity in the consolidated financial statements and separate from the parent’s equity. The amount of net earnings attributable to the noncontrolling interest will be included in consolidated net income on the face of the income statement. SFAS No. 160 also amends certain of ARB No. 51’s consolidation procedures for consistency with the requirements of SFAS No. 141R. SFAS No. 160 also includes expanded disclosure requirements regarding the interests of the parent and its noncontrolling interest. The Company is currently evaluating the impact, if any, the adoption of SFAS No. 160 will have on the Company’s financial statements.

In May 2008, the Financial Accounting Standards Board issued SFAS No. 162, The Hierarchy of Generally Accepted Accounting Principles (“SFAS No. 162”). SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles in the United States. This Statement will become effective 60 days following the SEC’s approval of the Public Company Accounting Oversight Board (PCAOB) amendments to AU Section 411, The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles. The Company does not anticipate a material impact on its financial statements from the adoption of SFAS No. 162.

Item 2. **Management's Discussion and Analysis of Financial Condition and Results of Operations** *(Continued)*

Cautionary Statement

Certain statements contained herein are not based on historical fact and are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and the Securities and Exchange Commission rules, regulations, and releases. The Company intends that such forward-looking statements be subject to the safe harbors created thereby. Among other things, the forward-looking statements regard the Company's earnings, liquidity, financial condition, review of strategic alternatives, and other matters. Words or phrases denoting the anticipated results of future events, such as "anticipate," “does not anticipate,” “should help to,” “believe," "estimate," “is positioned,” "expects," "may," "will," "will likely," "is expected to," "will continue," "should," "project," and similar expressions that denote uncertainty, are intended to identify such forward-looking statements. The Company's actual results, performance, or achievements could differ materially from the results expressed in, or implied by, such "forward-looking statements": (1) as a result of risks and uncertainties identified in connection with those forward-looking statements, including those factors identified herein, and in the Company's other publicly filed reports; (2) as a result of factors over which the Company has no control, including the strength of domestic and foreign economies, sales growth, competition, and certain costs increases; or (3) if the factors on which the Company's conclusions are based do not conform to the Company's expectations.

Item 3. **Quantitative and Qualitative Disclosures About Market Risk**

The Company does not believe that its exposures to interest rate risk or foreign currency exchange risk, risks from commodity prices, equity prices and other market changes that affect market risk sensitive instruments are material to its results of operations.

Item 4. **Controls and Procedures**

(a) Evaluation of Disclosure Controls and Procedures

An evaluation was performed under the supervision and with the participation of the Company's management, including its Chief Executive Officer, or CEO, and Chief Financial Officer, or CFO, of the effectiveness of the Company’s disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) as of September 30, 2008. Based on that evaluation, the Company's management, including the CEO and CFO, concluded that the Company’s disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act, is accumulated and communicated to the Company’s management, including the Company’s CEO and CFO, to allow timely decisions regarding required disclosure, and is recorded, processed, summarized and reported as specified in Securities and Exchange Commission rules and forms.

(b) Change in Internal Control Over Financial Reporting

There were no changes in the Company’s internal control over financial reporting identified in connection with the evaluation of such controls that occurred during the Company’s fiscal quarter ended September 30, 2008 that has materially affected, or that is reasonably likely to materially affect the Company’s internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, the Company is involved in various claims and legal actions arising in the ordinary course of business. Although the amount of any liability that could arise with respect to currently pending actions cannot be accurately predicted, in the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's financial position, results of operations, or liquidity.

Item 1A. Risk Factors

Item 1A, "Risk Factors," of our 2007 Form 10-K includes a detailed discussion of our risk factors. There have been no material changes in our Risk Factors from those disclosed in our annual report on Form 10-K for the year ended December 31, 2007.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table represents the periodic repurchases of equity securities made by the Company during the three months ended September 30, 2008:

Issuer Purchases of Equity Securities					
Fiscal Period	Total Number of Shares Repurchased	Average Price Paid Per Share (Including Brokerage Commissions)	Total Number of Shares Repurchased as Part of a Publicly Announced Program	Approximate Dollar Value of Shares Purchased Under the Program	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Program
7/01/08 – 7/31/08	30,350	$ 5.68	30,350	$ 172,461	$ 2,170,609
8/01/08 – 8/31/08	145,894	$ 5.17	145,894	$ 754,684	$ 4,415,925
9/01/08 – 9/30/08	237,189	$ 5.05	237,189	$1,196,988	$ 3,218,937
	413,433	$ 5.14	413,433	$2,124,133	

On August 12, 2004, the Company's Board of Directors approved a program to repurchase up to $1,000,000 of its outstanding common stock. The Company's Board of Directors amended its existing stock repurchase program on several occasions during 2005, 2006, and 2007 by increasing the amount it has authorized management to repurchase from up to $1,000,000 of the Company's common stock to up to $15,000,000.

On January 9, 2008, the Company's Board of Directors amended its existing stock repurchase program by increasing the amount it has authorized management to repurchase from up to $15,000,000 of the Company's common stock to up to $17,000,000.

On August 27, 2008, the Company's Board of Directors amended its existing stock repurchase program by increasing the amount it has authorized management to repurchase from up to $17,000,000 of the Company's common stock to up to $20,000,000.

During the three months ended September 30, 2008, the Company repurchased 413,433 shares of common stock at a weighted average cost, including brokerage commissions, of $5.14 per share. During the nine months ended September 30, 2008, the Company repurchased 512,381 shares of common stock at a weighted average cost, including brokerage commissions, of $5.20 per share. Cash expenditures for the stock repurchases during the three and nine months ended September 30, 2008 were $2,124,133 and $2,664,920, respectively. From the inception of the Company's stock repurchase program on August 12, 2004 through September 30, 2008, the Company repurchased 2,150,099 shares of common stock at a weighted average cost, including brokerage commissions, of $7.80 per share. Cash expenditures for the stock repurchases since the inception of the program were $16,781,063. As of September 30, 2008, $3,218,937 remained available for repurchases under the stock repurchase program.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds *(Continued)*

Based on market conditions and other factors, additional repurchases may be made from time to time, in compliance with SEC regulations, in the open market or through privately negotiated transactions at the discretion of the Company. There is no expiration date with regards to the stock repurchase program. The purchase price for the shares of the Company's common stock repurchased was reflected as a reduction to stockholders' equity. The Company allocates the purchase price of the repurchased shares as a reduction to common stock for the par value of the shares repurchased, with the excess of the purchase price over par value being allocated between additional paid-in capital and retained earnings. All shares of common stock that were repurchased by the Company since the inception of the program were subsequently retired.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Submission of Matter to a Vote of Security Holders

The Company's Annual Meeting of Stockholders was held on August 8, 2008 with the following item being submitted to a vote of stockholders:

1. The election of five directors to the Board of Directors.

Details of the proposal noted above was provided to stockholders in the form of a Notice of Annual Meeting and Proxy Statement dated and mailed on July 3, 2008, with such solicitation being in accordance with Section 14 of the Securities and Exchange Act of 1934, as amended, and the regulations promulgated thereunder.

There was no solicitation in opposition to the management's nominees listed in the Proxy Statement, and all the management's nominees were elected.

The voting results on the election of directors are set forth as follows:

1. Election of Directors:

Name of Nominee	Votes For	Votes Withheld	Non-Voting
Ronald J. Izewski	2,390,582	10,338	269,324
Theodore W. Myers	2,391,456	9,464	269,324
Robert J. Schwartz	2,391,456	9,464	269,324
Samuel L. Torrence	2,390,982	9,938	269,324
Leonard S. Yurkovic	2,336,497	64,423	269,324

Item 5. Other Information

Not applicable.

Item 6. Exhibits

Exhibit No.	Description
31.1	Certification by Chief Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 signed by Leonard S. Yurkovic, Acting CEO (filed herewith).
31.2	Certification by Chief Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 signed by Ronald J. Semanick, Chief Financial Officer and Vice President - Finance and Treasurer (filed herewith).
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 signed by Leonard S. Yurkovic, Acting CEO (filed herewith).
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 signed by Ronald J. Semanick, Chief Financial Officer and Vice President - Finance and Treasurer (filed herewith).

SIGNATURES

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

PARAGON TECHNOLOGIES, INC.

/s/ Leonard S. Yurkovic
Leonard S. Yurkovic
Acting CEO

/s/ Ronald J. Semanick
Ronald J. Semanick
Chief Financial Officer

Dated: /s/ November 13, 2008

EXHIBIT INDEX

Exhibit No.	Description
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Exhibit 31.1

SECTION 302 CERTIFICATION

I, Leonard S. Yurkovic, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Paragon Technologies, Inc.;

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 report;

4. The registrant's other certifying officer(s) 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 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;

   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 fiscal 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(s) 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: /s/ November 13, 2008
/s/ Leonard S. Yurkovic
Leonard S. Yurkovic
Acting CEO

Exhibit 31.2

SECTION 302 CERTIFICATION

I, Ronald J. Semanick, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Paragon Technologies, Inc.;

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 report;

4. The registrant's other certifying officer(s) 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 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;
   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 fiscal 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(s) 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: /s/ November 13, 2008
/s/ Ronald J. Semanick
Ronald J. Semanick
Chief Financial Officer, and
Vice President - Finance and Treasurer

<u>Exhibit 32.1</u>

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

In connection with the Paragon Technologies, Inc. (the “Company”) Quarterly Report on Form 10-Q for the period ended September 30, 2008 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Leonard S. Yurkovic, Acting CEO of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Leonard S. Yurkovic
Leonard S. Yurkovic
Acting Chief Executive Officer
November 13, 2008

Exhibit 32.2

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

In connection with the Paragon Technologies, Inc. (the “Company”) Quarterly Report on Form 10-Q for the period ended September 30, 2008 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Ronald J. Semanick, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Ronald J. Semanick

Ronald J. Semanick
Chief Financial Officer and Vice President - Finance
and Treasurer
November 13, 2008