

**McRAE INDUSTRIES, INC.**  
**REPORTS EARNINGS FOR THE FIRST QUARTER**  
**OF FISCAL 2021**

**Mount Gilead, N.C. – December 14, 2020. McRae Industries, Inc. (Pink Sheets: MCRAA and MCRAB)** reported consolidated net revenues for the first quarter of fiscal 2021 of \$18,939,000 as compared to \$22,674,000 for the first quarter of fiscal 2020. Net earnings for the first quarter of fiscal 2021 amounted to \$494,000, or \$0.21 per diluted Class A common share as compared to \$992,000, or \$0.42 per diluted Class A common share, for the first quarter of fiscal 2020.

**FIRST QUARTER FISCAL 2021 COMPARED TO FIRST QUARTER FISCAL 2020**

Consolidated net revenues totaled \$18.9 million for the first quarter of fiscal 2021 as compared to \$22.7 million for the first quarter of fiscal 2020. Sales related to our western/lifestyle boot products for the first quarter of fiscal 2021 totaled \$12.1 million as compared to \$13.9 million for the first quarter of fiscal 2020. This 13% decrease can be attributed to the effects of the coronavirus pandemic. Revenues from our work boot products decreased approximately 22%, from \$9.0 million for the first quarter of fiscal 2020 to \$7.0 million for the first quarter of fiscal 2021. This is primarily a result of decreased military boot sales offset by an increase in our Dan Post work boot sales.

Consolidated gross profit for the first quarter of fiscal 2021 amounted to approximately \$5.0 million as compared to \$5.7 million for the first quarter of fiscal 2020. Gross profit as a percentage of net revenues was up from 25.0% for the first quarter of fiscal 2020 to 26.6% for the first quarter of fiscal 2021. This is primarily attributable to our lower margin military boot sales making up a smaller percentage of total sales.

Consolidated selling, general and administrative (“SG&A”) expenses totaled approximately \$4.4 million for the first quarter of fiscal 2021 as compared to \$4.5 million for first quarter of fiscal 2020.

As a result of the above, the consolidated operating profit for the first quarter of fiscal 2021 amounted to \$0.7 million as compared to \$1.2 million for the first quarter of fiscal 2020.

**Financial Condition and Liquidity**

Our financial condition remained strong at October 31, 2020 as cash and cash equivalents totaled \$19.1 million as compared to \$21.0 million at August 1, 2020. Our working capital increased from \$57.5 million at August 1, 2020 to \$57.9 million at October 31, 2020.

We currently have two lines of credit totaling \$6.75 million, all of which were fully available at October 31, 2020. One credit line totaling \$1.75 million (which is restricted to one hundred percent of the outstanding receivables due from the Government) expires in January 2021. Our \$5.0 million line of credit, which also expires in January 2021, is secured by the inventory and accounts receivable of our Dan Post Boot Company subsidiary.

Net cash used in operating activities for the first quarter of fiscal 2021 amounted to \$1.1 million. Net earnings, as adjusted for depreciation, contributed approximately \$0.8 million of cash. Accounts receivable used approximately \$4.8 million of cash as first quarter sales outpaced customer payments, while a decrease in inventory provided approximately \$3.0 million.

Net cash provided by investing activities for the first quarter of fiscal 2021 totaled approximately \$0.1 million, primarily due to the maturity of short-term investments.

Net cash used in financing activities for the first quarter of fiscal 2021 totaled \$0.8 million, which was primarily used for dividend payments and the repurchase of common stock.

We believe that our current cash and cash equivalents, cash generated from operations, and available credit lines will be sufficient to meet our capital requirements for the remainder of fiscal 2021.

For the first quarter of fiscal 2021, Dan Post Boot Company year over year comparisons continue to improve. Sales for August were at -24.8%, September at -7.6%, and October at -1.4%. Total sales for the quarter were 10% less than the same quarter last year. Orders for August were at +10.8%, September at -21.1%, and October at +46.1%. Total orders for the quarter increased 11.4% over the same quarter last year. This trend continues into November, as sales increased 17.7% when compared to the same month last year, while orders increased by 26.5% for the same period.

These increases continue to be driven by increased sales in e-commerce accounts (including [danpostboots.com](http://danpostboots.com)), farm and ranch stores, and larger western lifestyle retailers. While we do not know if this trend will continue, we are encouraged by this turn of events. Because of this unexpected increase in orders in the midst of the COVID-19 pandemic, we are beginning to experience out of stock positions on some of our more popular styles. This will negatively affect shipments in the second, and possibly third, quarter. We are working with our vendors to rectify this situation as soon as possible.

### **Stock Repurchase Program**

In December 2020, our Board of Directors approved a repurchase program under which we may repurchase up to \$1,000,000 of shares of McRae Industries common stock. We intend to purchase shares periodically through privately negotiated transactions or in the open market. The actual timing, number and value of shares repurchased under the program will be determined by management in its discretion and will depend on a number of factors, including the market price of the shares, general market and economic conditions, applicable legal requirements and other conditions.

### **Forward-Looking Statements**

This press release includes certain forward-looking statements. Important factors that could cause actual results or events to differ materially from those projected, estimated, assumed or anticipated in any such forward-looking statements include: the effect of competitive products and pricing, risks unique to selling goods to the Government (including variation in the Government's requirements for our products and the Government's ability to terminate its contracts with vendors), changes in fashion cycles and trends in the western boot business, loss of key customers, acquisitions, supply interruptions, additional financing requirements, our expectations about future Government orders for military boots, loss of key management personnel, our ability to successfully develop new products and services, and the effect of general economic conditions in our markets.

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**McRae Industries, Inc. and Subsidiaries**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except share data)  
(Unaudited)

	<u>October 31,</u> <u>2020</u>	<u>August 1,</u> <u>2020</u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$19,119	\$20,959
Equity investments	\$4,174	\$4,131
Debt securities	9,977	9,750
Accounts and notes receivable, net	12,808	8,027
Inventories, net	15,288	18,255
Income tax receivable	758	979
Prepaid expenses and other current assets	<u>540</u>	<u>858</u>
Total current assets	<u>62,664</u>	<u>62,959</u>
Property and equipment, net	<u>5,898</u>	<u>6,060</u>
Other assets:		
Deposits	14	14
Real estate held for investment	3,242	3,784
Amounts due from split-dollar life insurance	2,288	2,288
Trademarks	<u>2,824</u>	<u>2,824</u>
Total other assets	<u>8,368</u>	<u>8,910</u>
Total assets	<u><u>\$76,930</u></u>	<u><u>\$77,929</u></u>

**McRae Industries, Inc. and Subsidiaries**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except share data)  
(Unaudited)

	<u>October 31,</u> <u>2020</u>	<u>August 1,</u> <u>2020</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$2,968	\$3,871
Accrued employee benefits	500	400
Accrued payroll and payroll taxes	431	457
Other	<u>844</u>	<u>692</u>
Total current liabilities	<u>4,743</u>	<u>5,420</u>
Deferred tax liabilities	<u>692</u>	<u>692</u>
Total liabilities	<u>5,435</u>	<u>6,112</u>
Shareholders' equity:		
Common Stock:		
Class A, \$1 par value; authorized 5,000,000 shares issued and outstanding, 1,938,301 and 1,957,142 shares, respectively	1,938	1,957
Class B, \$1 par value; authorized 2,500,000 shares; issued and outstanding, 367,433 and 373,233 shares, respectively	367	373
Retained earnings	<u>69,190</u>	<u>69,487</u>
Total shareholders' equity	<u>71,495</u>	<u>71,817</u>
Total liabilities and shareholders' equity	<u><u>\$76,930</u></u>	<u><u>\$77,929</u></u>

**McRae Industries, Inc. and Subsidiaries**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In thousands, except share data)  
(Unaudited)

	<b>Three Months Ended</b>	
	<b>October 31, 2020</b>	<b>November 2, 2019</b>
	<u>                    </u>	<u>                    </u>
Net revenues	\$18,939	\$22,674
Cost of revenues	<u>13,904</u>	<u>17,016</u>
Gross profit	5,035	5,658
Selling, general and administrative expenses	<u>4,357</u>	<u>4,469</u>
Operating profit	678	1,189
Other income	<u>50</u>	<u>198</u>
Earnings before income taxes	728	1,387
Provision for income taxes	<u>234</u>	<u>395</u>
Net earnings	<u><u>\$494</u></u>	<u><u>\$992</u></u>
Earnings per common share:		
Diluted earnings per share:		
Class A	0.21	0.42
Class B	NA	NA
Weighted average number of common shares outstanding:		
Class A	1,949,583	1,967,559
Class B	<u>368,835</u>	<u>373,675</u>
Total	<u><u>2,318,418</u></u>	<u><u>2,341,234</u></u>

**McRae Industries, Inc. and Subsidiaries**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
(In thousands, except share data)  
(Unaudited)

	Common Stock, \$1 par value				Accumulated Other Comprehensive Income (Loss)	Retained Earnings
	Class A		Class B			
	Shares	Amount	Shares	Amount		
<b>Balance, August 3, 2019</b>	1,967,559	\$1,967	373,675	\$374	(\$12)	\$70,994
Unrealized gains on investments, net of tax					(2)	
Cash Dividend (\$0.13 per Class A common stock)						(256)
Cash Dividend (\$0.13 per Class B common stock)						(49)
Net earnings						992
<b>Balance, November 2, 2019</b>	1,967,559	\$1,967	373,675	\$374	(\$14)	\$71,682

	Common Stock, \$1 par value				Accumulated Other Comprehensive Income (Loss)	Retained Earnings
	Class A		Class B			
	Shares	Amount	Shares	Amount		
<b>Balance, August 1, 2020</b>	1,957,142	\$1,957	373,233	\$373	\$0	\$69,487
Stock Buyback	(21,141)	(21)	(3,500)	(4)		(490)
Conversion of Class B to Class A Stock	2,300	2	(2,300)	(2)		-
Cash Dividend (\$0.13 per Class A common stock)						(253)
Cash Dividend (\$0.13 per Class B common stock)						(48)
Net earnings						494
<b>Balance, October 31, 2020</b>	1,938,301	\$1,938	367,433	\$367	\$0	\$69,190

**McRae Industries, Inc. and Subsidiaries**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)  
(Unaudited)

	<b>Three Months Ended</b>	
	<b>October 31, 2020</b>	<b>November 2, 2019</b>
	<u>          </u>	<u>          </u>
Net cash used in operating activities	(1,094)	(1,020)
Cash Flows from Investing Activities:		
Proceeds from sale of assets	591	-
Purchase of land for investment	(160)	(3)
Capital expenditures	(98)	(108)
Purchase of securities	(5,118)	(33)
Proceeds from sale of securities	<u>4,855</u>	<u>2,265</u>
Net cash provided by investing activities	<u>70</u>	<u>2,121</u>
Cash Flows from Financing Activities:		
Repurchase company stock	(515)	-
Dividends paid	<u>(301)</u>	<u>(304)</u>
Net cash used in financing activities	<u>(816)</u>	<u>(304)</u>
Net (Decrease) Increase in Cash and Cash equivalents	(1,840)	797
Cash and Cash Equivalents at Beginning of Year	<u>20,959</u>	<u>12,799</u>
Cash and Cash Equivalents at End of Year	<u><u>\$19,119</u></u>	<u><u>\$13,596</u></u>

**McRae Industries, Inc. and Subsidiaries**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**(Unaudited)**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Business**

McRae Industries, Inc., (the “Company”, which may be referred to as “we”, “us” or “our”), is a Delaware corporation organized in 1983 and is the successor to a North Carolina corporation organized in 1959. Our principal lines of business are manufacturing and selling military combat boots and importing and selling western and work boots.

**Principles of Consolidation**

The consolidated financial statements include the accounts of all of the Company’s wholly owned subsidiaries and other businesses over which we exercise significant control. All significant intercompany transactions and balances have been eliminated in consolidation.

**Use of Estimates**

The timely 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 certain reported amounts and disclosures. Actual results could differ from those estimates. The economic price adjustment related to our military combat boot contract is subject to certain price variations for leather.

**Cash and Cash Equivalents**

The Company defines cash and cash equivalents as cash and short-term investments with original maturities of three months or less. The Company maintains cash balances with financial institutions, which are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. Although the Company maintains balances that exceed the federally insured limit, the Company has not experienced any losses related to this balance and the Company believes credit risk to be minimal.

**Accounts Receivable**

Accounts receivable are stated at amounts expected to be collected from outstanding balances. Probable uncollectible accounts are reserved for by a charge to earnings and a credit to the allowance for doubtful accounts based on the assessment of the current status of individual accounts. Balances that are still outstanding after using reasonable collection efforts are written off through a charge to the allowance and a credit to accounts receivable. The Company performs on-going credit evaluations of its customers’ financial condition and establishes an allowance for losses on trade receivables based upon factors surrounding the credit risk of specific customers, historical trends, and other information.

Our western and work boot business records an allowance for sales returns which is calculated by applying historical return data to sales subject to potential returns. The allowance for sales returns, which is different from the allowance noted in the preceding paragraph, is included as a component of the allowance presented on the balance sheet. This component totaled approximately \$584,000 and \$625,000 for fiscal 2020 and fiscal 2019, respectively.

**Inventories**

Inventories are stated at the lower of cost or market value using the last-in, first-out (LIFO) method for military boots and using the first-in, first-out (FIFO) method for all other inventories. We regularly review our FIFO basis inventory quantities on hand and record a provision for excess and obsolete inventory based primarily on our estimated forecast and demand requirements for the next twelve months. Actual demand and market conditions may

be different from those projected by our management primarily as a result of fashion cycles and trends and the overall financial condition of competitors in the western and work boot business.

## **Investments**

Effective August 4, 2019, we adopted Accounting Standards Update ("ASU") 2016-01 Financial Instruments — Overall: Recognition and Measurement of Financial Assets and Financial Liabilities ("ASU 2016-01"), which requires us to measure all equity investments that do not result in consolidation and are not accounted for under the equity method at fair value and recognize any changes in earnings. Prior to the adoption of ASU 2016-01, marketable equity securities not accounted for under the equity method were classified as available-for-sale and recorded on the consolidated balance sheet within short-term and long-term securities. For equity securities classified as available-for-sale, realized gains and losses were included in net income. Unrealized gains and losses on equity securities classified as available-for-sale were recognized in accumulated other comprehensive income (loss) ("AOCI"), net of tax. Amounts previously included in short-term and long-term securities on the consolidated balance sheet have been reclassified to conform to current year's presentation and are now included within Equity investments with readily determinable fair values on the consolidated balance sheet.

Our investments in debt securities are carried at either amortized cost or fair value. Investments in debt securities that the Company has the positive intent and ability to hold to maturity are carried at amortized cost and classified as held-to-maturity. Investments in debt securities that are not classified as held-to-maturity are carried at fair value and classified as either trading or available-for-sale. Realized and unrealized gains and losses on trading debt securities as well as realized gains and losses on available-for-sale debt securities are included in net income. Unrealized gains and losses, net of tax, on available-for-sale debt securities are included in our consolidated balance sheet as a component of AOCI, except for the change in fair value attributable to the currency risk being hedged, if applicable, which is included in net income.

## **Long-Lived Assets and Other Intangibles**

The Company reviews long-lived assets with estimable useful lives for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to undiscounted future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less cost to sell.

The Company tests identifiable intangible assets with an indefinite life for impairment annually. Furthermore, such assets are required to be tested for impairment on an interim basis if an event or circumstance indicates that it is more likely than not an impairment loss has been incurred. An impairment loss shall be recognized to the extent that the carrying amount of such assets exceeds its implied fair value. Impairment losses shall be recognized in operations. The Company's valuation methodology for assessing impairment requires management to make judgments and assumptions based on historical experience and projections of future operating performance. If these assumptions differ materially from future results, the Company may record impairment charges in the future. Based on its most recent analysis, the Company believes that no impairment exists as of August 1, 2020 and August 3, 2019, respectively.

## **Revenue Recognition**

Revenue is recognized upon the transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. Where a formal contract does not exist, the Company determined that customer purchase orders primarily represent contracts. The Company's contracts generally include promises to sell boots. Customers also have the ability to receive shipments directly from the Company's vendors. Revenue associated with the sales of the Company's products are recognized at a point in time, which occurs when control of a good promised in a contract is transferred to a customer. Control is obtained when the customer has the ability to direct the use of and obtain substantially all of the remaining benefits from that good, which generally occurs either on shipment or delivery based on the contractual terms.

Revenue is measured as the amount of consideration the Company expects to receive in exchange for the transfer of the promised products and services. The amount of consideration the Company expects to receive changes due to variable consideration is associated with allowances due to promotional programs, discounts, and rebates that we offer to customers. The amount of variable consideration which is included in the transaction price is only included in net sales to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur in a future period.

### **Costs of Goods Sold**

Costs of goods sold consist of costs associated with procuring materials from suppliers. Sales discounts received from suppliers are recorded as a reduction of the cost of inventory.

### **Income Taxes**

The Company accounts for income taxes under the asset and liability method. Federal and state income taxes are computed at current tax rates, less tax credits. Taxes are adjusted both for items that do not have tax consequences and for the cumulative effect of any changes in tax rates from those previously used to determine deferred tax assets or liabilities. Tax provisions include amounts that are currently payable, plus changes in deferred tax assets and liabilities that arise because of temporary differences between the time when items of income and expense are recognized for financial reporting and income tax purposes. A valuation allowance is recorded to reduce the carrying amounts of deferred tax assets unless it is more likely than not such assets will be realized.

The Company follows the applicable authoritative guidance related to accounting for uncertainty in income tax reporting. This guidance clarifies the accounting for uncertainty in income taxes recognized in the Company's financial statements. It also prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return.

The Company's policy is to recognize interest and penalties that would be assessed in relation to the settlement value of unrecognized tax benefits as a component of income tax expense. The Company has recognized no interest or penalties since the adoption of the accounting guidance related to accounting for uncertainty in income taxes.

The Company and its subsidiaries are subject to U.S. federal income tax as well as income tax in multiple state jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal or state income tax examinations for fiscal years ending before 2017. However, to the extent allowed by law, the tax authorities may have the right to examine prior periods where net operating losses were generated and carried forward, and make adjustments up to the amount of the net operating loss carry forward amount.

### **Earnings per Share**

Under our Articles of Incorporation, we may pay dividends on our Class A Common Stock in excess of the dividends we pay on our Class B Common Stock. As a result, we have computed our earnings per share in compliance with the applicable authoritative guidance. This guidance requires companies that have multiple classes of equity securities to use the "two class" or "if converted method" in computing earnings per share.

For our diluted earnings per share calculation, we use the if-converted method. This calculation assumes that all Class B Common Stock is converted into Class A Common Stock. As a result, there are no holders of Class B Common Stock to participate in undistributed earnings. Furthermore, for Class A shares, distributed earnings with respect to Class A and all undistributed earnings are used to calculate diluted earnings per share.

Earnings per share has been presented in accordance with the applicable guidance. We believe that the holders of Class A and Class B Common Stock have equal rights to the Company's undistributed earnings, and that our calculation best expresses economic reality.

The Company had no common stock equivalents issued or outstanding for the three-year period ended August 1, 2020.

## **Advertising**

The Company charges advertising costs when incurred as a component of selling, general and administrative expenses. Advertising expense amounted to approximately \$1,097,000, \$1,090,000, and \$1,018,000 for fiscal years 2020, 2019, and 2018, respectively.

## **Shipping and Handling**

The Company incurs shipping and handling costs when delivering products to customers. All amounts billed to a customer in a sales transaction related to shipping and handling are recognized as revenue for the goods provided. Shipping and handling costs are classified as part of operating expenses in the accompanying consolidated statement of operations.

## **Split-Dollar Life Insurance**

The Company is party to a split-dollar arrangement with respect to certain life insurance policies. We record an amount that is to be realized under the split dollar agreement. This amount is the actual premiums paid by the Company or the actual cash surrender value of the policy, whichever is less.

## **Real Estate Held for Investment**

Real estate held for investment is land recorded at cost plus the cost of any improvements. Land is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable.

## **COVID-19**

In March 2020, the World Health Organization declared the outbreak of a novel coronavirus (COVID-19) as a pandemic, which continued to spread throughout the United States. The spread of COVID-19 has caused significant volatility in U.S. and international markets. There is significant uncertainty around the breadth and duration of business disruptions related to COVID-19, as well as its impact on the U.S. and international economies and, as such, the Company is unable to determine if it will have a material impact to its operations.

On March 27, 2020, the United States enacted the Coronavirus Aid, Relief and Economics Security Act (CARES Act). The CARES Act is an emergency economic stimulus package that includes spending and tax breaks to strengthen the United States economy and fund a nationwide effort to curtail the effects of COVID-19. As the CARES Act provides sweeping tax changes in response to the COVID-19 pandemic, the Company is unable to quantify the impact, if any, that the CARES Act will have on their operations.

## **2. PROPERTY AND EQUIPMENT**

Property and equipment are recorded at cost. Depreciation for financial reporting purposes is provided using the straight-line method over the estimated useful lives of the assets. Estimated useful lives range from three years for computer equipment to thirty-one and one-half years for buildings. Expenditures for routine maintenance and repairs are charged to expense as incurred.

## **3. INVESTMENTS**

Effective August 4, 2019 we adopted ASU 2016-01, which requires us to measure all equity investments that do not result in consolidation and are not accounted for under the equity method at fair value and recognize any changes in earnings. We use quoted market prices to determine the fair value of equity securities with readily determinable fair values. Prior to the adoption of ASU 2016-01, marketable equity securities not accounted for under the equity method were classified as available-for-sale. Equity securities with readily determinable fair values are not assessed for impairment, since they are carried at fair value with the change included in net income. For debt securities

classified as available-for-sale, realized gains and losses were included in net income. Unrealized gains and losses on debt securities classified as available-for-sale were recognized in AOCI, net of tax.

#### **4. NOTES PAYABLE AND LINES OF CREDIT**

##### **Lines of Credit**

The Company has a \$5,000,000 revolving line of credit with a bank. The Company had no outstanding borrowings under this line of credit as of August 1, 2020 and August 3, 2019. This line of credit provides for interest on outstanding balances to be paid monthly at the prime rate less 1.0%. This line of credit expires in January 2021 and is secured by the inventory and accounts receivable of the Company's western and work boot subsidiary.

The Company has an additional \$1,750,000 line of credit with a bank. This line is restricted to 100% of the outstanding accounts receivable due from the U.S. Government. There were no outstanding borrowings under this line of credit as of August 1, 2020 and August 3, 2019. The line of credit expires in January 2021 and provides for interest on outstanding balances to be paid monthly at the prime rate.

#### **5. EMPLOYEE BENEFIT PLANS**

The Company's employee benefit program consists of an employee stock ownership plan, a 401-K retirement plan, a cash bonus program, incentive awards, and other specified employee benefits as approved by the Board of Directors.

The employee stock ownership plan (ESOP) covers substantially all employees. Its principal investments include shares of Class A Common Stock and Class B Common Stock of the Company and collective funds consisting of short-term cash, fixed-income, and equity investments. There have been no contributions to the ESOP in fiscal years 2020, 2019 or 2018.

The Company has a 401-K retirement plan, which covers substantially all employees. Employees can contribute up to 25% of their annual salary to the plan. At its sole discretion, the Board of Directors determines the amount and timing of any Company matching contribution.

#### **6. SHAREHOLDERS' EQUITY**

##### **Common Stock**

The Company's Bylaws provide for seven directors, two of whom are elected by the holders of the Class A Common Stock voting as a separate class, and five of whom are elected by the holders of the Class B Common Stock voting as a separate class. On all other matters (except matters required by law or the Company's Certificate of Incorporation or Bylaws to be approved by a different vote), the holders of Class A Common Stock and Class B Common Stock vote together as a single class with each share of Class A Common Stock entitled to one-tenth vote and each share of Class B Common Stock entitled to one vote. Each share of Class B Common Stock can be converted to Class A Common Stock on a share for share basis. All dividends paid on Class B Common Stock must also be paid on Class A Common Stock in an equal amount.

The Company has adopted the McRae Industries, Inc. 1998 Incentive Equity Plan (the Plan). Under the Plan, 100,000 shares of the Company's Class A Common Stock are reserved for issuance to certain key employees of the Company. At August 1, 2020, there were 100,000 shares available for future grants under the Plan.

The common stock is currently quoted in the Pink Sheets and stockholders are able to trade their shares in the over-the-counter markets or private transactions.

## **7. FAIR VALUE OF FINANCIAL INSTRUMENTS**

FASB ASC 820 “Fair Value Measurements and Disclosures” defines fair value as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date (that is, an exit price). The exit price is based on the amount that the holder of the asset or liability would receive or need to pay in an actual transaction (or in a hypothetical transaction if an actual transaction does not exist) at the measurement date. In some circumstances, the entry and exit price may be the same; however, they are conceptually different. The accounting standards also establish a three-level hierarchy that prioritizes the inputs used in fair value measurements. The hierarchy consists of three broad levels as follows:

Level 1 – Quoted market prices in active markets for identical assets or liabilities;

Level 2 – Observable inputs other than quoted prices within Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data; and

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. These include certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

The fair values of the Company’s available for sale securities are determined using quoted market prices in active markets for identical assets or liabilities, which are classified as Level 1 inputs.

The amount due from Split-Dollar Life Insurance policies represents the value of the Company’s rights under split-dollar arrangements. Under these arrangements, the Company is entitled to be repaid cumulative premiums paid, or if less, the net cash surrender value of the policies.

## **8. RELATED PARTY TRANSACTIONS**

The Company leases administrative and sales office space in Clarksville, Tennessee for the western boot business from the President of Dan Post Boot Company.