TOOTSIE ROLL INDUSTRIES INC
Form 10-Q
August 08, 2007

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

FORM 10-Q

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

For the quarterly period ended June 30, 2007

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ----to----

COMMISSION FILE NUMBER 1-1361

Tootsie Roll Industries, Inc.
(Exact Name of Registrant as Specified in its Charter)

VIRGINIA	22-1318955
(State of Incorporation)	(I.R.S. Employer Identification No.)

7401 South Cicero Avenue, Chicago, Illinois	60629
(Address of Principal Executive Offices)	(Zip Code)

773-838-3400
(Registrant's Telephone Number, Including Area Code)

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

Yes X No ___

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer X Accelerated filer _ Non-accelerated filer __

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

Yes No X

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date (June 30, 2007)

Class	Outstanding
Common Stock, $.69 4/9 par value	36,098,854

Class B Common Stock, $.69 4/9 par value	18,916,177

TOOTSIE ROLL INDUSTRIES, INC. AND SUBSIDIARIES

JUNE 30, 2007

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PART 1. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

TOOTSIE ROLL INDUSTRIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(in thousands of dollars) (UNAUDITED)

ASSETS	June 30,	July 1,	Dec. 31,
CURRENT ASSETS	2007	2006	2006
Cash & cash equivalents	$ 39,761	$ 11,511	$ 55,729
Investments	19,596	39,452	23,531
Trade accounts receivable, Less allowances of $2,090, $2,160 & $2,322	27,396	21,969	35,075
Other receivables	2,850	1,160	3,932
Inventories			
Finished goods & work in process	75,333	73,993	42,146
Raw material & supplies	25,735	24,778	21,811
Prepaid expenses	5,114	3,758	6,489
Deferred income taxes	7,150	6,654	2,204
Total current assets	202,935	183,275	190,917
PROPERTY, PLANT & EQUIPMENT, at cost			
Land	19,402	19,401	19,402
Buildings	87,273	84,241	87,273
Machinery & equipment	263,034	254,614	259,049
	369,709	358,256	365,724
Less-accumulated depreciation	169,100	156,220	162,826
Net property, plant and equipment	200,609	202,036	202,898
OTHER ASSETS			
Goodwill	73,237	74,194	74,194
Trademarks	189,024	189,024	189,024
Investments	59,172	45,425	51,581
Split dollar life insurance	75,058	72,857	73,357
Investment in joint venture	9,207	11,188	9,668
	405,698	392,688	397,824
Total assets	$809,242	$777,999	$791,639

(The accompanying notes are an integral part of these statements.)

(in thousands except per share data) (UNAUDITED)

LIABILITIES AND SHAREHOLDERS' EQUITY	June 30,	July 1,	Dec. 31,
CURRENT LIABILITIES	2007	2006	2006
Accounts payable	$ 18,817	$ 19,702	$ 13,102
Dividends payable	4,401	4,347	4,300
Accrued liabilities	38,027	41,021	43,802
Income taxes payable	-	7,936	1,007
Total current liabilities	61,245	73,006	62,211

NON-CURRENT LIABILITIES

Deferred income taxes	36,504	38,756	40,864
Postretirement health care and life insurance benefits	13,201	11,025	12,582
Industrial development bonds	7,500	7,500	7,500
Liability for uncertain tax positions	19,273	-	-
Deferred compensation and other liabilities	39,398	32,565	37,801
Total non-current liabilities	115,876	89,846	98,747
Total liabilities	177,121	162,852	160,958
SHAREHOLDERS' EQUITY			
Common Stock, $.69-4/9 par value- 120,000 shares authorized; 36,099, 35,870 & 35,364, respectively, issued	25,069	24,910	24,558
Class B common stock, $.69-4/9 par value- 40,000 shares authorized; 18,916, 18,414 & 18,390, respectively, issued	13,136	12,788	12,771
Capital in excess of par value	474,467	453,074	438,648
Retained earnings	133,894	137,182	169,233
Accumulated other comprehensive loss	(12,453)	(10,815)	(12,537)
Treasury stock (at cost)- 63, 61 & 62 shares, respectively	(1,992)	(1,992)	(1,992)
Total shareholders' equity	632,121	615,147	630,681
Total liabilities and shareholders' equity	$809,242	$777,999	$791,639

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(The accompanying notes are an integral part of these statements.)

TOOTSIE ROLL INDUSTRIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF
EARNINGS, COMPREHENSIVE EARNINGS AND RETAINED EARNINGS
(in thousands except per share amounts) (UNAUDITED)

	13 WEEKS ENDED	
	June 30, 2007 &	July 1, 2006
Net sales	$101,901	$ 94,944
Cost of goods sold	67,026	56,894
Gross margin	34,875	38,050
Selling, marketing and administrative expenses	23,069	22,378
Earnings from operations	11,806	15,672
Other income, net	2,495	2,542
Earnings before income taxes	14,301	18,214
Provision for income taxes	4,075	5,356
Net earnings	10,226	12,858

Other comprehensive income, before tax:		
Foreign currency translation adjustments	290	(374)
Unrealized losses on securities	(23)	(900)
Unrealized losses on derivatives	(169)	(2,035)
Other comprehensive income (loss), before tax	98	(3,309)
Income tax benefit related to items of other comprehensive income	72	1,085
Other comprehensive income (loss), net of tax	170	(2,224)
Comprehensive earnings	$ 10,396	$ 10,634
Retained earnings at beginning of period	$128,064	$128,666
Net earnings	10,226	12,858
Cash dividends	(4,396)	(4,342)
Retained earnings at end of period	$133,894	$137,182
Net earnings per share	$0.19	$0.23
Dividends per share *	$0.08	$0.08
Average number of shares outstanding	55,139	55,943

*Does not include 3% stock dividend to shareholders of record on 3/09/07 and 3/10/06.

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(The accompanying notes are an integral part of the statements.)

TOOTSIE ROLL INDUSTRIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF
EARNINGS, COMPREHENSIVE EARNINGS AND RETAINED EARNINGS
(in thousands except per share amounts) (UNAUDITED)

	26 WEEKS ENDED June 30, 2007 &	July 1, 2006
Net sales	$194,815	$198,766
Cost of goods sold	126,570	121,316
Gross margin	68,245	77,450
Selling, marketing and administrative expenses	43,788	45,427
Earnings from operations	24,457	32,023
Other income, net	4,477	4,389
Earnings before income taxes	28,934	36,412
Provision for income taxes	8,897	11,192

Net earnings	20,037	25,220
Other comprehensive income, before tax:		
Foreign currency translation adjustments	-	(698)
Unrealized gains (losses) on securities	12	(740)
Unrealized gains (losses) on derivatives	118	(2,704)
Other comprehensive income (loss), before tax	130	(4,142)
Income tax benefit (expense) related to items of other comprehensive income	(47)	1,274
Other comprehensive income, net of tax	83	(2,868)
Comprehensive earnings	$ 20,120	$ 22,352
Retained earnings at beginning of period	$169,233	$164,236
Net earnings	20,037	25,220
Cash dividends	(8,691)	(8,580)
Stock dividends - 3%	(46,685)	(43,694)
Retained earnings at end of period	$133,894	$137,182
Net earnings per share	$0.36	$0.45
Dividends per share *	$0.16	$0.16
Average number of shares outstanding	55,207	56,117

*Does not include 3% stock dividend to shareholders of record on 3/09/07 and 3/10/06.

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(The accompanying notes are an integral part of the statements.)

TOOTSIE ROLL INDUSTRIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands of dollars) (UNAUDITED)

	26 WEEKS ENDED June 30, 2007	& July 1, 2006
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net earnings	$ 20,037	$ 25,220
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities:		
Depreciation and amortization	7,796	7,414
Amortization of marketable securities	312	555
Purchase of trading securities	(326)	(1,643)
Changes in operating assets and liabilities:		
Accounts receivable	7,679	8,723

Other receivables	1,202	(95)
Inventories	(37,111)	(43,953)
Prepaid expenses and other assets	1,019	(1,730)
Accounts payable and accrued liabilities	(61)	(1,570)
Income taxes payable and deferred	8,920	(921)
Postretirement health care and life insurance benefits	619	242
Deferred compensation and other liabilities	(392)	767
Other	66	(42)
Net cash provided by (used in) operating activities	9,760	(7,033)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(5,506)	(30,983)
Decrease in restricted cash	-	22,330
Purchase of available for sale securities	(15,104)	(6,826)
Sale and maturity of available for sale securities	13,463	21,544
Net cash (used in) provided by investing activities	(7,147)	6,065
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayment of bank loan	-	(32,001)
Dividends paid in cash	(8,756)	(8,628)
Shares repurchased and retired	(9,825)	(15,898)
Net cash used in financing activities	(18,581)	(56,527)
Decrease in cash and cash equivalents	(15,968)	(57,495)
Cash and cash equivalents at the beginning of year	55,729	69,006
Cash and cash equivalents at the end of quarter	$ 39,761	$ 11,511
Supplemental cash flow information:		
Income taxes paid (refunded)	$ (300)	$ 10,118
Interest paid	$ 319	$ 593
Stock dividend issued	$ 46,520	$ 43,563

(The accompanying notes are an integral part of the statements.)

TOOTSIE ROLL INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2007
(in thousands except per share amounts) (UNAUDITED)

Note 1 - Foregoing data has been prepared from the unaudited financial records of Tootsie Roll Industries, Inc. and Subsidiaries (the Company) and in the opinion of management all adjustments necessary for a fair statement of the results for the interim period have been reflected. All adjustments were of a normal and recurring nature. These consolidated financial statements should be read in conjunction with the consolidated financial statements and the related notes included in the Company's 2006 Annual Report on Form 10-K.

Note 2 - Average shares outstanding for the period ended June 30, 2007 reflects stock repurchases and subsequent retirements of 346 shares for $9,825 and a 3% stock dividend distributed on April 12, 2007. Average shares outstanding for the period ended July 1, 2006 reflects stock repurchases and subsequent retirements of 557 shares for $15,898 and a 3% stock dividend distributed on April 13, 2006.

Note 3 - Results of operations for the period ended June 30, 2007 are not necessarily indicative of results to be expected for the year to end December 31, 2007 because of the seasonal nature of the Company's operations. Historically, the third quarter has been the Company's largest sales quarter due to Halloween sales.

Note 4 - The bank loan, a demand note issued in December 2005, was fully repaid in May 2006.

Note 5 - The Company adopted the provisions of FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" (FIN 48) effective January 1, 2007. The company is subject to taxation in the U.S. and various state and foreign jurisdictions. The Company remains subject to examination by U.S. federal and state and foreign tax authorities for the years 2003 through 2006. With few exceptions, the Company is no longer subject to examinations by tax authorities for the year 2002 and prior.

As of January 1, 2007, the Company had $14,961 of unrecognized tax benefits. Included in this balance is $7,160 of unrecognized tax benefits that, if recognized, would favorably affect the annual effective income tax rate. As of June 30, 2007, the Company had $15,331 of unrecognized tax benefits ($7,530 represented those unrecognized tax benefits that, if recognized, would favorably affect the annual effective income tax rate). During the second quarter and first half 2007, the Company recorded approximately $200 and $370, respectively, of additional income tax expense relating to its uncertain tax positions.

The Company recognizes interest and penalties related to unrecognized tax benefits in the provision for income taxes on the Consolidated Statement of Earnings. As of January 1, 2007, $3,382 of interest and penalties were included in the Liability for Uncertain Tax Positions account on the Consolidated Statement of Financial Position. As of June 30, 2007, $3,942 of interest and penalties were included in the aforementioned account. During the second quarter and first half 2007, the Company recorded approximately $280 and $560, respectively, of additional income tax expense related to interest and penalties.

The Company is not currently subject to a U.S. federal income tax examination, however, the Company is currently subject to various state tax examinations. Although the Company is unable to determine the ultimate outcome of these examinations, the Company believes that its liability for uncertain tax positions relating to these jurisdictions for such years is adequate.

It is expected that the liability for uncertain tax positions will change in the next 12 months; however, the Company does not expect the change to have a significant impact on the Company's financial position, results of operations, and related cash flows from operating activities. The related cash flows in future periods with respect to the liability for uncertain tax positions are not readily determinable.

Note 6 - New Accounting Pronouncements

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" (SFAS No. 157). SFAS No. 157 establishes a common definition for fair value to be applied to US GAAP guidance requiring use of fair value, establishes a framework for measuring fair value, and expands disclosure about such fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007. The Company is currently assessing the impact of SFAS No. 157 and has not yet made any determination as to the effects, if any, that it may have on the Company's financial position and results of operations.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities- including an amendment to FASB Statement No. 115" (SFAS No. 159), which permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. The Company is currently assessing the impact of SFAS No. 159 and has not yet made any determination as to the effects, if any, that it may have on the Company's financial position and results of operations.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
(dollars in thousands except per share amounts)

The following is management's discussion of the Company's operating results and analysis of factors that have affected the accompanying Condensed Consolidated Statement of Earnings.

NET SALES:

Second Quarter 2007	Second Quarter 2006	Net change in Second Quarter, 2007 vs. Second Quarter, 2006
$101,901	$ 94,944	7.3 %

First Half 2006	First Half 2006	First Half, 2007 vs. First Half, 2006
$194,815	$198,766	(2.0)%

Second quarter 2007 net sales were $101,901 compared to $94,944 in second quarter 2006, an increase of $6,957 or 7.3%. First half 2007 net sales of $194,815 decreased $3,951 or 2.0% from first half 2006 net sales of $198,766. The increase in second quarter 2007 sales was the result of successful marketing programs which are reflected in increases in all of the Company's core brands. The first half 2007 sales decline reflects the conclusion of a contract to manufacture product under a private label for a third party and a non-recurring sale of certain inventory to a new foreign distributor, both during the prior year first quarter.

COST OF SALES:

Second Quarter		Cost of Sales as a Percentage of Net Sales	
2007	2006	2nd Qtr. 2007	2nd Qtr. 2006
$67,026	$56,894	65.8%	59.9%

First Half		Cost of Sales as a Percentage of Net Sales	
2007	2006	1st Half 2007	1st Half 2006
$126,570	$121,316	65.0%	61.0%

Cost of sales as a percentage of net sales increased from 59.9% in the second quarter 2006 to 65.8% in second quarter 2007, and from 61.0% in first half 2006 to 65.0% in first half 2007. These increases in cost of sales as a percentage of net sales are primarily the result of higher input costs relating to major ingredients, packaging materials and products manufactured in Canada due to less favorable foreign exchange rates. Substantially all of the Company's principal ingredient costs, including those relating to sugar, corn syrup, milk and whey, soy bean and edible oils, dextrose and gum base products, were significantly higher in second quarter and first half 2007 compared to the corresponding periods of the prior year.

SELLING, MARKETING AND ADMINISTRATIVE EXPENSES:

Second Quarter		Percentage of Net Sales	
2007	2006	2nd Qtr. 2007	2nd Qtr. 2006
$23,069	$22,378	22.6%	23.6%

First Half		Percentage of Net Sales	
2007	2006	1st Half 2007	1st Half 2006
$43,788	$45,427	22.5%	22.9%

Second quarter 2007 selling, marketing and administrative expenses were $23,069 compared to $22,378 in second quarter 2006, an increase of $691 or 3.1%. The same expenses decreased from $45,427 in first half 2006 to $43,788 in first half 2007, a decrease of $1,639 or 3.6%. The changes for both periods primarily reflect the change in net sales for the respective second quarter and first half periods. The Company was adversely affected by higher expenses for freight and delivery in both second quarter and first half 2007 compared to the corresponding periods in the prior year. However, the Company did benefit from lower marketing expenses in both second quarter and first half 2007 compared to those in the same periods of the prior year. The prior year 2006 second quarter and first half marketing expenses reflected higher expenses for new packaging artwork and plates associated with changes in pack sizes and government mandated labeling. As a percentage of net sales, total selling, marketing and administrative expenses favorably decreased from 23.6% in second quarter 2006 to 22.6% in second quarter 2007, and from 22.9% in first half 2006 to 22.5% in first half 2007.

Second quarter 2007 earnings from operations were $11,806 compared to $15,672 in second quarter 2006, a decrease of $3,866 or 24.7%. First half 2007 earnings from operations were $24,457 compared to $32,023, a decrease of $7,566 or 23.6%. The decline in operating earnings during both second quarter and first half 2007 primarily resulted from higher input costs, principally increases in the cost of ingredients, which more than offset reduced marketing expenses, as discussed above.

The Company took actions and implemented programs, including selected price increases primarily in 2006 as well as cost reduction programs in 2007, with the objective to recover some of these higher input costs. However, these actions did not result in a recovery of all the increases in ingredient and other input costs during the second quarter and first half 2007.

NET EARNINGS:

Second Quarter		Second Quarter, 2007 vs. Second Quarter, 2006
2007	2006	
$10,226	$12,858	(20.5)%

First Half		First Half, 2007 vs. First Half, 2006
2007	2006	
$20,037	$25,220	(20.6)%

Second quarter 2007 net earnings were $10,226 compared to second quarter 2006 net earnings of $12,858, a $2,632 or 20.5% decrease. Second quarter 2007 earnings per share were $0.19, compared to $0.23 per share in the prior year comparative period, a decrease of $0.04 or 17.4%.

First half 2007 net earnings were $20,037 compared to first half 2006 net earnings of $25,220, a $5,183 or 20.6% decrease. First half net earnings per share were $0.36 in 2007 compared to $0.45 per share in 2006, a decrease of $0.09 per share or 20.0%.

Other income, net was $2,495 in second quarter 2007 compared to $2,542 in second quarter 2006. Other income, net was $4,477 in first half 2007 compared to $4,389 in first half 2006. The favorable effects of increased investment income and decreased interest expense in 2007 were offset by the combination of lower earnings from the Company's 50% interest in its foreign joint venture and a gain of the sale of marketable securities during second quarter 2006.

The consolidated effective income tax rate favorably decreased from 30.0% in second quarter 2006 to 28.5% in second quarter 2007 and from 31.3% in first half 2006 to 30.9% in first half 2007. This improvement principally reflects lower foreign taxes and resulting lower overall effective rate.

In addition to the factors discussed above, earnings per share benefited from fewer shares outstanding as a result of the Company's share repurchases in 2006 and 2007.

LIQUIDITY AND CAPITAL RESOURCES:

The Company's current ratio (current assets divided by current liabilities) was 3.3 to 1 as of the end of second quarter 2007 as compared to 2.5 to 1 as of the end of second quarter 2006 and 3.1 to 1 as of the end of fourth quarter 2006. Net working capital was $141,690 as of the end of second quarter 2007 as compared to $128,706 and $110,269 as of the end of fourth quarter 2006 and second quarter 2006, respectively. The aforementioned net working capital amounts include total cash and cash equivalents and short-term investments which aggregated $59,357 as of the end of second quarter 2007 compared to $79,260 and $50,963, as of the end of fourth quarter 2006 and second quarter 2006, respectively. In addition, long-term investments, principally debt securities comprising municipal bonds, were $59,172 as of the end of second quarter 2007 as compared to $51,581 and $45,425 as of the end of fourth quarter 2006 and second quarter 2006, respectively. Investments in municipal bonds and other debt securities that matured during first half 2007 and 2006 were generally used to pay down bank loans or replaced with debt securities of similar maturities.

During prior year first half 2006, the Company fully repaid $32,001 of short-term bank loans. These bank loans were paid down through a combination of cash flows provided by operating activities and investment maturities.

Net cash provided by operating activities was $9,760 for first half 2007, compared to cash used of $7,033 in first half 2006. The aforementioned change in net cash from operating activities principally reflects the timing of payments and cash flows related to income taxes payable and deferred combined with reduced cash used to increase inventories during the first half 2007, partially offset by reduced cash flows provided by lower net income and decreased accounts receivable.

Capital expenditures for first half 2007 and 2006 were $5,506 and $30,983, respectively. First half 2006 capital expenditures reflect $25,241 of investments in rental income producing real estate which was funded from the

Company's restricted cash. Capital expenditures for the 2007 year are anticipated to be generally in line with historical annualized spending, and are to be funded from the Company's cash flow from operations and internal sources.

All of the $22,330 in proceeds from the sale of surplus real estate during 2005 and held as restricted cash as of December 31, 2005, was reinvested in "likekind" real estate during first half 2006 in compliance with U.S. Internal Revenue Code Section 1031.

Cash dividends paid in first half 2007 and 2006 were $8,756 and $8,628, respectively. The Company also repurchased and retired $9,825 and $15,898 of its shares outstanding during first half 2007 and 2006, respectively.

NEW ACCOUNTING PRONOUNCEMENTS

The Company adopted the provisions of FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" (FIN 48) effective January 1, 2007. The company is subject to taxation in the U.S. and various state and foreign jurisdictions. The Company remains subject to examination by U.S. federal and state and foreign tax authorities for the years 2003 through 2006. With few exceptions, the Company is no longer subject to examinations by tax authorities for the year 2002 and prior.

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In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities-including an amendment to FSAB Statement No. 115" (SFAS No. 159), which permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. The Company is currently assessing the impact of SFAS No. 159 and has not yet made any determination as to the effects, if any, that it may have on the Company's financial position and results of operations.

FORWARD-LOOKING STATEMENTS

From time to time, in the Company's statements and written reports, including this report, the Company discusses its expectations regarding future performance by making certain "forward-looking statements." These forward-looking statements are based on currently available competitive, financial and economic data and management's views and assumptions regarding future events. Such forward-looking statements are inherently uncertain, and actual results may differ materially from those expressed or implied herein. Consequently, the Company wishes to caution readers not to place undue reliance on any forward-looking statements. In connection with the "safe harbor provisions" of the Private Securities Litigation Reform Act of 1995, the Company notes the following factors which, among others, could cause future results to differ materially from the forward-looking statements, expectations and assumptions expressed or implied herein. Among the factors that could impact the Company's ability to achieve its stated goals are the following: (i) significant competitive activity, including advertising, promotional and price competition, (ii) changes in consumer demand, tastes and trends for the Company's products, including changes in consumer acceptance of seasonal events such as Halloween; (iii) fluctuations in the cost and availability of various raw materials; (iv) inherent risks in the marketplace associated with new product introductions, (v) the effect of acquisitions on the Company's results of operations and financial condition; (vi) the effect of changes in foreign currencies on the Company's foreign subsidiaries, and effects of changes in foreign exchange on the cost of products marketed and sold in the United States; (vii) the Company's reliance on third-party vendors for various goods and services; (viii) the Company's ability to successfully implement new production processes and lines; (ix) the effect of changes in assumptions, including future input costs, including ingredients costs, price increases, discount rates, sales growth and profit margins, relating to the Company's impairment testing and analysis of its goodwill and trademarks; (x) changes in the confectionary market place including actions taken by major retailers and customers regarding the Company's product line; (xi) customer and consumer response to marketing programs and price adjustments, and the Company's ability to increase prices or make product weight declines (indirect price increase) due to raising ingredient and other input costs; (xii) dependence on significant customers, including the volume and timing of their purchases; (xiii) increases in energy costs, including higher freight and delivery costs, and the ability to pass such cost increases along to customers through increased prices; (xiv) any significant labor stoppages or production interruptions, including those relating to union negotiations; and (xv) changes in governmental laws and regulations including taxes. In addition, the Company's results may be affected by general factors, such as economic conditions, political developments, currency exchange rates, interest and inflation rates, accounting standards, taxes, and laws and regulations affecting the Company in markets where it competes and those factors described in Item 1A "Risk Factors" and elsewhere in the Company's Annual Report on Form 10-K and in other Company filings with the Securities and Exchange Commission.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK:

The Company is exposed to various market risks, including fluctuations in sugar, corn syrup, edible oils, cocoa, milk and whey, dextrose, gum base ingredients and packaging costs. The Company is also exposed to exchange rate fluctuations in the Canadian dollar which is the currency used for a portion of the raw material and packaging material costs and operating expenses at its Canadian plants. The Company also invests in securities with maturities of up to three years, the majority of which are held to maturity, which limits the Company's exposure to interest rate fluctuations. There has been no material change in the Company's market risks that would significantly affect the disclosures made in the Form 10-K for the year ended December 31, 2006.

Item 4. CONTROLS AND PROCEDURES

Under the supervision and with the participation of management, the chief executive officer and chief financial officer of the Company have evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures as of June 30, 2007 and, based on their evaluation, the chief executive officer and chief financial officer have concluded that these controls and procedures are effective. Disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures are also designed to ensure that information is accumulated and communicated to management, including the chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

There has been no change in the Company's internal control over financial reporting that occurred during the Company's fiscal quarter ended June 30, 2007 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

TOOTSIE ROLL INDUSTRIES, INC.
AND SUBSIDIARIES

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

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	Shares Purchased as Part of Publicly Announced Plans Or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
APR 1 TO APR 28	1,612	$ 29.76	NOT APPLICABLE	NOT APPLICABLE
APR 29 TO MAY 26	287,300	28.48	NOT APPLICABLE	NOT APPLICABLE
MAY 27 TO JUN 30	56,600	27.91	NOT APPLICABLE	NOT APPLICABLE
TOTAL	345,512	$ 28.40		

While the Company does not have a formal or publicly announced stock repurchase program, the Company's board of directors periodically authorizes a dollar amount for share repurchases. The treasurer executes share repurchase transactions according to these guidelines.

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

At the Annual Meeting of Shareholders of the Company, held on May 7, 2007, the following number of votes were cast for the matters indicated:

1. For the election of five directors of the Company by the holders of Common Shares and Class B Common Shares voting together:

Nominee	For	Withheld	Abstain	Broker Non-Vote
Melvin J. Gordon	207,049,042	7,703,944	-0-	-0-
Ellen R. Gordon	207,018,181	7,734,805	-0-	-0-
Lana Jane Lewis-Brent	211,084,812	3,668,174	-0-	-0-
Barre A. Siebert	211,242,764	3,510,222	-0-	-0-
Richard P. Bergeman	211,173,586	3,579,400	-0-	-0-

2. Proposal to ratify the appointment of PricewaterhouseCoopers LLP as auditors for the fiscal year 2007:

	For	Withheld	Abstain	Broker Non-Vote
Common Shares and Class B Common Shares voting together	211,777,792	2,904,099	71,090	-0-

No other matters were submitted to a vote by ballot at the 2007 Annual Meeting.

Item 6. EXHIBITS

Exhibits 31.1 and 31.2 - Certifications Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 32 - Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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.

TOOTSIE ROLL INDUSTRIES, INC.

Date: Aug. 8, 2007 BY:/S/MELVIN J. GORDON
Melvin J. Gordon

Chairman of the Board

Date: Aug. 8, 2007 BY:/S/G. HOWARD EMBER, JR.
G. Howard Ember, Jr.
Vice President Finance

Exhibit 31.1

CERTIFICATION

I, Melvin J. Gordon, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Tootsie Roll

Industries, 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 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 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: Aug. 8, 2007

By: /S/MELVIN J. GORDON
Melvin J. Gordon
Chairman and Chief Executive Officer

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Exhibit 31.2

CERTIFICATION

I, G. Howard Ember, Jr. certify that:

1. I have reviewed this quarterly report on Form 10-Q of Tootsie Roll Industries, 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 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 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: Aug. 8, 2007

By: /S/G.HOWARD EMBER, JR.
G. Howard Ember, Jr.
Vice President Finance and
Chief Financial Officer

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Exhibit 32

Certificate Pursuant to Section 1350 of Chapter 63
Of Title 18 of the United States Code

Each of the undersigned officers of Tootsie Roll Industries, Inc. Certifies that (i) the Quarterly Report on Form 10-Q of Tootsie Roll Industries, Inc. for the quarterly period ended June 30, 2007 (the Form 10-Q) fully complies with the requirements of secton 13(a) or 15(d) of the Securities Exchange Act of 1934 and (ii) the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Tootsie Roll Industries, Inc. and its subsidiaries.

Dated: Aug. 8, 2007

/S/MELVIN J. GORDON
Melvin J. Gordon
Chairman and Chief
Executive Officer

Dated: Aug. 8, 2007

/S/G. HOWARD EMBER, JR.
G. Howard Ember, Jr.
V.P. Finance and
Chief Financial Officer