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

FORM 10-Q

(Mark One)

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

For the quarterly period ended **June 30, 2008**

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: 0-21617

THE QUIGLEY CORPORATION

(Exact name of registrant as specified in its charter)

Nevada	23-2577138
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
Kells Building, 621 Shady Retreat Road, Doylestown, Pennsylvania	18901
(Address of principal executive offices)	(Zip Code)

(215) 345-0919
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

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

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of July 25, 2008, there were 12,864,133 shares of common stock, $.0005 par value per share, outstanding.

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Part I. Financial Information

Item 1. Condensed Consolidated Financial Statements

THE QUIGLEY CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2008 (Unaudited)	December 31, 2007
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 14,375,253	$ 15,133,546
Accounts receivable (net of doubtful accounts of $171,846 and $178,144)	1,612,849	6,648,538
Inventory	4,621,036	4,135,511
Prepaid expenses and other current assets	876,820	810,106
Assets of discontinued operations	-	2,107,589
TOTAL CURRENT ASSETS	21,485,958	28,835,290
PROPERTY, PLANT AND EQUIPMENT – net	4,035,272	4,337,540
OTHER ASSETS:		
Other assets	35,455	280,654
Assets of discontinued operations	-	48,437
TOTAL OTHER ASSETS	35,455	329,091
TOTAL ASSETS	$ 25,556,685	$ 33,501,921
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 505,207	$ 454,963
Accrued royalties and sales commissions	3,732,916	3,859,287
Accrued advertising	958,571	1,369,759
Other current liabilities	1,551,838	2,542,128
Liabilities of discontinued operations	-	2,031,529
TOTAL CURRENT LIABILITIES	6,748,532	10,257,666
COMMITMENTS AND CONTINGENCIES (Note 7)		
STOCKHOLDERS' EQUITY:		
Common stock, $.0005 par value; authorized 50,000,000; Issued: 17,510,186 and 17,499,186 shares	8,755	8,750
Additional paid-in-capital	37,547,562	37,535,523
Retained earnings	6,439,995	10,888,141
Less: Treasury stock, 4,646,053 and 4,646,053 shares, at cost	(25,188,159)	(25,188,159)
TOTAL STOCKHOLDERS' EQUITY	18,808,153	23,244,255
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 25,556,685	$ 33,501,921

See accompanying notes to condensed consolidated financial statements

THE QUIGLEY CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2008	June 30, 2007	June 30, 2008	June 30, 2007
NET SALES	$ 2,068,285	$ 2,217,146	$ 7,373,319	$ 8,367,097
COST OF SALES	1,170,379	1,221,815	2,905,895	3,433,608
GROSS PROFIT	897,906	995,331	4,467,424	4,933,489
OPERATING EXPENSES:				
Sales and marketing	566,273	555,710	2,798,514	3,046,543
Administration	2,029,885	2,436,408	4,538,091	4,581,591
Research and development	1,264,824	1,622,264	2,675,126	2,773,644
TOTAL OPERATING EXPENSES	3,860,982	4,614,382	10,011,731	10,401,778
LOSS FROM OPERATIONS	(2,963,076)	(3,619,051)	(5,544,307)	(5,468,289)
INTEREST AND OTHER INCOME	84,380	201,879	220,645	410,330
LOSS FROM CONTINUING OPERATIONS BEFORE TAXES	(2,878,696)	(3,417,172)	(5,323,662)	(5,057,959)
INCOME TAXES (BENEFIT)	-	-	-	-
LOSS FROM CONTINUING OPERATIONS	(2,878,696)	(3,417,172)	(5,323,662)	(5,057,959)
DISCONTINUED OPERATIONS:				
Gain on disposal of health and wellness operations	-	-	736,252	-
Income (loss) from discontinued operations	-	(102,520)	139,264	(389,941)
NET LOSS	$ (2,878,696)	$ (3,519,692)	$ (4,448,146)	$ (5,447,900)
Basic earnings per common share:				
Loss from continuing operations	$ (0.22)	$ (0.27)	$ (0.42)	$ (0.40)
Income (loss) from discontinued operations	-	(0.01)	0.07	(0.03)
Net Loss	$ (0.22)	$ (0.28)	$ (0.35)	$ (0.43)
Diluted earnings per common share:				
Loss from continuing operations	$ (0.22)	$ (0.27)	$ (0.42)	$ (0.40)
Income (loss) from discontinued operations	-	(0.01)	0.07	(0.03)
Net Loss	$ (0.22)	$ (0.28)	$ (0.35)	$ (0.43)
Weighted average common shares outstanding:				
Basic	12,861,800	12,684,633	12,860,616	12,684,633
Diluted	12,861,800	12,684,633	12,860,616	12,684,633

See accompanying notes to condensed consolidated financial statements

THE QUIGLEY CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended June 30, 2008	Six Months Ended June 30, 2007
NET CASH USED BY OPERATING ACTIVITIES	$ (815,860)	$ (2,041,651)
INVESTING ACTIVITIES:		
Capital expenditures	(95,181)	(321,952)
NET CASH FLOWS USED IN INVESTING ACTIVITIES	(95,181)	-
FINANCING ACTIVITIES:		
Gain from disposal of fixed assets	16,220	-
Proceeds from exercises of options	12,044	
NET CASH FLOWS PROVIDED BY FINANCING ACTIVITIES	28,264	-
CASH FLOWS FROM DISCONTINUED OPERATIONS:		
Gain from discontinued operations	(875,516)	-
Proceeds from sale of discontinued operations	1,000,000	-
NET CASH PROVIDED BY DISCONTINUED OPERATIONS	124,484	-
NET (DECREASE) IN CASH	(758,293)	(2,363,603)
CASH & CASH EQUIVALENTS, BEGINNING OF PERIOD	15,133,546	16,290,619
CASH & CASH EQUIVALENTS, END OF PERIOD	$ 14,375,253	$ 13,927,016

THE QUIGLEY CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1 – ORGANIZATION AND BUSINESS

The Quigley Corporation (the "Company"), organized under the laws of the state of Nevada, is engaged in the development, manufacturing, and marketing of homeopathic and health products that are being offered to the general public along with the research and development of potential prescription products. The Company is organized into three business segments: Cold Remedy, Contract Manufacturing and Ethical Pharmaceutical. For the fiscal periods presented, the majority of the Company's revenues have come from the Company's Cold Remedy segment.

The Company's principal cold-remedy product, Cold-Eeze®, a zinc gluconate glycine formulation (ZIGG™) is an over-the-counter consumer product used to reduce the duration and severity of the common cold. The lozenge form of the product is manufactured by Quigley Manufacturing Inc. ("QMI"), a wholly owned subsidiary of the Company, which was formed following the acquisition of certain assets and assumption of certain liabilities of JoEl, Inc., the contract manufacturer of the lozenge product prior to October 1, 2004.

In January 2001, the Company formed an Ethical Pharmaceutical segment that is now Quigley Pharma Inc. ("Pharma"), a wholly-owned subsidiary of the Company. The result of that segment's research and development activity may enable the Company to diversify into the prescription drug market.

On February 29, 2008, the Company sold Darius International Inc. ("Darius"), a former business segment, to InnerLight Holdings, Inc., whose major shareholder is Mr. Kevin P. Brogan, the then president of Darius. Darius marketed health and wellness products through its wholly-owned subsidiary, Innerlight Inc. that constituted the Health and Wellness segment of the Company. The terms of the sale agreement included a cash purchase price of $1,000,000 by InnerLight Holdings, Inc. for the stock of Darius and its subsidiaries without guarantees, warranties or indemnifications. See discussion in Note 3 to Condensed Consolidated Financial Statements.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Condensed Consolidated Financial Statements include the accounts of the Company and its wholly owned subsidiaries. All inter-company transactions and balances have been eliminated. Effective March 31, 2004, the financial statements included consolidated variable interest entities ("VIEs") of which the Company is the primary beneficiary (see discussion in Note 4, "Variable Interest Entity"). The business activity that gave rise to the VIE accounting was discontinued on March 31, 2008 and therefore this accounting requirement is no longer reflected in the financial statements of the Company.

On February 29, 2008, the Company sold Darius, the former health and wellness segment of the Company. Results and balances associated with Darius are presented as discontinued operations in the Condensed Consolidated Statements of Operations and the Condensed Consolidated Balance Sheets.

These financial statements have been prepared by management without audit and should be read in conjunction with the Consolidated Financial Statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2007. In the opinion of management, all adjustments necessary for a fair presentation of the consolidated financial position, consolidated results of operations and consolidated cash flows, for the periods indicated, have been made. The results of operations for the six months ended June 30, 2008 and 2007 are not necessarily indicative of the results to be expected for the entire year or any other period.

Use of Estimates

The Company's Condensed Consolidated Financial Statements are prepared in accordance with generally accepted accounting principles ("GAAP") in the United Sates of America. In connection with the preparation of the Condensed Consolidated Financial Statements, the Company is required to make assumptions and estimates about future events, and apply judgments that affect the reported amounts of assets, liabilities, revenue, expenses and related disclosures. These assumptions, estimates and judgments are based on historical experience, current trends and other factors that management believes to be relevant at the time the Condensed Consolidated Financial Statements are prepared. Management reviews the accounting policies, assumptions, estimates and judgments on a quarterly basis to ensure the financial statements are presented fairly and in accordance with GAAP. However, because future events and their effects cannot be determined with certainty, actual results could differ from these assumptions and estimates, and such differences could be material.

The Company is organized into three different but related business segments, Cold-Remedy, Contract Manufacturing and Ethical Pharmaceutical. When providing for the appropriate sales returns, allowances, cash discounts and cooperative incentive promotion costs, each segment applies a uniform and consistent method for making certain assumptions for estimating these provisions that are applicable to each specific segment. Traditionally, these provisions are not material to reported revenues in the Contract Manufacturing segment and the Ethical Pharmaceutical segment does not have any revenues.

Provisions to these reserves within the Cold Remedy segment include the use of such estimates, which are applied or matched to the current sales for the period presented. These estimates are based on specific customer tracking and an overall historical experience to obtain an applicable effective rate. Estimates for sales returns are tracked at the specific customer level and are tested on an annual historical basis, and reviewed quarterly, as is the estimate for cooperative incentive promotion costs. Cash discounts follow the terms of sales and are taken by virtually all customers. Additionally, the monitoring of current occurrences, developments by customer, market conditions and any other occurrences that could affect the expected provisions for any future returns or allowances, cash discounts and cooperative incentive promotion costs relative to net sales for the period presented are also performed.

Cash Equivalents

The Company considers all highly liquid investments with an initial maturity of three months or less at the time of purchase to be cash equivalents. Cash equivalents include cash on hand and monies invested in money market funds. The carrying amount approximates the fair market value due to the short-term maturity of these investments.

Inventory Valuation

Inventory is valued at the lower of cost, determined on a first-in, first-out basis (FIFO), or market. Inventory items are analyzed to determine cost and the market value and appropriate valuation reserves are established. The Consolidated Financial Statements include a specific reserve for excess or obsolete inventory of $479,726 and $368,491 as of June 30, 2008 and December 31, 2007, respectively. Inventories included raw material, work in progress and packaging amounts of approximately $1,326,000 and $1,197,000 at June 30, 2008 and December 31, 2007, respectively, with the remainder comprising finished goods.

Property, Plant and Equipment

Property, plant and equipment are recorded at cost. The Company uses a combination of straight-line and accelerated methods in computing depreciation for financial reporting purposes. The annual provision for depreciation has been computed in accordance with the following ranges of estimated asset lives: building and improvements - twenty to thirty-nine years; machinery and equipment - five to seven years; computer software - three years; and furniture and fixtures – seven years.

Concentration of Risks

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash investments and trade accounts receivable.

The Company maintains cash and cash equivalents with several major financial institutions. Since the Company maintains amounts in excess of guarantees provided by the Federal Depository Insurance Corporation, the Company performs periodic evaluations of the relative credit standing of these financial institutions and limits the amount of exposure with any one institution.

Trade accounts receivable potentially subject the Company to credit risk. The Company extends credit to its customers based upon an evaluation of the customer's financial condition and credit history and generally does not require collateral. It is not anticipated that any one customer will exceed 10% of consolidated sales in 2008. The Company's broad range of customers includes many large wholesalers, mass merchandisers and multi-outlet pharmacy chains, five of which account for a significant percentage of sales volume, representing 41% and 46% of sales volume for the respective three month periods ended June 30, 2008 and 2007 and 40% and 44% for the six month periods ended June 30, 2008 and 2007, respectively. Customers comprising the five largest accounts receivable balances represented 47% and 43% of total trade receivable balances at June 30, 2008 and 2007, respectively. During the six month periods ended June 30, 2008 and 2007, all of the Company's net sales for each period were related to domestic markets.

The Company's revenues are currently generated from the sale of the Cold-Remedy products that approximated 85% and 87% of total revenues in the six month periods ended June 30, 2008 and 2007, respectively. The Contract Manufacturing segment's revenues approximated 15% and 13% of total revenues for the respective six month periods.

Raw materials used in the production of the products are available from numerous sources. Raw materials for the Cold-Eeze® lozenge product are currently procured from a single vendor in order to secure purchasing economies. In a situation where this one vendor is not able to supply QMI with the ingredients, other sources have been identified. Should these product sources terminate or discontinue for any reason, the Company has formulated a contingency plan in order to prevent such discontinuance from materially affecting the Company's operations. Any such termination may, however, result in a temporary delay in production until the replacement facility is able to meet the Company's production requirements.

Long-lived Assets

The Company reviews its long-lived assets with definite lives for impairment on an exception basis whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable through future cash flows. If it is determined that an impairment loss has occurred based on the expected discounted cash flows compared to the related asset value, an impairment loss is recognized in the Statement of Operations.

Revenue Recognition

Sales are recognized at the time ownership is transferred to the customer, which for the Cold Remedy segment is the time the shipment is received by the customer and for the Contract Manufacturing segment, when the product is shipped to the customer. Revenue is reduced for trade promotions, estimated sales returns, cash discounts and other allowances in the same period as the related sales are recorded. The Company makes estimates of potential future product returns and other allowances related to current period revenue. The Company analyzes historical returns, current trends, and changes in customer and consumer demand when evaluating the adequacy of the sales returns and other allowances. The Consolidated Financial Statements include reserves of $318,624 for future sales returns and $243,984 for other allowances as of June 30, 2008 and $295,606 and $347,102 at December 31, 2007, respectively. The reserves also include an estimate of the uncollectability of accounts receivable resulting in a reserve of $171,846 and $178,144 at June 30, 2008 and December 31, 2007, respectively.

Cost of Sales

For the Cold Remedy segment, in accordance with contract terms, payments calculated based upon net sales collected to the patent holder of the Cold-Eeze® formulation amounting to zero and $293,265 respectively, for the six month periods ended June 30, 2008 and 2007, are presented in the financial statements as cost of sales (see also Note 5).

Operating expenses

Agreements relating to the Cold Remedy segment with a major national sales brokerage firm are for this firm to sell the manufactured Cold-Eeze® product to our customers. Such related costs are presented in the financial statements as selling expenses.

Shipping and Handling

Product sales relating to the Cold Remedy and Contract Manufacturing segments include shipping and handling charges to the purchaser as part of the invoiced price, which is classified as revenue. In all cases costs related to this revenue are recorded in cost of sales.

Stock Compensation

Stock options and warrants for purchase of the Company's common stock have been granted to both employees and non-employees since the date the Company became publicly traded. Options and warrants are exercisable during a period determined by the Company, but in no event later than ten years from the date granted.

As of January 1, 2006, the Company adopted SFAS 123R, *"Shared Based Payment"*. The adoption of SFAS 123R did not have an impact on the Company's financial position or results of operations in the 2006 and subsequent periods reported.

No stock options were granted in the six month periods ended June 30, 2008 and 2007. All stock options granted prior to January 1, 2006 were fully vested.

Advertising and Incentive Promotions

Advertising and incentive promotion costs are expensed within the period in which they are utilized. Advertising and incentive promotion expense is comprised of media advertising, presented as part of sales and marketing expense; cooperative incentive promotions and coupon program expenses, which are accounted for as part of net sales; and free product, which is accounted for as part of cost of sales. Advertising and incentive promotion costs incurred for the three month periods ended June 30, 2008 and 2007 were $461,937 and $469,332 respectively, the six month cost for the periods ended June 30, 2008 and 2007 were $2,934,698 and $3,059,748, respectively. Included in prepaid expenses and other current assets were $53,250 and $158,428 at June 30, 2008 and December 31, 2007, respectively, relating to prepaid advertising and promotion expenses.

Research and Development

Research and development costs are charged to operations in the period incurred. Expenditures for the three month periods ended June 30, 2008 and 2007 were $1,264,824 and $1,622,264, respectively, the six month cost for the periods ended June 30, 2008 and 2007 were $2,675,126 and $2,773,644, respectively. Principally, research and development costs are related to Pharma's study activities and costs associated with Cold-EezeÒ products.

Income Taxes

The Company utilizes the asset and liability approach which requires the recognition of deferred tax assets and liabilities for the future tax consequences of events that have been recognized in the Company's financial statements or tax returns. In estimating future tax consequences, the Company generally considers all expected future events other than enactments of changes in the tax law or rates. Until sufficient taxable income to offset the temporary timing differences attributable to operations and the tax deductions attributable to option, warrant and stock activities are assured, a valuation allowance equaling the total deferred tax asset is being provided. See Note 9 - Income Taxes, for further discussion.

Effective January 1, 2007, the Company adopted Financial Interpretation ("FIN") No. 48,*Accounting for Uncertainty in Income Taxes-An Interpretation of FASB Statement No. 109*. This interpretation 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 interpretation contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with SFAS No. 109. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than fifty percent likely of being realized upon ultimate settlement. The interpretation also provides guidance on derecognition, classification, interest and penalties, and other matters. The adoption did not have an effect on the Consolidated Financial Statements.

As a result of the Company's continuing tax losses, the Company has recorded a full valuation allowance against a net deferred tax asset. Additionally, the Company has not recorded a liability for unrecognized tax benefits subsequent to the adoption of FIN 48.

The tax years 2004-2007 remain open to examination by the major taxing jurisdictions to which the Company is subject.

Fair Value of Financial Instruments

Cash and cash equivalents, accounts receivable and accounts payable are reflected in the Consolidated Financial Statements at carrying value which approximates fair value because of the short-term maturity of these instruments.

Recently Issued Accounting Standards

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) 157, "*Fair Value Measurements*". SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP) and expands disclosures about fair value measurements. SFAS 157 is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The adoption of this standard has not had a significant impact on the Company's consolidated financial position, results of operations or cash flows.

In February 2007, the FASB issued SFAS No. 159, "*The Fair Value Option for Financial Assets and Financial Liabilities*", including an amendment of FASB No. 115 ("FAS 159"). The Statement permits companies to choose to measure many financial instruments and certain other items at fair value in order to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. FAS 159 is effective for the Company beginning January 1, 2008. The adoption of this standard has not had a significant impact on the Company's consolidated financial position, results of operations or cash flows.

In December 2007, the FASB issued Statement of Financial Accounting Standard No. 160, *"Noncontrolling Interests in Consolidated Financial Statements — an amendment of ARB No. 51"* ("FAS 160"). FAS 160 establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the retained interest and gain or loss when a subsidiary is deconsolidated. This statement is effective for financial statements issued for fiscal years beginning on or after December 15, 2008 with earlier adoption prohibited. The Company is currently evaluating the impact, if any, of FAS 160 on its operating results and financial position.

In December 2007, the FASB issued SFAS No. 141R, *"Business Combinations,"* ("SFAS 141R") which establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in the acquiree. SFAS 141R also establishes disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. SFAS 141R applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008, and interim periods within those fiscal years.

NOTE 3 – DISCONTINUED OPERATIONS

On February 29, 2008, the Company sold Darius to InnerLight Holdings, Inc., whose major shareholder is Mr. Kevin P. Brogan, the then president of Darius. The Quigley Corporation formed Darius in 2000 to introduce new products to the marketplace through a network of independent distributor representatives. Darius marketed health and wellness products through its wholly-owned subsidiary, Innerlight Inc. that constituted the Health and Wellness segment of the Company. The terms of the sale agreement include a cash purchase price of $1,000,000 by InnerLight Holdings, Inc. for the stock of Darius and its subsidiaries without guarantees, warranties or indemnifications.

Sales of Darius in 2008 until date of disposal on February 29, 2008 and for the six month period ended June 30, 2007 were, respectively, $2,188,815 and $5,700,206. Net income (losses) for 2008 until date of disposal on February 29, 2008 and for the six month period ended June 30, 2007, were $139,264 and ($389,941), respectively. Results of Darius are presented as discontinued operations in the Condensed Consolidated Statements of Operations and Cash Flows and in the Condensed Consolidated Balance Sheets. The major classes of balance sheet items of discontinued operations at December 31, 2007 were cash, inventory, prepaid expenses and other current liabilities.

The Company recorded a gain on the disposal of Darius of $736,252, as a result of sales proceeds of $1,000,000 less residual investment of $5,000 and net assets of Darius of $258,748 on the date of sale.

NOTE 4 – VARIABLE INTEREST ENTITY

In December 2003, the Financial Accounting Standards Board (FASB or the "Board") issued FASB Interpretation No. 46 (revised December 2003), *Consolidation of Variable Interest Entities* (FIN 46R), to address certain implementation issues. FIN 46R varies significantly from FASB Interpretation No. 46, *Consolidation of Variable Interest Entities ("VIE")* (FIN 46), which it supersedes. FIN 46R requires the application of either FIN 46 or FIN 46R by "Public Entities" to all Special Purpose Entities ("SPEs") at the end of the first interim or annual reporting period ending after December 15, 2003. FIN 46R is applicable to all non-SPEs created prior to February 1, 2003 by Public Entities that are not small business issuers at the end of the first interim or annual reporting period ending after March 15, 2004. Effective March 31, 2004, the Company adopted FIN 46R for VIE's formed prior to February 1, 2003. The Company had determined that Scandasystems, a related party, qualified as a variable interest entity and the Company consolidated Scandasystems beginning with the quarter ended March 31, 2004. Due to the fact that the Company had no long-term contractual commitments or guarantees, the maximum exposure to loss was insignificant.

The Company has determined that the conditions that applied in the past giving rise to the application of FIN 46R to the relationship between the Company and Scandasystems no longer apply. Therefore, effective with quarter ended March 31, 2008, Scandasystems balances were no longer consolidated with the Company's financial results and balances.

NOTE 5 – PATENT RIGHTS AND RELATED ROYALTY COMMITMENTS

The Company has maintained a separate representation and distribution agreement relating to the development of the zinc gluconate glycine product formulation. In return for exclusive distribution rights, the Company must pay the developer a 3% royalty and a 2% consulting fee based on sales collected, less certain deductions, throughout the term of this agreement, which expired in May 2007. However, the Company and the developer are in litigation and as such no potential offset from such litigation for these fees have been recorded.

The expenses for the periods relating to such agreement amounted to zero and $35,269, for the three month periods ended June 30, 2008 and 2007, respectively. The six month cost for the periods ended June 30, 2008 and 2007 were zero and $293,265, respectively. Amounts accrued for these expenses at both June 30, 2008 and December 31, 2007 were $3,524,031.

On July 2, 2008, the Company entered into an agreement with Dr. Richard Rosenbloom, Executive Vice President and Chief Operating Officer of Quigley Pharma, whereby the Company agreed to compensate Dr. Rosenbloom for assigning, to the Company, the entire right, title and interest in and to Dr. Rosenbloom's concepts and/or inventions made prior to the date he became an employee of The Quigley Corporation. In consideration of, and as full compensation for, the covenants made in the agreement, the Company shall pay Dr. Rosenbloom compensation in the amount of five percent (5%) of net sales collected, less certain deductions, of royalty bearing products. This agreement has no current financial impact to the Company due to the absence of Pharma related sales.

NOTE 6 – OTHER CURRENT LIABILITIES

Included in other current liabilities are $536,811 and $1,240,767 related to accrued compensation at June 30, 2008 and December 31, 2007, respectively.

NOTE 7 – COMMITMENTS AND CONTINGENCIES

Certain operating leases for office and warehouse space maintained by the Company resulted in rent expense for the three month periods ended June 30, 2008 and 2007 of $13,966 and $13,394, respectively. The six month cost for the periods ended June 30, 2008 and 2007 were $27,659 and $30,669, respectively. The Company has approximate future obligations over the next five years as follows:

Year	Research and Development	Property and Other Leases	Advertising	Product Purchases	Total
2008	$ 2,189,078	$ 21,402	$ 1,238,663	$ 1,300,000	$ 4,749,143
2009	314,895	19,406	408,947	1,300,000	2,043,248
2010	-	-	-	1,345,000	1,345,000
2011	-	-	-	-	-
2012	-	-	-	-	-
Total	$ 2,503,973	$ 40,808	$ 1,647,610	$ 3,945,000	$ 8,137,391

Additional advertising and research and development costs may be incurred during the remainder of 2008.

During July 2008, the Company completed an agreement with a vendor to purchase a minimum order of product in the amount of approximately $3,945,000 over a three year period in its capacity as an exclusive reseller, marketer and distributor of a cough and cold product incorporating a patented, proprietary delivery system.

On July 2, 2008, the Company entered into an agreement with Dr. Richard Rosenbloom, Executive Vice President and Chief Operating Officer of Quigley Pharma, whereby the Company agreed to compensate Dr. Rosenbloom for assigning, to the Company, the entire right, title and interest in and to Dr. Rosenbloom's concepts and/or inventions made prior to the date he became an employee of The Quigley Corporation. In consideration of, and as full compensation for, the covenants made in the agreement, the Company shall pay Dr. Rosenbloom compensation in the amount of five percent (5%) of net sales collected, less certain deductions, of royalty bearing products. This agreement has no current financial impact to the Company due to the absence of Pharma related sales.

The Company has several licensing and other contractual agreements, see Note 5 – Patent Rights and Related Royalty Commitments, for further discussion.

TESAURO AND ELEY, ET AL. VS. THE QUIGLEY CORPORATION
(CCP of Phila., August Term 2000, No. 001011)

In September, 2000, the Company was sued by two individuals (Jason Tesauro and Elizabeth Eley, both residents of Georgia), allegedly on behalf of a "nationwide class" of "similarly situated individuals," in the Court of Common Pleas of Philadelphia County, Pennsylvania. The complaint alleges that the plaintiffs purchased certain Cold-Eeze products between August 1996 and November 1999, based upon cable television, radio and internet advertisements, which allegedly misrepresented the qualities and benefits of the Company's products. The complaint, as pleaded originally, requested an unspecified amount of damages for violations of Pennsylvania's consumer protection law, breach of implied warranty of merchantability and unjust enrichment, as well as a judicial determination that the action be maintained as a class action. In October, 2000, the Company filed preliminary objections to the complaint seeking dismissal of the action. The court sustained certain objections, thereby narrowing the plaintiffs' claims.

In May 2001, the plaintiffs filed a motion to certify the putative class. The Company opposed the motion. In November, 2001, the court held a hearing on plaintiffs' motion for class certification. In January 2002, the court denied in part and granted in part plaintiffs' motion. The court denied plaintiffs' motion to certify a class based on plaintiffs' claims under Pennsylvania's consumer protection law, under which plaintiffs sought treble damages, effectively dismissing this cause of action; however, the court certified a class based on plaintiffs' secondary breach of implied warranty and unjust enrichment claims. In August 2002, the court issued an order adopting a form of Notice of Class Action to be published nationally. The form of Notice approved by the court included a provision that limits the potential class members who may potentially recover damages in this action to those persons who present a proof of purchase of Cold-Eeze during the period from August 1996 through November 1999.

Afterward, a series of pre-trial motions were filed raising issues concerning trial evidence and the court's jurisdiction over the subject matter of the action. In March 2005, the court held oral argument on these motions.

On November 8, 2006, the Court entered an order dismissing the case in its entirety on the basis that the action was pre-empted by federal law. The plaintiffs appealed the Court's decision in December 2006 to the Superior Court of the Commonwealth of Pennsylvania. On February 19, 2008, the Superior Court upheld defendant's appeal and remanded the case to the Philadelphia County Court of Common Pleas for trial. The Company has decided not to appeal to the Supreme Court of Pennsylvania and the case is being prepared for trial.

On June 13, 2008, the Court held a pre-trial scheduling conference during which the Court discussed the status of several unresolved pre-trial motions that will bear upon the evidence allowed at trial. At the end of the conference, the Court scheduled the case for a jury trial beginning October 24, 2008. The Court also requested additional briefing on certain evidence issues and allowed for limited additional discovery of witnesses.

At this time, no prediction as to the outcome of the trial can be made.

TERMINATED LEGAL PROCEEDINGS

MONIQUE FONTENOT DOYLE VS. THE QUIGLEY CORPORATION
(U.S.D.C., W.D. La. Docket No.: 6:06CV1497)

On August 31, 2006, the plaintiff filed an action against the Company in the United States District Court for the Western District of Louisiana (Lafayette-Opelousas Division). The action alleges that the plaintiff suffered certain losses and injuries as a result of the Company’s nasal spray product. Among the allegations of plaintiff are breach of express warranties and damages pursuant to the Louisiana Products Liability Act.

This case was turned over to The Quigley Corporation for defense and settlement and it was settled for less than the cost of defense after discovery was partially completed. The cost of defense and the settlement remain claims against Wachovia Insurance Services, Inc. and First Union Insurance Services Agency, Inc. The Company's claim against Wachovia Insurance Services, Inc. and First Union Services Agency, Inc. is for negligence and for equitable insurance.

NOTE 8 – TRANSACTIONS AFFECTING STOCKHOLDERS' EQUITY

On September 8, 1998, the Company's Board of Directors declared a dividend distribution of Common Stock Purchase Rights (individually, a "Right" and collectively, the "Rights"), thereby creating a Stockholder Rights Plan (the "Plan"). The dividend was payable to the stockholders of record on September 25, 1998. Each Right entitles the stockholder of record to purchase from the Company that number of common shares having a combined market value equal to two times the Rights exercise price of $45. The Rights are not exercisable until the distribution date, which will be the earlier of a public announcement that a person or group of affiliated or associated persons has acquired 15% or more of the outstanding common shares, or the announcement of an intention by a similarly constituted party to make a tender or exchange offer resulting in the ownership of 15% or more of the outstanding common shares. The dividend has the effect of giving the stockholder a 50% discount on the share's current market value for exercising such right. In the event of a cashless exercise of the Right, and the acquirer has acquired less than 50% beneficial ownership of the Company, a stockholder may exchange one Right for one common share of the Company. The final expiration date of the Plan was September 25, 2008, prior to the amendment.

On May 23, 2008, the Company entered into an amendment ("Amendment No. 1") to the Rights Agreement, dated as of September 15, 1998, between the Company and American Stock Transfer & Trust Company (the "Rights Agreement") dated as of May 20, 2008, pursuant to which the term of the Rights Agreement was extended until September 25, 2018. In addition, Amendment No. 1 added a provision pursuant to which the Company's board of directors may exempt from the provisions of the Rights Agreement an offer for all outstanding shares of the Company's common stock that the directors determine to be fair and not inadequate and to otherwise be in the best interests of the Company and its stockholders, after receiving advice from one or more investment banking firms.

Since the inception of the stock buy-back program in January 1998, the Board has subsequently increased the authorization on five occasions, for a total authorized buy-back of 5,000,000 shares or approximately 38% of the previous shares outstanding. Such shares are reflected as treasury stock and will be available for general corporate purposes. From the initiation of the plan until June 30, 2008, 4,159,191 shares have been repurchased at a cost of $24,042,801 or an average cost of $5.78 per share. No shares were repurchased during 2007 or 2008 to date.

During the six months ended June 30, 2008, a total of 11,000 options were exercised.

NOTE 9 – INCOME TAXES

Certain exercises of options and warrants, and restricted stock issued for services that became unrestricted resulted in reductions to taxes currently payable and a corresponding increase to additional-paid-in-capital for prior years. In addition, certain tax benefits for option and warrant exercises totaling $6,742,604 are deferred and will be credited to additional-paid-in-capital when the NOL's attributable to these exercises are utilized. As a result, these NOL's will not be available to offset income tax expense. The net operating loss carry-forwards that currently approximate $20.0 million for federal purposes will be expiring through 2027. Additionally, there are net operating loss carry-forwards of $21.2 million for state purposes that will be expiring through 2017. Until sufficient taxable income to offset the temporary timing differences attributable to operations, the tax deductions attributable to option, warrant and stock activities and alternative minimum tax credits of $110,270 are assured, a valuation allowance equaling the total deferred tax asset is being provided.

NOTE 10 – EARNINGS PER SHARE

Basic loss per share ("EPS") excludes dilution and is computed by dividing income available to common stockholders by the weighted - average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that shared in the earnings of the entity. Diluted EPS also utilizes the treasury stock method that prescribes a theoretical buy-back of shares from the theoretical proceeds of all options and warrants outstanding during the period. Since there is a large number of options and warrants outstanding, fluctuations in the actual market price can have a variety of results for each period presented.

A reconciliation of the applicable numerators and denominators of the income statement periods presented, as reflects the results of continuing operations, is as follows (millions, except per share amounts):

	Three Months Ended June 30, 2008			Six Months Ended June 30, 2008			Three Months Ended June 30, 2007			Six Months Ended June 30, 2007		
	Loss	Shares	EPS	Loss	Shares	EPS	Loss	Shares	EPS	Loss	Shares	EPS
Basic EPS	$ (2.9)	12.9	$ (0.22)	$ (5.3)	12.9	$ (0.42)	$ (3.4)	12.7	$ (0.27)	$ (5.1)	12.7	$ (0.40)
Dilutives:												
Options/Warrants	-	-	-	-	-	-	-	-	-	-	-	-
Diluted EPS	$ (2.9)	12.9	$ (0.22)	$ (5.3)	12.9	$ (0.42)	$ (3.4)	12.7	$ (0.27)	$ (5.1)	12.7	$ (0.40)

Options and warrants outstanding at June 30, 2008 and 2007 were 2,471,000 and 3,047,000 respectively. They were not included in the computation of diluted earnings for the periods with a net loss because the effect would be anti-dilutive.

NOTE 11 – RELATED PARTY TRANSACTIONS

The Company may continue the process of acquiring licenses in certain countries through related party entities whose stockholders include Mr. Gary Quigley, a relative of the Company's Chief Executive Officer. Fees amounting to zero and $7,500 have been paid to a related entity during the three month periods ended June 30, 2008 and 2007, respectively, and the amounts for the six month periods ended June 30, 2008 and 2007 were zero and $38,250, respectively. This expenditure is used to assist with the regulatory aspects of obtaining such licenses. This expenditure is related to the regulatory aspects of obtaining such licenses.

NOTE 12 – SEGMENT INFORMATION

The basis for presenting segment results generally is consistent with overall Company reporting. The Company reports information about its operating segments in accordance with Financial Accounting Standard Board Statement No. 131, *"Disclosure About Segments of an Enterprise and Related Information,"* which establishes standards for reporting information about a company's operating segments. All consolidating items are included in Corporate & Other.

The Company divides its operations into three reportable segments as follows: The Quigley Corporation (Cold-Remedy), whose main product is Cold-Eeze®, a proprietary zinc gluconate glycine lozenge for the common cold; Quigley Manufacturing (Contract Manufacturing), which is the production facility for the Cold-Eeze® lozenge product and also performs contract manufacturing services for third party customers, and Pharma, (Ethical Pharmaceutical), currently involved in research and development activity to develop patent applications for potential pharmaceutical products.

Financial information relating to 2008 and 2007 continuing operations, by business segment, follows:

For the three months ended June 30, 2008	Cold Remedy	Contract Manufacturing	Ethical Pharmaceutical	Corporate & Other	Total
Revenues					
Customers-domestic	$ 1,532,445	$ 535,840	$ -	$ -	$ 2,068,285
Inter-segment	$ -	$ 1,051,751	$ -	$ (1,051,751)	$ -
Segment operating profit (loss)	$ (1,138,800)	$ (237,231)	$ (1,425,378)	$ (161,667)	$ (2,963,076)

For the six months ended June 30, 2008	Cold Remedy	Contract Manufacturing	Ethical Pharmaceutical	Corporate & Other	Total
Revenues					
Customers-domestic	$ 6,244,579	$ 1,128,740	$ -	$ -	$ 7,373,319
Inter-segment	$ -	$ 2,101,802	$ -	$ (2,101,802)	$ -
Segment operating profit (loss)	$ (1,956,638)	$ (524,885)	$ (3,004,096)	$ (58,688)	$ (5,544,307)

For the three months ended June 30, 2007	Cold Remedy	Contract Manufacturing	Ethical Pharmaceutical	Corporate & Other	Total
Revenues					
Customers-domestic	$ 1,698,774	$ 518,372	$ -	$ -	$ 2,217,146
Inter-segment	$ -	$ 1,239,391	$ -	$ (1,239,391)	$ -
Segment operating profit (loss)	$ (1,394,621)	$ (226,584)	$ (1,743,910)	$ (253,936)	$ (3,619,051)

For the six months ended June 30, 2007	Cold Remedy	Contract Manufacturing	Ethical Pharmaceutical	Corporate & Other	Total
Revenues					
Customers-domestic	$ 7,239,414	$ 1,127,683	$ -	$ -	$ 8,367,097
Inter-segment	$ -	$ 2,422,741	$ -	$ (2,422,741)	$ -
Segment operating profit (loss)	$ (1,854,551)	$ (453,256)	$ (2,998,779)	$ (161,703)	$ (5,468,289)

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

Forward-Looking Statements

In addition to historical information, this Report contains forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those reflected in these forward-looking statements. Factors that might cause such a difference include, but are not limited to, management of growth, competition, pricing pressures on the Company's products, industry growth and general economic conditions. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's opinions only as of the date hereof. The Company undertakes no obligation to revise or publicly release the results of any revision to these forward-looking statements.

Certain Risk Factors

The Quigley Corporation makes no representation that the United States Food and Drug Administration ("FDA") or any other regulatory agency will grant an Investigational New Drug ("IND") or take any other action to allow its formulations to be studied or/and for any granted IND to be marketed. Furthermore, no claim is made that potential medicine discussed herein is safe, effective, or approved by the FDA. Additionally, data that demonstrates activity or effectiveness in animals or in vitro tests do not necessarily mean such formula test compound, referenced herein, will be effective in humans. Safety and effectiveness in humans will have to be demonstrated by means of adequate and well controlled clinical studies before the clinical significance of the formula test compound is known. Readers should carefully review the risk factors described in other sections of the filing as well as in other documents the Company files from time to time with the Securities and Exchange Commission ("SEC").

Overview

The Company, headquartered in Doylestown, Pennsylvania, is a leading manufacturer, marketer and distributor of a diversified range of homeopathic and health products which comprise the Cold Remedy and Contract Manufacturing segments. The Company is also involved in the research and development of potential prescription products that comprise the Ethical Pharmaceutical segment.

The Company's primary business is the manufacture and distribution of cold remedy products to the consumer through the over-the-counter marketplace. One of the Company's key products in its Cold Remedy segment is Cold-EezeÒ, a zinc gluconate glycine product proven in two double-blind clinical studies to reduce the duration and severity of the common cold symptoms by nearly half. Cold-EezeÒ is an established product in the health care and cold remedy market. During the third quarter of 2007, the Company commenced shipping two new Cold-EezeÒ brand extensions. These brand extensions are Organix™ Cough and Sore Throat Drops and Cold-EezeÒ Immune Support Complex-10. Organix Cough and Sore Throat Drops is a proprietary product manufactured at the Company's certified organic manufacturing facility, the first facility of its kind to obtain USDA organic certification. Cold-EezeÒ Immune Support Complex-10 competes in the growing immune boosting dietary supplement marketplace.

The manufacturing entity, called Quigley Manufacturing Inc. ("QMI"), a wholly-owned subsidiary of the Company, manufactures the Cold-EezeÒ lozenge product along with performing such operational tasks as warehousing and shipping the Company's Cold-EezeÒ products. In addition, QMI, which is an FDA approved facility, produces a variety of hard and organic candy for sale to third party customers in addition to performing contract manufacturing activities for non-related entities.

The Cold-Remedy segment reported a decrease in net sales in the second quarter and year to date 2008 as compared to the same periods in 2007. The decrease in net sales resulted from the continuing effects of the least incidence of colds by consumers in the last eight years, which started to improve by the end of the cold season, but was too late to impact sales for the early months of 2008. The decrease in sales in 2008 has also been influenced by inventory levels at customers being higher than desired. The 2008 periods were assisted through sales of the Organix Cough and Sore Throat Drops and Cold-EezeÒ ISC-10, both of which were introduced to the marketplace during the third quarter of 2007, along with the influence of the Cold-EezeÒ price increase that commenced in July 2007.

The Contract Manufacturing segment reported comparable net sales in the 2008 and 2007 periods. The primary function of the manufacturing segment is the production, warehousing and shipping of Cold-EezeÒ related products, however, sales to third party customers may reflect some incremental fluctuation.

On February 29, 2008, the Company sold Darius, the former Health and Wellness segment, to InnerLight Holdings, Inc., whose major shareholder is Mr. Kevin P. Brogan, the then president of Darius. The terms of the agreement included a cash purchase price of $1,000,000 by InnerLight Holdings, Inc., for the stock of Darius and its subsidiaries without guarantees, warranties or indemnifications. Darius marketed health and wellness products through its wholly-owned subsidiary, Innerlight Inc., which constituted the Health and Wellness segment of the Company. Losses from this segment in recent times resulted in reduced resources available for the research and development activities of the Pharma segment. Additionally, the divestiture of Darius will provide clarity to the Company's strategic plan to focus its future endeavors in a pharmaceutical entity with OTC products and a pipeline of potential formulations that may lead to prescription products. The sale of this former business segment is reported as discontinued operations.

In January 2001, the Company formed an Ethical Pharmaceutical segment, Quigley Pharma Inc. ("Pharma"), that is under the direction of its Executive Vice President and Chairman of its Medical Advisory Committee. Pharma was formed for the purpose of developing naturally derived prescription drugs. Pharma is currently undergoing research and development activity in compliance with regulatory requirements. The Company is in the initial stages of what may be a lengthy process to develop these patent applications into commercial products. The Company continues to invest significantly in ongoing research and development activities of this segment. Such investment amounted to $1,425,378 and $3,004,096 in the three and six month periods ended June 30, 2008, respectively, compared to $1,743,910 and $2,998,779 in the comparative 2007 periods.

Future revenues, costs, margins, and profits will continue to be influenced by the Company's ability to maintain its manufacturing availability and capacity together with its marketing and distribution capabilities and the requirements associated with the development of Pharma's potential prescription drugs in order to continue to compete on a national and international level.

Cold-Remedy Products

In May 1992, the Company entered into an exclusive agreement for the worldwide representation, manufacturing and marketing of Cold-EezeÒ products in the United States. Cold-EezeÒ, a zinc gluconate glycine formulation (ZIGG™), is an over-the-counter consumer product used to reduce the duration and severity of the common cold and is available in lozenge, sugar-free tablet and gum form. The Company has substantiated the effectiveness of Cold-EezeÒ through a variety of studies. A randomized double-blind placebo-controlled study, conducted at Dartmouth College of Health Science, Hanover, New Hampshire, concluded that the lozenge formulation treatment, initiated within 48 hours of symptom onset, resulted in a significant reduction in the total duration of the common cold.

On May 22, 1992, **"Zinc and the Common Cold, a Controlled Clinical Study,"** was published in England in the "Journal of International Medical Research," Volume 20, Number 3, Pages 234-246. According to this publication, (a) flavorings used in other Zinc lozenge products (citrate, tartrate, separate, orotate, picolinate, mannitol or sorbitol) render the Zinc inactive and unavailable to the patient's nasal passages, mouth and throat where cold symptoms have to be treated, (b) this patented formulation delivers approximately 93% of the active Zinc to the mucosal surfaces and (c) the patient has the same sequence of symptoms as in the absence of treatment but goes through the phases at an accelerated rate and with reduced symptom severity.

On July 15, 1996, results of a new randomized double-blind placebo-controlled study on the common cold, which commenced at the*Cleveland Clinic Foundation* on October 3, 1994, were published. The study called **"Zinc Gluconate Lozenges for Treating the Common Cold"** was completed and published in the **Annals of Internal Medicine – Vol. 125 No. 2.** Using a 13.3mg lozenge (almost half the strength of the lozenge used in the Dartmouth Study), the result still showed a 42% reduction in the duration of common cold symptoms.

In April 2002, the Company announced the statistical results of a retrospective clinical adolescent study at the Heritage School facility in Provo, Utah that suggests that Cold-EezeÒ is also an effective means of preventing the common cold and statistically (a) lessens the number of colds an individual suffers per year, reducing the median from 1.5 to zero and (b) reduces the use of antibiotics for respiratory illnesses from 39.3% to 3.0% when Cold-EezeÒ is administered as a first line treatment approach to the common cold.

In April 2002, the Company was assigned a Patent Application that was filed with the Patent Office of the United States Commerce Department for the use of Cold-EezeÒ as a prophylactic for cold prevention. The new patent application follows the results of the adolescent study at the Heritage School facility.

In May 2003, the Company announced the findings of a prospective study, conducted at the Heritage School facility in Provo,
Utah, in which 178 children, ages 12 to 18 years, were given Cold-EezeÒ lozenges both symptomatically and prophylactically from October 5, 2001 to May 30, 2002. The study found a 54% reduction in the most frequently observed cold duration.

Those subjects not receiving treatment most frequently experienced symptom duration of 11 days compared with 5 days when Cold-Eeze® lozenges were administered, a reduction of 6 days.

The business of the Company is subject to federal and state laws and regulations adopted for the health and safety of users of the Company's products. Cold-Eeze® is a homeopathic remedy that is subject to regulations by various federal, state and local agencies, including the FDA and the Homeopathic Pharmacopoeia of the United States.

Contract Manufacturing

From October 1, 2004, this manufacturing entity, now called QMI, a wholly owned subsidiary of the Company, has continued to produce lozenge product along with performing such operational tasks as warehousing and shipping the Company's Cold-Eeze® products. In addition to that function, QMI produces a variety of hard and organic candy for sale to third party customers in addition to performing contract manufacturing activities for non-related entities. QMI is an FDA-approved facility.

Ethical Pharmaceutical

Pharma's current activity is the research and development of naturally-derived prescription drugs with the goal of improving the quality of life and health of those in need. Research and development will focus on the identification, isolation and direct use of active medicinal substances. One aspect of Pharma's research will focus on the potential synergistic benefits of combining isolated active constituents and whole plant components. The Company will search for new natural sources of medicinal substances from plants and fungi from around the world while also investigating the use of traditional and historic medicinals and therapeutics.

The pre-clinical development, clinical trials, product manufacturing and marketing of Pharma's potential new products are subject to federal and state regulation in the United States and other countries. Obtaining FDA regulatory approval for these pharmaceutical products can require substantial resources and take several years. The length of this process depends on the type, complexity and novelty of the product and the nature of the disease or other indications to be treated. If the Company cannot obtain regulatory approval of these new products in a timely manner or if the patents are not granted or if the patents are subsequently challenged, these possible events could have a material effect on the business and financial condition of the Company. The strength of the Company's patent position may be important to its long-term success. There can be no assurance that these patents and patent applications will effectively protect the Company's products from duplication by others. Additionally, the operations of the Company contribute to the current research and development expenditures of the Ethical Pharmaceutical segment. In addition to the funding from operations, the Company may in the short and long term raise capital through the issuance of equity securities or secure other financing resources to support such research. As research progresses on certain formulations, expenditures of the Pharma segment will require substantial financial support and would necessitate the consideration of other approaches such as, licensing or partnership arrangements that meet the Company's long term goals and objectives. Ultimately, should internal working capital or internal funding be insufficient, there is no guarantee that other financing resources will become available, thereby deferring future growth and development of certain formulations.

Patents and chronological summary of QR formulations, which may or may not be areas of current focus, are:

- A Patent (No. 6,555,573 B2) entitled "Method and Composition for the Topical Treatment of Diabetic Neuropathy." The patent extends through March 27, 2021.
- A Patent (No. 6,592,896 B2) entitled "Medicinal Composition and Method of Using It" (for Treatment of Sialorrhea and other Disorders) for a product to relieve sialorrhea (drooling) in patients suffering from Amyotrophic Lateral Sclerosis (ALS), otherwise known as Lou Gehrig's Disease. The patent extends through August 5, 2021.
- A Patent (No. 6,596,313 B2) entitled "Nutritional Supplement and Method of Using It" for a product to relieve sialorrhea (drooling) in patients suffering from Amyotrophic Lateral Sclerosis (ALS), otherwise known as Lou Gehrig's Disease. The patent extends through April 14, 2022.
- A Patent (No. 6,753,325 B2) entitled "Composition and Method for Prevention, Reduction and Treatment of Radiation Dermatitis," a composition for preventing, reducing or treating radiation dermatitis. The patent extends through November 5, 2021.

- A Patent (No. 6,827,945 B2) entitled "Nutritional Supplements and Method of Using Same" for a method for treating at least one symptom of arthritis. The patent extends through April 22, 2023.

- A Patent (No. 7,083,813 B2) entitled "Methods for The Treatment of Peripheral Neural and Vascular Ailments." The patent extends through August 4, 2023.

- A Patent (No. 10/165,151) entitled "Methods for The Treatment of Peripheral Neural and Vascular Ailments." The patent extends through March 27, 2021.

- A Patent (No. 7,166,435 B2) entitled "Compositions and Methods for Reducing the Tranmissivity of Illnesses." This patent will provide additional protection to an existing composition patent (number 6,592,896), which the Company received in July 2003 and will support on-going investigations and potential commercialization opportunities. The Company will be continuing its studies to test the effects of the referenced compound against avian flu and human influenza. The patent extends through November 5, 2021.

- A Patent (No. 7,175,987 B2) entitled "Compositions and Methods for The Treatment of Herpes." The patent extends through November 5, 2021.

- A Patent (No. 7,396,546 B2) entitled "Anti-Microbial Compositions and Methods of Using Same" The patent extends through August 6, 2021.

- A Patent (No. 7,399,783 B2) entitled "Methods for the Treatment of Scar Tissue." The patent extends through September 4, 2026.

- A Mexican Patent (No. 236311) entitled "Method and Composition for the Treatment of Diabetic Neuropathy." The patent extends through December 18, 2020.

- A New Zealand Patent (No. 533439) entitled "Methods for The Treatment of Peripheral Neural and Vascular Ailments." The patent extends through November 6, 2022.

- A New Zealand Patent (No. 526041) entitled "Method and Composition for the Treatment of Diabetic Neuropathy." The patent extends through December 18, 2021.

- A New Zealand Patent (No. 530187) entitled "Nutritional Supplements and Methods of Using Same." The patent extends through August 6, 2022.

- A New Zealand Patent (No. 537821) entitled "Anti-Microbial Compositions and Methods of Using Same." The patent extends through July 23, 2023.

- A New Zealand Patent (No. 532775) entitled "Topical Compositions and Methods for Treatment of Adverse Effects of Ionizing Radiation," The patent extends through November 6, 2022.

- An Australian Patent (No. 2002231095) entitled "Method and Composition for the Treatment of Diabetic Neuropathy." The patent extends through December 18, 2021.

- An Australian Patent (No. 2002352501) entitled "Method for The Treatment of Peripheral Neural and Vascular Ailments." The patent extends through November 5, 2022.

- An Australian Patent (No. 2002232464) entitled "Nutritional Supplements and Methods of Using Same." The patent extends through August 5, 2022.

- An Australian Patent (No. 2002365155) "Topical Compositions and Methods for Treatment of Adverse Effects of Ionizing Radiation," the patent extends through November 5, 2022.

- An Australian Patent (No. 2002309615) "Nutritional Supplements and Methods for Prevention, Reduction and Treatment of Radiation Injury" the patent extends through April 30, 2022.

- A South African Patent (No. 2003/4247) entitled "Methods and Composition for the Treatment of Diabetic Neuropathy." The patent extends through December 18, 2021.

- A South African Patent (No. 2004/3364) "Nutritional Supplements and Methods for Prevention, Reduction and Treatment of Radiation Injury" the patent extends through May 1, 2022.

- A South African Patent (No. 2003/9802) entitled "Nutritional Supplements and Methods of Using Same" for a method for treating at least one symptom of arthritis. The patent extends through August 5, 2022.

- A South African Patent (No. 2004/4614) entitled "Methods for The Treatment of Peripheral Neural and Vascular Ailments." The patent extends through November 5, 2022.

- A South African Patent (No. 2005/0517) entitled "Anti-Microbial Compositions & Methods for Using Same," the patent extends through July 23, 2023.

- A South African Patent (No. 2004/3365) "Topical Compositions and Methods for Treatment of Adverse Effects of Ionizing Radiation," the patent extends through November 5, 2022.

- An Israeli Patent (No. 159357) entitled "Nutritional Supplements and Methods of Using Same," the patent extends through August 6, 2022.

- An Indian Patent (No. 00004/MUMP/2004) entitled "A Nutritional Supplement." The patent extends through August 6, 2022.

QR-333 – In April 2002, the Company initiated a Proof of Concept Study in France for treatment of diabetic neuropathy, which was concluded in 2003. In April 2003, the Company announced that an independently monitored analysis of the Proof of Concept Study concluded that subjects using this formulation had 67% of their symptoms improve, suggesting efficacy. In March 2004, the Company announced that it had completed its first meeting at the FDA prior to submitting the Company's IND application for the relief of symptoms of diabetic symmetrical peripheral neuropathy. The FDA's pre-IND meeting programs are designed to provide sponsors with advance guidance and input on drug development programs. In September 2005, the Company announced that a preliminary report of its topical compound for the treatment of diabetic neuropathy was recently featured in the *Journal of Diabetes and Its Complication.* Authored by Dr. C. LeFante and Dr. P. Valensi, the article appeared in the June 1, 2005 issue, and included findings that showed the compound reduced the severity of numbness, and irritation from baseline values. In October 2005, the Company announced the results of pre-clinical toxicology studies that showed no irritation, photo toxicity, contact hypersensitivity or photo allergy when applied topically to hairless guinea pigs and another study that showed no difference in the dermal response of the compound or placebo when applied to Gottingen Minipigs. (Both animal models are suggested for the evaluation of topical drugs, by the FDA). In March 2006, the Company announced the filing of an IND application with the FDA for its topical compound for the treatment of Diabetic Peripheral Neuropathy. This filing allowed the Company to begin human clinical trials following a 30-day review period. If no further comments were forthcoming from the FDA, studies with human subjects could commence pending the availability of study drug. This application included a compilation of all of the supporting development data and regulatory documentation required to file an IND application with the FDA. In April 2006, upon FDA approval for its IND, the Company announced its intent to commence human studies on its formulation.

The Company also announced that in anticipation of receiving this IND, it had previously held its investigators meeting to organize its multi-center Phase II (b) trials. This would allow the Company to begin these trials as soon as study drug is available.

In May 2006, the Company announced that it had begun screening patients to start testing their investigational new drug QR-333 and patients suffering from diabetic peripheral neuropathy would be given doses in an escalating fashion to provide pharmacokinetics data.

In September 2006, the Company announced that the results from its human study, titled "Single Center, Dose Escalating, Safety, Tolerability, And Pharmacokinetics Study Of QR-333 In Subjects With Diabetic Peripheral Neuropathy", demonstrated that QR-333 can be administered safely to patients suffering from diabetic peripheral neuropathy and it would proceed to conducting Phase II (b) clinical trials. The essential CMC (Chemistry Manufacturing and Controls) stage would provide the Company with the necessary information needed to produce larger quantities of drug for the Phase II (b) trial involving approximately 180 patients.

The pharmacokinetics trial was the first study in the U.S. conducted under the FDA issued IND. The positive data showed that QR-333 is safe, it is not systemically absorbed and it is well tolerated after multiple doses. These findings are consistent with prior animal toxicity data and the human proof of concept study performed in France.

In November 2006, the Company announced that patient enrollment in a Phase II (b) multi center clinical study of QR-333 for the treatment of symptomatic Diabetic Peripheral Neuropathy (DPN) had commenced. The Phase II (b) trial will evaluate the safety and efficacy of QR-333 applied three times daily compared to placebo-treated patients over 12 weeks. Efficacy will be determined by Symptom Assessment Scores, a Visual Analogy Scale (VAS), Quality of Life and Sleep Questionnaires. Safety will be determined by medical history, physical examination, vital signs, 12-lead ECG, laboratory tests and nerve conduction studies. The study will involve approximately 140 randomized male and female patients with Type 1 & 2 diabetes, as defined by the ADA (American Diabetes Association) and distal symmetric diabetic polyneuropathy.

The Study Chairman is Dr. Philip Raskin, Professor of Medicine University of Texas Southwestern Medical Center at Dallas Texas. The study protocol was approved by the FDA as a part of Quigley Pharma's IND submission and has been approved by the required Investigational Review Boards. The completion of the study is dependent upon enrollment rates that may affect the overall length of the study and the communication of its results.

In September 2007, the Company issued an update on a Phase II (b) Clinical Study of QR-333 on Diabetic Peripheral Neuropathy. The update on the study noted that over 100 subjects have been enrolled, 52 subjects have completed treatment and over 225 subjects have been screened for the Phase II (b) study designed to evaluate the safety and efficacy of the topical formulation on subjects with diabetic peripheral neuropathy. Subject screening and enrollment will continue to ensure an approximately 140 evaluable patient study population. Once enrolled, subject treatment time is 12 weeks. To date the in-progress safety profile for this study has been consistent with the findings from the favorable safety results of the previous human proof of concept study conducted in France. Subsequently, in March 2008, the Company indicated that the number of subjects increased in the study.

QR-336 – In April 2004, the Company announced the results of a preliminary, pre-clinical animal study which measured the effect of its proprietary patent applied for formulation against ionizing (nuclear) radiation. This study determined that parenteral (injection) administration of the study compound was protective against the effects of a lethal, whole body ionizing
radiation dose in a mouse model. This compound is being investigated to potentially reduce the effects of radiation exposure on humans.

In April 2006, the Company announced that it signed an agreement with Dr. William H. McBride, the Vice Chair of Research, Department of Oncology at UCLA to help develop an appropriate animal model radio protective research program for QR-336 to comply with New Food and Drug Administration animal efficacy rules for radio-protective pharmacological compounds.

In October 2006, the Company announced that it had received significant data identifying 50 microliters as the least toxic and most effective radiation protection dose in mice when administered ip (intraperitoneal), po (by mouth) or sc (under the skin) prior to radiation exposure. These experiments were essential for providing the Company with data to optimize the formulation for efficacy and route of administration, which is required for filing under the FDA's "Animal Efficacy Rule".

QR-337 – In September 2003, the Company announced its intention to file for permission to study its patent pending potential treatment for psoriasis and other skin disorders. Continued testing will therefore have to be conducted under an IND application following positive preliminary results.

QR-435 – In May 2004, the Company announced that an intranasal spray application of the anti-viral test compound demonstrated efficacy by significantly reducing the severity of illness in ferrets that had been infected with the Influenza A virus. In pre-clinical studies, the antiviral formulation demonstrates antiviral activity against Ocular and Genital Herpes, indicating a new research and development path for the versatile compound. The Company is pleased with the progress and indicated that continued research is required to confirm the compound's safety and efficacy profiles.

In May 2006, the Company announced that it would begin a series of studies to evaluate the ocular antiviral efficacy and toxicity of its naturally-derived topical compound QR-435. Studies will be completed at The Campbell Ophthalmic Microbiology Laboratory at the University of Pittsburgh in the same lab where previous successful in vitro studies of QR-435 were performed.

In December 2006, the Company announced that a series of studies were conducted on the advice of Campbell Laboratories, University of Pittsburgh, to assess QR-435 (Quigley Pharma's broad spectrum anti-viral) potential for treating Herpes Keratitis.

While the in-vitro studies were very successful at killing the herpes virus on direct contact, the HSV-1/NZW rabbit keratitis model study showed that the compound, in its aqueous form, did not remain in the eye long enough to penetrate the corneal epithelial cells where the virus resides in an infection. The HSV-1/NZW rabbit keratitis model is a recognized standard for evaluating potential therapeutic agents in this class and is only utilized based on prior positive experimentation, as was the case.

Quigley Pharma may continue to pursue research and development objectives of this compound in the treatment of respiratory viruses on the strength of prior successful in-vitro and ferret model in-vivo studies. The Company's naturally derived formula has shown significant antiviral properties against various strains of H3N2 and H5N1 Influenza viruses in these studies.

QR-437 – In January 2004, the Company reported that its compound, which was demonstrating antiviral activity, had shown virucidal and virustatic activity against the strain 3B of the Human Immunodeficiency Virus Type 1 (HIV-1) in an in-vitro study. Additionally, the Company decided that the derivative compound of the anti-viral formulation previously found to be effective for treating Sialorrhea would probably postpone further development on the Sialorrhea indication and concentrate on further qualification and development of the anti-viral capabilities of the compound in humans.

QR-439 – In December 2003, the Company announced positive test results of a preliminary independent in vitro study indicating that a test compound of the Company previously tested on the Influenza virus showed "significant virucidal activity against a strain of the Severe Acute Respiratory Syndrome (SARS) virus."

In January 2004, the Company announced that it would conduct two further studies evaluating the compound which had shown activity against Influenza and SARS. The first study was intended to repeat the previously announced results, which demonstrated the compound to be 100 percent effective in preventing non-infected ferrets in close proximity to an infected ferret from becoming infected with the Influenza A virus. The second study was a dose ranging study on the test compound. Upon dosage determination and confirmation results from these forthcoming animal model studies, a human proof of concept study using a virus challenge with Influenza A virus in a quarantine unit would be a viable next step.

QR-440 (a) – The Company received an additional Investigational New Animal Drug (INAD) number from the Center for Veterinary Medicine of the FDA. In previous studies, QR-440 has been shown to reduce inflammation and also suggests possible disease-modifying potential.

QR-441(a) – In November 2005, the Company was assigned nine INADs for a broad anti-viral agent by the Center for Veterinary Medicine of the FDA. Eight of the INADs are for investigating the compound use against avian flu H5N1 virus in chickens, turkeys, ducks, pigs, horses, dogs, cats and non-food birds. In January 2006, a ninth INAD was assigned for investigating its compound for treating arthritis in dogs. In March 2006, the Company announced that it is planning a series of controlled experiments designed to test its all natural broad spectrum anti-viral compound in poultry stocks. The Company also announced that Dr. Timothy S. Cummings, MS, DVM, ACPV Clinical Poultry Professor at the College of Veterinary Medicine at Mississippi State University and Thomas G. Voss, Ph.D. Assistant Professor Tulane University School of Medicine will be assisting the Company in the development of the INAD bird challenge studies.

In July 2006, the Company announced that it has obtained positive results that support Quigley Pharma's continued progress in developing the natural broad spectrum anti-viral QR441(a) for use in preventing the spread of avian flu in poultry stocks. The results of the healthy chicken medical feed study confirmed that food or water dose forms provide an opportunity for potential commercialization if the compound demonstrates efficacy within these dose forms. The results clearly showed that the chickens tolerated and consumed all concentrations of QR441 (a) in the medicated feed. They also tolerated and consumed the low concentration of drug in the medicated water.

In January 2007, the Company announced positive results from a study evaluating its anti-viral compound QR-441(a) in embryonating egg and VERO E6 cell test models. The preliminary study demonstrated QR-441(a) as a potential antiviral agent in reducing Infectious Bronchitis and New Castle Disease, two viral poultry diseases that have a significant economic impact to the poultry industry on an annual basis. Previous in vitro studies have demonstrated that QR-441(a) to be a potent antiviral agent against H5N1 (Avian Flu).

In February 2007, the Company announced that it had signed an agreement with the State of Israel Ministry of Agriculture & Rural Development (MOAG) and the Kimron Veterinary Institute to conduct a clinical trial testing the anti-viral capacity of the Quigley compound QR-441(a) administered as a medical feed and water to chickens exposed to HPAI (Highly Pathogenic Avian Influenza) H5N1.

If successful this study could potentially provide data on the efficacy of QR-441(a) in preventing the infection of food grade poultry through the use of formulated feed and water. Positive data could be used to continue the development of the compound in the U.S with guidance from the FDA under the INAD's issued to Quigley in 2005 and might also be useful for development outside the United States, where the impact of disease has already been felt.

QR-443 – In August 2006, the Company announced that it had obtained positive results for its QR-443 compound for the treatment of Cachexia. Cachexia is an extremely debilitating and life threatening, wasting syndrome associated with chronic diseases such as cancer, AIDS, chronic renal failure, COPD and rheumatoid arthritis, where inflammation has a significant impact and patients experience loss of weight, muscle atrophy, fatigue, weakness and decreased appetite. The results of an animal study found a 75% efficacy rate in the treatment of mice with this condition.

In January 2007, the Company announced that it had completed a preliminary follow up Cachexia study, evaluating weight loss in mice. The tumor burden Cachexia model study concluded that QR-443 was as effective in delaying the progression of Cachexia when given orally as it had been shown to be when administered intra-peritoneally in a previous study.

The new data compliments the previous study results demonstrating a correlation between effectiveness and the frequency of administration of the QR-443 compound.

On June 20, 2007, the Company announced that it had completed a follow-up study to evaluate the impact of QR-443 on levels of a pro-inflammatory cytokine Interleukin-6 (IL-6) in a cachexia model. This new data concluded that responding mice had lower levels of serum IL-6 when administered QR-443 orally than mice that received placebo. This reduction in IL-6 suggests a method of action for the delayed onset and reduced severity of cachexia observed in this study as well as the previously conducted cachexia model study.

QR-448(a) – In May 2008, the Company announced positive results from a study conducted in chickens to evaluate the anti-viral activity of its compound QR448(a). The compound was administered to chicks that had been infected with Infectious Bronchitis Virus (IBV). The data from the study indicated that QR448(a) is efficacious against an IBV challenge in two week old specific pathogen free (SPF) chicks, confirming previous results indicating that treatment with QR448(a) before or after viral exposure has the potential to lessen or prevent disease.

The Company initiated its investigations into the effectiveness of this compound based on feedback from poultry industry leaders who expressed an increasing need for additional products to combat IBV. With the completion of this latest study and the current dossier of data, the Company plans to solicit the poultry industry for additional guidance and potential interest and opportunities for developing this compound jointly toward commercialization.

The formulation was initially identified as QR441(a) and for its anti-viral activity against Highly Pathogenic Avian Influenza H5N1.

QR-449 – In July 2007, the Company announced that it had initiated a human clinical safety trial to evaluate the effects of QR-449 on subjects with Metabolic Syndrome. The primary objectives for the studies are to determine the safety of QR-449 when administered in a range dosing fashion and determine the effects of QR-449 on metabolic imbalances.

Recently Issued Accounting Standards

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) 157, "*Fair Value Measurements*". SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP) and expands disclosures about fair value measurements. SFAS 157 is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The adoption of this standard has not had a significant impact on the Company's consolidated financial position, results of operations or cash flows.

In February 2007, the FASB issued SFAS No. 159, "*The Fair Value Option for Financial Assets and Financial Liabilities*", including an amendment of FASB No. 115 ("FAS 159"). The Statement permits companies to choose to measure many financial instruments and certain other items at fair value in order to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. FAS 159 is effective for the Company beginning January 1, 2008. The adoption of this standard has not had a significant impact on the Company's consolidated financial position, results of operations or cash flows.

In December 2007, the FASB issued Statement of Financial Accounting Standard No. 160,*"Noncontrolling Interests in Consolidated Financial Statements — an amendment of ARB No. 51"* ("FAS 160"). FAS 160 establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the retained interest and gain or loss when a subsidiary is deconsolidated. This statement is effective for financial statements issued for fiscal years beginning on or after December 15, 2008 with earlier adoption prohibited. The Company is currently evaluating the impact, if any, of FAS 160 on its operating results and financial position.

In December 2007, the FASB issued SFAS No. 141R,*"Business Combinations,"* ("SFAS 141R") which establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in the acquiree. SFAS 141R also establishes disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. SFAS 141R applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008, and interim periods within those fiscal years.

Critical Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

The Company is organized into three different but related business segments, Cold Remedy, Contract Manufacturing and Ethical Pharmaceutical. When providing for the appropriate sales returns, allowances, cash discounts and cooperative incentive promotion costs, each segment applies a uniform and consistent method for making certain assumptions for estimating these provisions that are applicable to that specific segment. Traditionally, these provisions are not material to net income in the Contract Manufacturing segment. The Ethical Pharmaceutical segment does not have any revenues.

The product in the Cold Remedy segment, Cold-Eeze®, has been clinically proven in two double-blind studies to reduce the severity and duration of common cold symptoms. Accordingly, factors considered in estimating the appropriate sales returns and allowances for this product include it being: a unique product with limited competitors; competitively priced; promoted; unaffected for remaining shelf life as there is no expiration date; and monitored for inventory levels at major customers and third-party consumption data, such as Information Resources, Inc. ("IRI").

At June 30, 2008 and December 31, 2007, the Company included reductions to accounts receivable for sales returns and allowances of $319,000 and $296,000, respectively, and cash discounts of $72,000 and $169,000, respectively. Additionally, current liabilities at June 30, 2008 and December 31, 2007 include $781,952 and $1,137,650, respectively, for cooperative incentive promotion costs.

Management believes there are no material charges to net income in the current period related to sales from a prior period.

Revenue

Provisions to reserves to reduce revenues for cold remedy products that do not have an expiration date, include the use of estimates, which are applied or matched to the current sales for the period presented. These estimates are based on specific customer tracking and an overall historical experience to obtain an effective applicable rate, which is tested on an annual basis and reviewed quarterly to ascertain the most applicable effective rate. Additionally, the monitoring of current occurrences, developments by customer, market conditions and any other occurrences that could affect the expected provisions relative to net sales for the period presented are also performed.

A one percent deviation for these consolidated reserve provisions for the three month periods ended June 30, 2008, and 2007 would affect net sales by approximately $26,000 and $28,000, respectively and the six month periods ended June 30, 2008 and 2007 by approximately $92,000 and $101,000, respectively. A one percent deviation for cooperative incentive promotion reserve provisions for the three month periods ended June 30, 2008 and 2007 would affect net sales by approximately $21,000 and $23,000, respectively and the six month periods ended June 30, 2008 and 2007 by approximately $81,000 and $89,000, respectively.

Income Taxes

The Company has recorded a valuation allowance against its net deferred tax assets. Management believes that this allowance is required due to the uncertainty of realizing these tax benefits in the future. The uncertainty arises largely due to substantial research and development costs in the Company's Ethical Pharmaceutical segment.

Three months ended June 30, 2008 compared with three months ended June 30, 2007

Net sales for the three month period ended June 30, 2008 were $2,068,285, reflecting a decrease of $148,861 over the net sales of $2,217,146 for the comparable three month period ended June 30, 2007. The Cold Remedy segment reported net sales in the 2008 period of $1,532,445 a decrease of $166,329, or 9.8%, over the comparable 2007 period of $1,698,774. The Contract Manufacturing segment reported net sales of $535,840 in the 2008 period compared to $518,372 in the comparable 2007 period, an increase of $17,468 or 3.4%.

Cold Remedy sales for the second quarter of 2008 reflect the ongoing impact of the lowest incidence of the common cold in over eight years during the fourth quarter of 2007 and into 2008 as reported by Information Resources Inc. ("IRI"). The effects of this are reflected in the decreased 2008 sales due to higher than desired customer inventory levels. Additionally, IRI reports during 2008 indicate reduced unit consumption of Cold-Eeze and considerable consumption fluctuations within the cough/cold category generally. The 2008 sales include the beneficial impact of the launch of the Organix Cough and Sore Throat Drops and Cold-EezeÒ ISC-10 during the third quarter of 2007, and the Cold-Eeze price increase which was effective in July 2007, combining to contribute approximately $300,000 in net sales during the second quarter of 2008.

Net sales of the Contract Manufacturing segment reported a small increase in 2008. The primary purpose of the Contract Manufacturing segment is to manufacture, warehouse and distribute Cold-EezeÒ. Other contract manufacturing is performed for non-related third party entities to compensate for the necessary fixed costs associated with this segment.

Cost of sales as a percentage of net sales for the three months ended June 30, 2008 was 56.6% compared to 55.1% for the comparable 2007 period, an increase of 1.5%. The Cold Remedy segment's cost of sales in the 2008 period was 40.2% compared to 36.2% in the 2007 comparable period, an increase of 4.0%. The increase was largely due to the impact of the Organix and the ISC-10 products to increase the 2008 cost of sales by approximately 2.9%, and product repackaging and raw material obsolescence charges in 2008 were approximately 9.0% greater than the comparative 2007 period. These increases were mitigated by the absence of a royalty and consulting charge in the 2008 period due to its expiration in May 2007, a reduction in 2008 costs of approximately 2.0%, and the Cold-Eeze price increase had the effect of reducing the 2008 cost of sales by approximately 6.2%; The Contract Manufacturing segment had a negative impact to cost of sales overall which is a factor of production volume and fixed costs. On consolidation, the cost of sales was unfavorably affected primarily by the influence of the cold remedy factors.

Sales and marketing expenses for the three month period ended June 30, 2008 were $566,273, an increase of $10,563 over the comparable 2007 period amount of $555,710.

General and administration costs for the three month period ended June 30, 2008 were $2,029,885 compared to $2,436,408 for the 2007 period, a decrease of $406,523 between the periods. The decrease in 2008 was primarily due to decreased legal and stock promotion costs of $452,032 and $176,002, respectively, and an increase to payroll costs of $241,646.

Research and development costs during the three months ended June 30, 2008 were $1,264,824 compared to $1,622,264 during the 2007 comparable period, reflecting a decrease in 2008 of $357,440, primarily as a result of decreased Pharma segment costs.

Six months ended June 30, 2008 compared with six months ended June 30, 2007

Net sales for the six month period ended June 30, 2008 were $7,373,319, reflecting a decrease of $993,778 from net sales of $8,367,097 for the comparable six month period ended June 30, 2007. The Cold Remedy segment reported net sales in the 2008 period of $6,244,579 a decrease of $994,835, or 13.7%, over the comparable 2007 period of $7,239,414. The Contract Manufacturing segment reported net sales of $1,128,740 in the 2008 period compared to $1,127,683 in the comparable 2007 period, an increase of $1,057.

Cold Remedy sales in the first six months of 2008 reflect the ongoing impact of low incidence of the common cold over the past several months. The effects of this are reflected in the decreased 2008 sales due to higher than desired customer inventory levels. Additionally, IRI reports during 2008 indicate reduced unit consumption of Cold-Eeze and considerable consumption fluctuations within the cough/cold category generally. The 2008 sales include the beneficial impact of the launch of the Organix Cough and Sore Throat Drops and Cold-EezeÒ ISC-10 during the third quarter of 2007, and the Cold-Eeze price increase which was effective in July 2007, combining to contribute approximately $1,000,000 in net sales during the first six months of 2008.

Net sales of the Contract Manufacturing segment reported a small increase in 2008. The primary purpose of the Contract Manufacturing segment is to manufacture, warehouse and distribute Cold-EezeÒ. Other contract manufacturing is performed for non-related third party entities to compensate for the necessary fixed costs associated with this segment.

Cost of sales as a percentage of net sales for the six months ended June 30, 2008 was 39.4% compared to 41.0% for the comparable 2007 period, a decrease of 1.6%. The Cold Remedy segment's cost of sales in the 2008 period was 31.7% compared to 34.4% in the 2007 comparable period, a decrease of 2.7%. The decrease was largely due to the absence of a royalty and consulting charge in the 2008 period of approximately 4.0%, due to its expiration in May 2007; the Cold Eeze price increase had the effect of reducing the cost of sales by approximately 5.0%; the coupon program had the effect of raising the cost of sales by approximately 1.3%; the impact of the Organix and the ISC-10 was to increase cost of sales by approximately 2.1% and product repackaging and raw material obsolescence costs were greater in 2008 by approximately 2.0%. The Contract Manufacturing segment had a negative impact to cost of sales which is a factor of production volume and fixed costs.

Overall, on consolidation, the cost of sales was favorably affected primarily by the influence of the cold remedy factors.

Sales and marketing expenses for the six month period ended June 30, 2008 were $2,798,514, a decrease of $248,029 over the comparable 2007 period amount of $3,046,543. The decrease was primarily due to reduced media advertising expense in 2008 of $215,101.

General and administration costs for the six month period ended June 30, 2008 were $4,538,091 compared to $4,581,591 for the 2007 period, a decrease of $43,500 between the periods. The decrease in 2008 was primarily due to decreased legal and stock promotion costs of $356,797, $120,144, respectively and increased payroll costs of $419,518.

Research and development costs during the six months ended June 30, 2008 were $2,675,126 compared to $2,773,644 during the 2007 comparable period, reflecting a decrease in 2008 of $98,518, primarily as a result of decreased Pharma segment costs.

Liquidity and Capital Resources

The Company had working capital of $14,737,426 and $18,577,624 at June 30, 2008 and December 31, 2007, respectively. Changes in working capital overall have been primarily due to the following items: cash balances decreased by $758,293; account receivable balances decreased by $5,035,689 due to seasonal factors and effective collection practices; inventory increased by $485,525; accrued advertising decreased by $411,188 due to the seasonal nature of the Cold-Remedy segment, accrued royalties, consulting fees and sales commissions decreased by $126,317 largely due to sales related seasonal factors. Total cash balances at June 30, 2008 were $14,375,253 compared to $15,133,546 at December 31, 2007. Other current liabilities decreased by $990,290 mainly due to decreased payroll related balances. Liquidity in the first six months of 2008 was assisted by the sale of Darius which resulted in cash proceeds of $1,000,000.

Management believes that its strategy to establish Cold-Eeze® as a recognized brand name, its broader range of products, its adequate manufacturing capacity, together with its current working capital, should provide an internal source of capital to fund the Company's normal business operations. The operations of the Company contribute to the current research and development expenditures of the Ethical Pharmaceutical segment. In addition to the funding from operations, the Company may in the short and long term raise capital through the issuance of equity securities or secure other financing resources to support such research. As research progresses on certain formulations, expenditures of the Pharma segment will require substantial financial support and would necessitate the consideration of other approaches such as licensing or partnership arrangements that meet the Company's long term goals and objectives. Ultimately, should internal working capital or internal funding be insufficient, there is no guarantee that other financing resources will become available, thereby deferring future growth and development of certain formulations.

Management is not aware of any trends, events or uncertainties that have or are reasonably likely to have a material negative impact upon the Company's (a) short-term or long-term liquidity, or (b) net sales or income from continuing operations. Any challenge to the Company's patent rights could have a material adverse effect on future liquidity of the Company; however, the Company is not aware of any condition that would make such an event probable.

Management believes that cash generated from operations, along with its current cash balances, will be sufficient to finance working capital and capital expenditure requirements for at least the next twelve months.

Capital Expenditures

Capital expenditures during the remainder of 2008 are not expected to be material.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The Company's operations are not subject to risks of material foreign currency fluctuations, nor does it use derivative financial instruments in its investment practices. The Company places its marketable investments in instruments that meet high credit quality standards. The Company does not expect material losses with respect to its investment portfolio or exposure to market risks associated with interest rates. The impact on the Company's results of one percentage point change in short-term interest rates would not have a material impact on the Company's future earnings, fair value, or cash flows related to investments in cash equivalents or interest-earning marketable securities.

Item 4T. Quantitative and Qualitative Disclosures about Market Risk

Based on their evaluation as of the end of the period covered by this report, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15 and 15d-15 under the Securities Exchange Act of 1934, as amended) are effective. There have been no significant changes in internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses. In accordance with the Sarbanes-Oxley Act of 2002, as amended, the Company has included an assessment of its internal control over financial reporting and attestation from an independent registered public accounting firm in its Annual Reports on Form 10-K commencing with the fiscal year ended December 31, 2006. The Company has undergone an ongoing comprehensive effort in preparation for compliance with Section 404 of the Sarbanes-Oxley Act of 2002. This has involved the documentation, testing and review of our internal controls under the direction of senior management.

Part II. Other Information

Item 1. Legal Proceedings

TESAURO AND ELEY, ET AL. VS. THE QUIGLEY CORPORATION
(CCP of Phila., August Term 2000, No. 001011)

In September, 2000, the Company was sued by two individuals (Jason Tesauro and Elizabeth Eley, both residents of Georgia), allegedly on behalf of a "nationwide class" of "similarly situated individuals," in the Court of Common Pleas of Philadelphia County, Pennsylvania. The complaint alleges that the plaintiffs purchased certain Cold-Eeze products between August 1996 and November 1999, based upon cable television, radio and internet advertisements, which allegedly misrepresented the qualities and benefits of the Company's products. The complaint, as pleaded originally, requested an unspecified amount of damages for violations of Pennsylvania's consumer protection law, breach of implied warranty of merchantability and unjust enrichment, as well as a judicial determination that the action be maintained as a class action. In October, 2000, the Company filed preliminary objections to the complaint seeking dismissal of the action. The court sustained certain objections, thereby narrowing the plaintiffs' claims.

In May 2001, the plaintiffs filed a motion to certify the putative class. The Company opposed the motion. In November, 2001, the court held a hearing on plaintiffs' motion for class certification. In January 2002, the court denied in part and granted in part plaintiffs' motion. The court denied plaintiffs' motion to certify a class based on plaintiffs' claims under Pennsylvania's consumer protection law, under which plaintiffs sought treble damages, effectively dismissing this cause of action; however, the court certified a class based on plaintiffs' secondary breach of implied warranty and unjust enrichment claims. In August 2002, the court issued an order adopting a form of Notice of Class Action to be published nationally. The form of Notice approved by the court included a provision that limits the potential class members who may potentially recover damages in this action to those persons who present a proof of purchase of Cold-Eeze during the period from August 1996 through November 1999.

Afterward, a series of pre-trial motions were filed raising issues concerning trial evidence and the court's jurisdiction over the subject matter of the action. In March 2005, the court held oral argument on these motions.

On November 8, 2006, the Court entered an order dismissing the case in its entirety on the basis that the action was pre-empted by federal law. The plaintiffs appealed the Court's decision in December 2006 to the Superior Court of the Commonwealth of Pennsylvania. On February 19, 2008, the Superior Court upheld defendant's appeal and remanded the case to the Philadelphia County Court of Common Pleas for trial. The Company has decided not to appeal to the Supreme Court of Pennsylvania and the case is being prepared for trial.

On June 13, 2008, the Court held a pre-trial scheduling conference during which the Court discussed the status of several unresolved pre-trial motions that will bear upon the evidence allowed at trial. At the end of the conference, the Court scheduled the case for a jury trial beginning October 24, 2008. The Court also requested additional briefing on certain evidence issues and allowed for limited additional discovery of witnesses.

At this time, no prediction as to the outcome of the trial can be made.

TERMINATED LEGAL PROCEEDINGS

MONIQUE FONTENOT DOYLE VS. THE QUIGLEY CORPORATION
(U.S.D.C., W.D. La. Docket No.: 6:06CV1497)

On August 31, 2006, the plaintiff filed an action against the Company in the United States District Court for the Western District of Louisiana (Lafayette-Opelousas Division). The action alleges that the plaintiff suffered certain losses and injuries as a result of the Company's nasal spray product. Among the allegations of plaintiff are breach of express warranties and damages pursuant to the Louisiana Products Liability Act.

This case was turned over to The Quigley Corporation for defense and settlement and it was settled for less than the cost of defense after discovery was partially completed. The cost of defense and the settlement remain claims against Wachovia Insurance Services, Inc. and First Union Insurance Services Agency, Inc. The Company's claim against Wachovia Insurance Services, Inc. and First Union Services Agency, Inc. is for negligence and for equitable insurance.

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

The Annual Meeting of Stockholders of the Company was held on May 20, 2008 with 12,860,133 shares eligible to vote. The presence of a quorum was reached and the following proposals were approved by the stockholders:

(i) To elect a Board of Directors to serve for the ensuing year until the next Annual Meeting of Stockholders and until their respective successors have been duly elected and qualified.

(ii) To ratify the appointment of Amper, Politziner & Mattia, P.C. as independent auditors for the year ending December 31, 2008.

For proposals (i) and (ii) above, the votes were cast as follows:

Proposal	Position	For	Against	Withhold Authority	Abstentions	Broker Non-Votes
(i) By nominee:						
Guy J. Quigley	Chairman of the Board, President, CEO	10,766,301		984,476		
Charles A. Phillips	Executive Vice President, COO and Director	11,204,216		546,561		
George J. Longo	Vice President, CFO and Director	10,766,301		984,476		
Jacqueline F. Lewis	Director	10,830,464		920,313		
Rounsevelle W. Schaum	Director	10,827,927		922,850		
Stephen W. Wouch	Director	10,828,014		922,763		
Terrence O. Tormey	Director	10,830,674		920,103		
(ii) Amper, Politziner & Mattia, P.C.	Independent Auditors	11,584,001	146,988		19,786	-

Item 6. Exhibits

(1)	Exhibit 31.1	Certification by the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
(2)	Exhibit 31.2	Certification by the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
(3)	Exhibit 32.1	Certification by the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(4)	Exhibit 32.2	Certification by the Chief Financial Officer 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.

THE QUIGLEY CORPORATION

By: /s/ George J. Longo
George J. Longo
Vice President, Chief Financial Officer

Date: August 6, 2008

Exhibit 31.1

CERTIFICATIONS

I, Guy J. Quigley, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Quigley Corporation, a Nevada corporation (the "registrant");

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)) 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) 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

c) 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: August 6, 2008

By: /s/ Guy J. Quigley
Guy J. Quigley
Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, George J. Longo, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Quigley Corporation, a Nevada corporation (the "registrant");

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)) 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) 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

c) 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: August 6, 2008

By: /s/ George J. Longo
George J. Longo
Chief Financial Officer

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. §1350)

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. §1350), the undersigned, Guy J. Quigley, the Chief Executive Officer of The Quigley Corporation, a Nevada corporation (the "Company"), does hereby certify, to his knowledge, that:

The Quarterly Report on Form 10-Q for the quarter ended June 30, 2008 of the Company (the "Report") fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Guy J. Quigley
Guy J. Quigley
Chief Executive Officer
August 6, 2008

Exhibit 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. §1350)

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. §1350), the undersigned, George J. Longo, the Chief Financial Officer of The Quigley Corporation, a Nevada corporation (the "Company"), does hereby certify, to his knowledge, that:

The Quarterly Report on Form 10-Q for the quarter ended June 30, 2008 of the Company (the "Report") fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ George J. Longo
George J. Longo
Chief Financial Officer
August 6, 2008