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

FORM 10-Q

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

For the quarterly period ended January 1, 1999

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 0-16255

JOHNSON WORLDWIDE ASSOCIATES, INC.
(Exact name of Registrant as specified in its charter)

Wisconsin	39-1536083
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1326 Willow Road, Sturtevant, Wisconsin 53177
(Address of principal executive offices)

(414) 884-1500
(Registrant's telephone number, including area code)

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

As of January 31, 1999, 6,871,045 shares of Class A and 1,222,861 shares of Class B common stock of the Registrant were outstanding.

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JOHNSON WORLDWIDE ASSOCIATES, INC.

Index

JOHNSON WORLDWIDE ASSOCIATES, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	Three Months Ended	
(thousands, except per share data)	January 1 1999	January 2 1998
Net sales	$ 60,000	$ 51,841
Cost of sales	38,266	32,647
Gross profit	21,734	19,194
Operating expenses:		
Marketing and selling	14,979	13,493
Finance, information systems and administrative management	6,342	5,837
Research and development	1,944	1,543
Amortization of acquisition costs	1,025	912
Profit sharing	71	15
Nonrecurring charges	416	66
Total operating expenses	24,777	21,866
Operating loss	(3,043)	(2,672)
Interest income	(104)	(77)
Interest expense	2,283	2,194
Other income, net	(5)	(71)
Loss before income taxes	(5,217)	(4,718)
Income tax benefit	(2,198)	(1,934)
Net loss	$ (3,019)	$ (2,784)
Basic loss per common share	$ (0.37)	$ (0.34)
Diluted loss per common share	$ (0.37)	$ (0.34)

The accompanying notes are an integral part of the consolidated financial statements.

JOHNSON WORLDWIDE ASSOCIATES, INC.

CONSOLIDATED BALANCE SHEETS
(unaudited)

(thousands, except share data)	January 1 1999	October 2 1998	January 2 1998
ASSETS			
Current assets:			
Cash and temporary cash investments	$ 10,989	$ 11,496	$ 4,089
Accounts receivable, less allowance for doubtful accounts of $2,709, $2,570, and $2,733, respectively	62,093	53,421	49,587
Inventories	80,780	76,603	90,191
Deferred income taxes	6,836	6,067	5,140
Other current assets	8,834	6,933	7,407
Total current assets	169,532	154,520	156,414
Property, plant and equipment	35,772	35,469	32,144
Deferred income taxes	15,529	15,435	10,856
Intangible assets	91,007	90,101	81,463
Other assets	853	492	544
Total assets	$ 312,693	$ 296,017	$ 281,421

continued

JOHNSON WORLDWIDE ASSOCIATES, INC.

	January 1 1999	October 2 1998	January 2 1998
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities:			
Short-term debt and current maturities of long-term debt	$ 76,462	$ 42,614	$ 45,224
Accounts payable	13,580	11,681	13,844
Accrued liabilities	21,286	30,724	17,614
Total current liabilities	111,328	85,019	76,682
Long-term debt, less current maturities	75,379	82,066	88,181
Other liabilities	4,575	4,546	4,290
Total liabilities	191,282	171,631	169,153
Shareholders' equity:			
Preferred stock: none issued	--	--	--
Common stock:			
Class A shares issued: January 1, 1999, 6,910,577; October 2, 1998, 6,909,577; January 2, 1998, 6,905,523	345	345	345
Class B shares issued (convertible into Class A): January 1, 1999, 1,222,861: October 2, 1998, 1,223,861; January 2, 1998, 1,227,915	61	61	61
Capital in excess of par value	44,205	44,205	44,186
Retained earnings	82,048	85,068	77,096
Contingent compensation	(15)	(27)	(58)
Other comprehensive income - cumulative translation adjustment	(4,618)	(4,651)	(9,060)
Treasury stock: January 1, 1999, 39,532 Class A shares; October 2, 1998, 39,532 Class A shares; January 2, 1998, 22,919 Class A shares	(615)	(615)	(302)
Total shareholders' equity	121,411	124,386	112,268
Total liabilities and shareholders' equity	$ 312,693	$ 296,017	$ 281,421

The accompanying notes are an integral part of the consolidated financial statements.

JOHNSON WORLDWIDE ASSOCIATES, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	Three Months Ended	
(thousands)	January 1 1999	January 2 1998
CASH USED FOR OPERATIONS		
Net loss	$ (3,019)	$ (2,784)
Noncash items:		
Depreciation and amortization	3,527	3,216
Deferred income taxes	(763)	2,148
Change in assets and liabilities, net of effect of businesses acquired:		
Accounts receivable, net	(6,842)	786
Inventories	(4,039)	(11,263)
Accounts payable and accrued liabilities	(8,788)	(8,279)
Other, net	(801)	(483)
	(20,725)	(16,659)
CASH USED FOR INVESTING ACTIVITIES		
Net assets of businesses acquired, net of cash	(4,233)	(3,034)
Net additions to property, plant and equipment	(2,890)	(2,072)
	(7,123)	(5,106)
CASH PROVIDED BY FINANCING ACTIVITIES		
Issuance of senior notes	--	25,000
Net change in short-term debt	27,317	(6,081)
Common stock transactions	--	8
	27,317	18,927
Effect of foreign currency fluctuations on cash	24	(203)
Decrease in cash and temporary cash investments	(507)	(3,041)
CASH AND TEMPORARY CASH INVESTMENTS		
Beginning of period	11,496	7,130
End of period	$ 10,989	$ 4,089

The accompanying notes are an integral part of the consolidated financial statements.

JOHNSON WORLDWIDE ASSOCIATES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

1 Basis of Presentation

The consolidated financial statements included herein are unaudited. In the opinion of management, these statements contain all adjustments (consisting of only normal recurring items) necessary to present fairly the financial position of Johnson Worldwide Associates, Inc. and subsidiaries (the Company) as of January 1, 1999 and the results of operations and cash flows for the three months ended January 1, 1999. These consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's 1998 Annual Report.

Because of seasonal and other factors, the results of operations for the three months ended January 1, 1999 are not necessarily indicative of the results to be expected for the full year.

All amounts, other than share and per share amounts, are stated in thousands.

Certain amounts as previously reported have been reclassified to conform with the current period presentation.

2 Income Taxes

The provision for income taxes includes deferred taxes and is based upon estimated annual effective tax rates in the tax jurisdictions in which the Company operates.

3 Inventories

Inventories at the end of the respective periods consist of the following:

	January 1 1999	October 2 1998	January 2 1998
Raw materials	$ 27,536	$ 27,834	$ 34,643
Work in process	3,502	4,753	7,012
Finished goods	55,192	49,875	58,073
	86,230	82,462	99,728
Less reserves	5,450	5,859	9,537
	$ 80,780	$ 76,603	$ 90,191

4 Earnings Per Share

The following table sets forth the computation of basic and diluted earnings (loss) per common share:

	Three Months Ended	
	January 1 1999	January 2 1998
Net loss for basic and diluted earnings per share	$ (3,019)	$ (2,784)
Weighted average common shares outstanding	8,093,906	8,109,965
Less nonvested restricted stock	4,158	5,149
Basic and diluted average common shares	8,089,748	8,104,816
Basic loss per common share	$ (0.37)	$ (0.34)
Diluted loss per common share	$ (0.37)	$ (0.34)

Options to purchase 733,005 shares of common stock with a weighted average exercise price of $15.72 per share were outstanding at January 1, 1999. Options to purchase 627,457 shares of common stock with a weighted average exercise price of $17.46 per share were outstanding at January 2, 1998. None of the options were included in the computation of diluted loss per common share because the effect would be antidilutive.

5 Stock Ownership Plans

A summary of stock option activity related to the Company's plans is as follows:

	Shares	Weighted Average Exercise Price
Outstanding at October 2, 1998	602,061	$17.43
Granted	153,000	9.69
Cancelled	(22,056)	20.49
Outstanding at January 1, 1999	733,005	$15.72

6 Acquisitions

In December 1998, the Company completed the acquisition of substantially all of the assets and the assumption of certain liabilities of True North Paddle & Necky Kayaks Ltd., a privately held manufacturer and marketer of Necky Kayaks, and an affiliated entity. The purchase price, including direct expenses, for the acquisition was approximately $5,700, of which approximately $3,100 was recorded as intangible assets and is being amortized over 25 years. Additional payments in the years 1999 through 2003 are dependent upon the achievement of specified levels of sales and profitability of the acquired products.

The acquisition was accounted for using the purchase method and, accordingly, the Consolidated Financial Statements include the results of operations since the date of acquisition. Additional payments, if required, will increase intangible assets in future years.

7 Litigation

In 1998, certain businesses acquired by the Company became subject to judgments in civil liability cases. In February 1999, these cases were settled. All payments made as a result of these judgments reduced payments otherwise due to selling shareholders of the businesses acquired. Accordingly, these judgments did not impact the operating results of the Company.

8 Comprehensive Income

The Company adopted Financial Accounting Standards Board Statement 130, Reporting Comprehensive Income, in 1999. Comprehensive income includes net income and changes in shareholders' equity from non-owner sources. For the Company, the elements of comprehensive income excluded from net income are represented primarily by the cumulative translation adjustment.

Comprehensive income (loss) for the respective periods consists of the following:

	Three Months Ended	
	January 1 1999	January 2 1998
Net loss	$ (3,019)	$ (2,784)
Translation adjustment	33	(2,704)
Comprehensive income (loss)	$ (2,986)	$ (5,488)

9 Segments of Business

The Company conducts its worldwide operations through five separate global business units which represent major product lines. Operations are conducted in the United States and various foreign countries, primarily in Europe, Canada and the Pacific Basin.

Net sales and operating profit include both sales to customers, as reported in the Company's consolidated statements of operations, and interunit transfers, which are priced to recover cost plus an appropriate profit margin. Identifiable assets represent assets that are used in the Company's operations in each business unit at the end of the periods presented.

A summary of the Company's operations by business unit is presented below:

	Three Months Ended	
	January 1 1999	January 2 1998
Net sales:		
Diving:		
Unaffiliated customers	$ 17,645	$ 19,430
Interunit transfers	3	108
Outdoor equipment:		
Unaffiliated customers	15,000	12,392
Interunit transfers	11	1
Fishing:		
Unaffiliated customers	11,856	9,269
Interunit transfers	123	187
Motors:		
Unaffiliated customers	9,025	5,890
Interunit transfers	339	405
Watercraft:		
Unaffiliated customers	5,782	4,227
Interunit transfers	12	--
Other	692	633
Eliminations	(488)	(701)
	$ 60,000	$ 51,841
Operating profit (loss):		
Diving	$ (564)	$ 1,606
Outdoor equipment	(946)	(687)
Fishing	79	(1,661)
Motors	(942)	(1,544)
Watercraft	150	137
Other	(815)	(523)
	$ (3,043)	$ (2,672)

		January 1 1999		October 2 1998		January 2 1998
Identifiable assets:						
Diving	$	105,330	$	104,344	$	94,137
Outdoor equipment		44,555		49,090		47,900
Fishing		65,833		62,099		73,552
Motors		27,356		22,905		27,414
Watercraft		40,114		29,340		19,649
Other		29,505		28,239		18,769
	$	312,693	$	296,017	$	281,421

JOHNSON WORLDWIDE ASSOCIATES, INC.

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

The following discussion includes comments and analysis relating to the Company's results of operations and financial condition for the three months ended January 1, 1999 and January 2, 1998. This discussion should be read in conjunction with the consolidated financial statements and related notes that immediately precede this section, as well as the Company's 1998 Annual Report.

Forward Looking Statements

Certain matters discussed in this 1998 Form 10-Q are "forward-looking statements," intended to qualify for the safe harbors from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements can generally be identified as such because the context of the statement includes phrases such as the Company "expects," "believes" or other words of similar meaning. Similarly, statements that describe the Company's future plans, objectives or goals are also forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties which could cause actual results or outcomes to differ materially from those currently anticipated. Factors that could affect actual results or outcomes include changes in consumer spending patterns, the success of the Company's EVA program, actions of companies that compete with JWA, the Company's success in managing inventory, movements in foreign currencies or interest rates, the success of suppliers, customers and others regarding compliance with year 2000 issues, and adverse weather conditions. Shareholders, potential investors and other readers are urged to consider these factors in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements included herein are only made as of the date of this Form 10-Q and the Company undertakes no obligations to publicly update such forward-looking statements to reflect subsequent events or circumstances.

Results of Operations

Net sales for the three months ended January 1, 1999 totaled $60.0 million, an increase of 16%, or $8.2 million, over the three months ended January 2, 1998. Sales of all businesses except the Diving business exhibited strong sales growth. The Diving business was adversely impacted by weakness in Asia, which negatively impacted export sales.

Relative to the U.S. dollar, the average values of most currencies of the countries in which the Company has operations were higher for the three months ended January 1, 1999 as compared to the corresponding period of the prior year. Excluding the impact of foreign currencies, net sales increased 14% for the three months ended January 1, 1999. Gross profit as a percentage of sales decreased to 36.2% for the three months ended January 1, 1999 compared to 37.0% in the corresponding period in the prior year. The decrease in higher margin Diving sales relative to total sales contributed to the decrease.

The Company incurred an operating loss of $3.0 million for the three months ended January 1, 1999, compared to an operating loss of $2.7 million for the corresponding period of the prior year. Seasonal losses of the Leisure Life watercraft business, which the Company acquired in February 1998 and, accordingly, did not impact prior year results, contributed to the decrease from the prior year. Increased nonrecurring charges from integration of acquired businesses also contributed to the decrease. The combination of these two factors more than offset the positive impact of increased sales on operating margins.

Interest expense totaled $2.3 million for the three months ended January 1, 1999 compared to $2.2 million for the corresponding period of the prior year. Increased debt levels due to acquisitions consummated in 1998 were substantially offset by improved management of working capital and a favorable interest rate environment.

The Company incurred a net loss of $3.0 million in the three months ended January 1, 1999 compared to a loss of $2.8 million in the corresponding period of the prior year. On a per share basis, the loss totaled $0.37 compared to $0.34 in the prior year.

Financial Condition

The following discusses changes in the Company's liquidity and capital resources.

Operations

Cash flows used for operations totaled $20.7 million for the three months ended January 1, 1999 and $16.7 million for the corresponding period of the prior year. Growth in inventories of $4.0 million for the three months ended January 1, 1999 and $11.3 million for the corresponding period of the prior year account for a significant amount of the net usage of funds. The build up of inventory in anticipation of the selling season contributed to the increase in both years. Inventory turns increased for the period ended January 1, 1999 compared to the corresponding period of the prior year.

Accounts receivable increased $6.8 million for the three months ended January 1, 1999 and decreased $0.8 million for the corresponding period of the prior year. The increase in the current year is related to the sales growth during the last three months and seasonal dating programs.

Accounts payable and accrued liabilities decreased $8.8 million for the three months ended January 1, 1999 and $8.3 million for the corresponding period of the prior year, increasing the net outflow of cash from operations. These outflows include seasonal payments for interest expense, incentive compensation and retirement programs.

Depreciation and amortization charges were $3.5 million for the three months ended January 1, 1999 and $3.2 million for the corresponding period of the prior year, mitigating the net outflow of operating funds. The increase was due primarily to increased amortization of intangible assets from businesses acquired in 1998.

Investing Activities

Expenditures for property, plant and equipment were $2.9 million for the three months ended January 1, 1999 and $2.1 million for the corresponding period of the prior year. The Company's recurring investments are made primarily for tooling for new products and enhancements. In 1999, capitalized expenditures are anticipated to total approximately $12 million. These expenditures are expected to be funded by working capital or existing credit facilities. The Company completed the acquisition of one business in the current year and two businesses in the prior year, which increased tangible and intangible assets by $4.2 million and $3.0 million, respectively, net of cash and liabilities assumed.

Financing Activities

Cash flows from financing activities totaled $27.3 million for the three months ended January 1, 1999 and $18.9 million for the corresponding period of the prior year. In October 1997, the Company consummated a private placement of long-term debt totaling $25 million. Payments on long-term debt required to be made in 1999 total $7.8 million.

Market Risk Management

The Company is exposed to market risk stemming from changes in foreign exchange rates, interest rates and, to a lesser extent, commodity prices. Changes in these factors could cause fluctuations in earnings and cash flows. In the normal course of business, exposure to certain of these market risks is managed by entering into hedging transactions authorized under Company policies that place controls on these activities. Hedging transactions involve the use of a variety of derivative financial instruments. Derivatives are used only where there is an underlying exposure: not for trading or speculative purposes.

Foreign Operations

The Company has significant foreign operations, for which the functional currencies are denominated primarily in Swiss and French francs, German marks, Italian lire, Japanese yen and Canadian dollars. As the values of the currencies of the foreign countries in which the Company has operations increase or decrease relative to the U.S. dollar, the sales, expenses, profits, assets and liabilities of the Company's foreign operations, as reported in the Company's Consolidated Financial Statements, increase or decrease, accordingly. The Company mitigates a portion of the fluctuations in certain foreign currencies through the purchase of foreign currency swaps, forward contracts and options to hedge known commitments, primarily for purchases of inventory and other assets denominated in foreign currencies.

Interest Rates

The Company's debt structure and interest rate risk are managed through the use of fixed and floating rate debt. The Company's primary exposure is to United States interest rates. The Company also periodically enters into interest rate swaps, caps or collars to hedge its exposure and lower financing costs.

Commodities

Certain components used in the Company's products are exposed to commodity price changes. The Company manages this risk through instruments such as purchase orders and non-cancelable supply contracts. Primary commodity price exposures are metals and packaging materials.

Sensitivity to Changes in Value

The estimates that follow are intended to measure the maximum potential fair value or earnings the Company could lose in one year from adverse changes in foreign exchange rates or market interest rates under normal market conditions. The calculations are not intended to represent actual losses in fair value or earnings that the Company expects to incur. The estimates do not consider favorable changes in market rates. Further, since the hedging instrument (the derivative) inversely correlates with the underlying exposure, any loss or gain in the fair value of derivatives would be generally offset by an increase or decrease in the fair value of the underlying exposures. The positions included in the calculations are foreign exchange forwards, currency swaps and fixed rate debt. The calculations do not include the underlying foreign exchange positions that are hedged by these market risk sensitive instruments. The table below presents the estimated maximum potential one year loss in fair value and earnings before income taxes from a 10% movement in foreign currencies and a 100 basis point movement in interest rate market risk sensitive instruments outstanding at January 1, 1999:

		Estimated Impact on
(millions)	Fair Value	Earnings Before Income Taxes
Foreign exchange rate instruments	$3.2	$0.6
Interest rate instruments	3.9	0.8

Other Factors

The Company has not been significantly impacted by inflationary pressures over the last several years. The Company anticipates that changing costs of basic raw materials may impact future operating costs and, accordingly, the prices of its products. The Company is involved in continuing programs to mitigate the impact of cost increases through changes in product design and identification of sourcing and manufacturing efficiencies. Price increases and, in certain situations, price decreases are implemented for individual products, when appropriate.

Year 2000

The year 2000 issue is the result of computer programs using two digits (rather than four) to define years. Computers or other equipment with date sensitive software may recognize "00" as the year 1900 rather than 2000. This could result in system failures or miscalculations. If the Company or its significant customers or suppliers fail to correct year 2000 issues, the Company's ability to operate could be materially affected.

The Company has assessed the impact of year 2000 issues on the processing of date-related information for all of its information systems infrastructure and non-technical assets, such as production equipment. All systems and non-technical assets are in the process of being inventoried and classified as to their compliance with year 2000 data processing. Any systems found year 2000 deficient will be modified, upgraded or replaced. Project plans anticipate all existing, critical information systems infrastructure and non-technical assets to be year 2000 compliant before failure to comply would significantly disrupt the Company's operations. Contingency plans will be developed to address any failures resulting from relationships with customers, suppliers or other third parties. The Company has made inquiries of its suppliers, customers and other organizations which impact the Company's business, but cannot guarantee that circumstances beyond its control will not have an adverse impact on its operations.

Since 1993, the Company has invested approximately $10 million in information systems improvements and has been migrating its businesses to systems that are year 2000 compliant. Based on assessments and testing to date, the financial impact of addressing any potential remaining internal system issues should not be material to the Company's financial position, results of operations or cash flows.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Information with respect to this item is included in Management's Discussion and Analysis of Financial Condition and Results of Operations under the heading "Market Risk Management."

PART II OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

(a) The following documents are filed as part of this Form 10-Q

Exhibit 4.17 Amendment No. 1 dated September 11, 1998 to the Amended and Restated Credit Agreement dated as of April 3, 1998.

Exhibit 27: Financial Data Schedule

(b) There were no reports on Form 8-K filed for the three months ended January 1, 1999.

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.

JOHNSON WORLDWIDE ASSOCIATES, INC.

Date: February 15, 1999

/s/ Carl G. Schmidt

Carl G. Schmidt
Senior Vice President and Chief Financial
Officer, Secretary and Treasurer
(Principal Financial and Accounting Officer)

JOHNSON WORLDWIDE ASSOCIATES, INC.

EXHIBIT INDEX

Exhibit	Description	Page Number
4.17	Amendment No. 1 dated September 11, 1998 to the Amended and Restated Credit Agreement dated as of April 3, 1998.	-
27.	Financial Data Schedule	-

AMENDMENT NO. 1
TO
AMENDED AND RESTATED CREDIT AGREEMENT

AMENDMENT NO. 1 TO AMENDED AND RESTATED CREDIT AGREEMENT (the "Amendment"), dated as of September 11, 1998, among Johnson Worldwide Associates, Inc., a Wisconsin corporation (the "Company"), certain consolidated subsidiaries of the Company which may from time to time become parties thereto (the "Subsidiaries"), The First National Bank of Chicago, Firstar Bank Milwaukee, N.A., M&I Marshall & Ilsley Bank, The Northern Trust Company, and Societe Generale (the "Lenders"), and Dresdner Bank ("Dresdner", and taken together with the Lenders, the "Banks"), and The First National Bank of Chicago in its capacity as contractual representative for itself and the other Lenders (the "Agent") under that certain Amended and Restated Credit Agreement dated as of April 3, 1998 by and among the Company, the Lenders and the Agent (the "Credit Agreement"). Defined terms used herein and not otherwise defined herein shall have the meaning given to them in the Credit Agreement.

WHEREAS, the Borrower, the Lenders and the Agent have entered the Credit Agreement;

WHEREAS, pursuant to Section 2.16 of the Credit Agreement, the Company has requested that the Credit Agreement be amended to increase the Aggregate Commitment, the Aggregate Eurocurrency Commitment, the Aggregate Revolving Commitment (collectively, the "Commitment Changes") and to add Dresdner as a new Bank thereunder; and

WHEREAS, subject to the terms and conditions hereof, the undersigned Lenders and the Agent have agreed to the Commitment Changes and the addition of Dresdner;

NOW, THEREFORE, in consideration of the premises set forth above, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Amendment to the Credit Agreement. Effective as of the date first above written and subject to the execution of this Amendment by the parties hereto and the satisfaction of the conditions precedent set forth in Section 2 below, the Credit Agreement shall be and hereby is amended as follows:

(a) On and after the date first written above, Dresdner shall for all purposes be a Bank party to the Credit Agreement and shall have all the rights and obligations of a Bank under the Credit Agreement and the Notes, with a Eurocurrency Commitment and Revolving Loan Commitment set forth opposite its name on Schedule 4 to the Credit Agreement.

(b) The Eurocurrency Commitments and Revolving Loan Commitments set forth opposite each Lender's signature to the Credit Agreement are hereby deleted. Such Commitments shall hereafter be recorded on Schedule 4 to the Credit Agreement, a form of which is attached hereto.

(c) The Table of Contents is hereby amended to insert after "Schedule 2 -- ERISA (Article 3, paragraph i)" the following:

"Schedule 4 -- Commitments".

(d) Section 1.01 is hereby amended as follows:

(i) The definition of "Aggregate Commitment" is hereby modified to delete therefrom the number "90,000,000" and to substitute therefor the number "100,000,000".

(ii) The definition of "Aggregate Eurocurrency Commitment" is hereby modified to delete therefrom the number "18,000,000" and to substitute therefor the number "20,000,000".

(iii) The definition of "Aggregate Revolving Commitment" is hereby modified to delete therefrom the number "72,000,000" and to substitute therefor the number "80,000,000".

(iv) The definition of "Eurocurrency Commitment" is hereby deleted and replaced with the following:

"Eurocurrency Commitment" shall mean, with respect to any Bank, the amount set forth opposite such Bank's name on Schedule 4 in the column entitled "Eurocurrency Commitment", as such amount may be modified from time to time pursuant to the terms hereof.".

(v) The definition of "Revolving Loan Commitment" is hereby deleted and replaced with the following:

"Revolving Loan Commitment" shall mean, with respect to any Bank, the amount set forth opposite such Bank's name on Schedule 4 in the column entitled "Revolving Loan Commitment", as such amount may be modified from time to time pursuant to the terms hereof.".

(e) The Schedules to the Credit Agreement are hereby amended by inserting therein "Schedule 4 -- Commitments" as attached to this Amendment.

(f) The attached Dresdner Bank signature page is hereby inserted after Societe Generale's signature page to the Credit Agreement.

2. Conditions of Effectiveness. This Amendment shall become effective and be deemed effective as of the date hereof, if, and only if, the Agent shall have received each of the following:

(a) duly executed originals of this Amendment from the Company, Dresdner and the Agent;

(b) a Note payable to the order of Dresdner; and

(c) such other documents, instruments and agreements as the Agent may reasonably request.

3. Notices. Pursuant to Section 10.08, Dresdner designates the address set forth on the attached signature page marked as the "Dresdner Signature Page for the Johnson Worldwide Credit Agreement" as its address for purposes of notices and other communications under the Credit Agreement and the Notes.

4. Representations and Warranties of the Company. The Company hereby represents and warrants as follows:

(a) This Amendment and the Credit Agreement as previously executed and as amended hereby, constitute legal, valid and binding obligations of the Company and are enforceable against the Company in accordance with their terms.

(b) Upon the effectiveness of this Amendment, the Company hereby reaffirms all covenants, representations and warranties made in the Credit Agreement, to the extent the same are not amended hereby, and except as modified by the supplemental disclosure made in Exhibit A to this Amendment agrees that all such covenants, representations and warranties (as so modified) shall be deemed to have been remade as of the effective date of this Amendment.

5. Reference to the Effect on the Credit Agreement.

(a) Upon the effectiveness of Section 1 hereof, on and after the date hereof, each reference in the Credit Agreement to "this Agreement," "hereunder," "hereof," "herein" or words of like import shall mean and be a reference to the Amended and Restated Credit Agreement dated as of April 3, 1998, as amended hereby.

(b) Except as specifically amended above, the Amended and Restated Credit Agreement dated as of April 3, 1998 and all other documents, instruments and agreements executed and/or delivered in connection therewith shall remain in full force and effect, and are hereby ratified and confirmed.

(c) The execution, delivery and effectiveness of this Amendment shall not, except as expressly provided herein, operate as a waiver of any right, power or remedy of the

Agent or any of the Banks, nor constitute a waiver of any provision of the Credit Agreement or any other documents, instruments and agreements executed and/or delivered in connection therewith.

6. Costs and Expenses. The Company agrees to pay all reasonable costs, fees and out-of-pocket expenses (including attorneys' fees and expenses charged to the Agent) incurred by the Agent in connection with the preparation, execution and enforcement of this Amendment.

7. Governing Law. This Amendment shall be governed by and construed in accordance with the internal laws (as opposed to the conflict of law provisions) of the State of Illinois.

8. Headings. Section headings in this Amendment are included herein for convenience of reference only and shall not constitute a part of this Amendment for any other purpose.

9. Counterparts. This Amendment may be executed by one or more of the parties to the Amendment on any number of separate counterparts and all of said counterparts taken together shall be deemed to constitute one and the same instrument.

IN WITNESS WHEREOF, this Amendment has been duly executed and delivered on the date first above written.

JOHNSON WORLDWIDE ASSOCIATES, INC.

By: /s/Carl G. Schmidt
Name: Carl G. Schmidt
Title: SENIOR VICE PRESIDENT
CHIEF FINANCIAL OFFICER,
SECRETARY AND TREASURER

THE FIRST NATIONAL BANK OF CHICAGO,
individually and as Agent

By: ______________________________
Name:
Title:

FIRSTAR BANK MILWAUKEE, N.A.

By: _____________________________
Name:
Title:

M&I MARSHALL & ILSLEY BANK

By: ______________________________
Name:
Title:

THE NORTHERN TRUST COMPANY

By: ______________________________
Name:
Title:

SOCIETE GENERALE

By: ______________________________
Name:
Title:

DRESDNER BANK

By: _______________________________
Name:
Title:

SCHEDULE 4
COMMITMENTS

Name of Bank	Eurocurrency Commitment	Revolving Loan Commitment
The First National Bank of Chicago	$5,200,000	$20,800,000
Firstar Bank Milwaukee, N.A.	$3,600,000	$14,400,000
M&I Marshall & Ilsley Bank	$2,000,000	$8,000,000
The Northern Trust Company	$2,000,000	$8,000,000
Societe Generale	$3,600,000	$14,400,000
Dresdner Bank	$3,600,000	$14,400,000

DRESNDER BANK

By: ________________________
Name:
Title:

Dresdner Kleinwort Benson
75 Wall Street
New York, NY 10005-2889
Telex No.:
Telephone No.: 212-429-2242
Telecopier No.: 212-429-2524

Dresdner's Signature Page for the
Johnson Worldwide Credit Agreement

Exhibit A to
Amendment No. 1
to the Credit Agreement
dated April 3, 1998

RE: Frank H. Marshall and Patricia Daugherty vs. Uwatec U.S.A., Inc. and Uwatec A.G.

In June 1997, a jury in the above case rendered a judgment of $1 million against each of Uwatec U.S.A., Inc. and Uwatec A.G. for various employment and termination of employment claims. Johnson Worldwide Associates, Inc. believes that all lost costs and expenses are reimbursable under the Stock Purchase Agreement dated July 11, 1997 between Johnson Worldwide Associates, Inc. and Heinz Ruchti and Karl Leemann which includes $10 million for reimbursement of warranty claims.

5

THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED FINANCIAL STATEMENTS OF JOHNSON WORLDWIDE ASSOCIATES, INC. AS OF AND FOR THE PERIOD ENDED JANUARY 1, 1999, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

1000

3-MOS
OCT-01-1999
JAN-01-1999
OCT-03-1998
10,989
0
64,802
(2,709)
80,780
169,532
98,787
(63,015)
312,693
111,328
75,379
0
0
406
121,005
312,693
59,847
60,000
38,266
38,266
24,347
321
2,283
(5,217)
(2,198)
(3,019)
0
0
0
(3,019)
(0.37)
(0.37)