China Intelligent Lighting & Electronics, Inc.
Form NT 10-Q
May 16, 2011
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 12b-25
NOTIFICATION OF LATE FILING

SEC FILE NUMBER: 001-34783
CUSIP NUMBER: 36102A-10-8

(Check One): o Form 10-K o Form 20-F o Form 11-K
xForm 10-Q o Form N-SAR
o Form N-CSR

For Period Ended: March 31, 2011

o Transition Report on Form 10-K
o Transition Report on Form 20-F
o Transition Report on Form 11-K
o Transition Report on Form 10-Q
o Transition Report on Form N-SAR

For the Transition Period Ended: ____________________

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the item(s) to which the notification relates:

PART I -- REGISTRANT INFORMATION

China Intelligent Lighting and Electronics, Inc.

Full Name of Registrant

N/A

Former Name if Applicable

No. 29 & 31, Huanzhen Road, Shuikou Town, Huizhou

Address of Principal Executive Office (Street and Number)

Guangdong, 516005, People's Republic of China

City, State and Zip Code

PART II -- RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

(a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;

o (b) The subject annual report, semi-annual report, transition report on Form 10-K, 20-F, 11-K, or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and

(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III -- NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 10-KSB, 20-F, 11-K, 10-Q, 10-QSB, N-SAR, or the transition report portion thereof, could not be filed within the prescribed time period.

The Registrant is unable to prepare and review all necessary information and disclosures in its Quarterly Report on Form 10-Q for the period ended March 31, 2011 within the prescribed time period. The Registrant requires additional time to accurately prepare and present all necessary disclosures.

As previously reported by the Registrant in the Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on March 29, 2011, the Registrant terminated the engagement of MaloneBailey, LLP (“MaloneBailey”) as its independent auditor on March 23, 2011, and on March 24, 2011, MaloneBailey provided a letter of resignation as the Registrant’s independent auditor (“Resignation Letter”). In the Resignation Letter, MaloneBailey indicated that the resignation was due to concerns of accounting fraud involving forging of the Registrant’s accounting records and forging bank statements, in addition to other discrepancies identified during its testing of the Registrant’s accounts receivable. MaloneBailey also indicated in the Resignation Letter that it is unable to rely on management’s representations as they relate to previously issued financial statements and it can no longer support its opinions related to the financial statements as of December 31, 2009 and condensed Parent Only financial statements, included in the Registration Statement on Form S-1 filed with the SEC on April 21, 2010. As a result, the interim financial statements of the Registrant for the fiscal quarters ended March 31, June 30, and September 30, 2010 contained in the Registrant’s quarterly reports on Form 10-Q for such periods as filed with the SEC, should not be relied upon for the same reasons.

In March 2011, the Board of Directors of the Registrant formed a Special Investigation Committee (“Special Committee”) to investigate the concerns contained in the Resignation Letter. The Special Committee is executing upon its mandate to investigate, review and analyze the facts, circumstances and issues related to termination of the engagement of MaloneBailey as the independent auditor and the Registrant’s accounting records. The Special Committee retained the services of FTI Consulting, Inc. to consult, assist and perform such other tasks as may be identified in connection with the foregoing internal investigation by the Special Committee. The Special Committee, with the assistance of FTI Consulting and its external counsel, is working to complete its investigation in a timely manner.

In April 2011, the Registrant engaged a new independent registered public accounting firm, Friedman LLP, to audit its financial statements for the years ended December 31, 2009 and 2010.

The Registrant has been unable to complete and file its Annual Report on Form 10-K for the year ended December 31, 2010 due to the matters described above. For the same reasons, the Registrant is unable to prepare and review all necessary information and disclosures in its Quarterly Report on Form 10-Q for the period ended March 31, 2011 within the prescribed time period. The Registrant will file the Quarterly Report as soon as it is able; however, the Registrant is not able to provide a reasonable estimate as to such filing at this time, which will not occur within the fifth calendar day after the prescribed due date for such report.

PART IV -- OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Li Xuemei	86-0752	3138511
(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

o Yes x No

As indicated in "Part III--Narrative", above, the Registrant has not filed the Annual Report on Form 10-K for the year ended December 31, 2010. Additionally, MaloneBailey, in its Resignation Letter dated March 24, 2011, advised the Registrant that it can no longer support its opinion dated April 21, 2010 related to the financial statements, as of December 31, 2009 and condensed Parent Only financial statements, included in the Registration Statement on Form S-1 filed with the SEC on April 21, 2010. The interim financial statements of the Registrant for the fiscal quarters ended March 31, June 30, and September 30, 2010 contained in the Registrant's Quarterly Reports on Form 10-Q for such periods as filed with the SEC, should not be relied upon for the same reasons.

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

x Yes o No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Registrant is unable to provide a reasonable estimate of any changes in the results of operations for the quarter ended March 31, 2011 as compared to the quarter ended March 31, 2010 because the Registrant is unable to prepare and review the financial statements to be contained in its Quarterly Report on Form 10-Q for the period ended March 31, 2011 due to the matters described above in Part III of this Form 12b-25, which is incorporated by reference into this Part IV(3).

China Intelligent Lighting and Electronics, Inc.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 16, 2011 By: /s/ Li Xuemei
Name: Li Xuemei
Title: Chief Executive Officer

INSTRUCTION. The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION
Intentional misstatements or omissions of fact constitute Federal criminal violations. (See 18 U.S.C. 1001).

2003

NET SALES
$394,606 $363,348
COST OF SALES
308,165 282,433

Gross profit
86,441 80,915
SELLING, GENERAL, AND ADMINISTRATIVE EXPENSES
78,436 76,579

Operating income
8,005 4,336
INTEREST EXPENSE
1,219 1,851
INTEREST INCOME
(21) (18)

OTHER EXPENSE (INCOME)	1	(25)
EARNINGS BEFORE INCOME TAXES	6,806	2,528
PROVISION FOR INCOME TAXES	538	1,094
NET EARNINGS	$6,268	$1,434
BASIC EARNINGS PER COMMON SHARE	$0.67	$0.16
DILUTED EARNINGS PER COMMON SHARE	$0.65	$0.16
WEIGHTED AVERAGE SHARES:		
Basic	9,315,862	8,935,717

Diluted	9,673,137	9,095,253

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

Table of Contents

INDUSTRIAL DISTRIBUTION GROUP, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	NINE MONTHS ENDED SEPTEMBER 30,	
	2004	2003
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net earnings	$ 6,268	$ 1,434
Adjustments to reconcile net earnings to net cash (used in) provided by operating activities:		
Depreciation and amortization	902	1,894
Gain on sale of assets	(61)	(592)
Amortization of unearned compensation	87	63
Deferred taxes	(2,202)	241
Income tax benefit of stock options exercised	167	0
Changes in operating assets and liabilities:		
Accounts receivable, net	(12,536)	(2,577)
Inventories, net	(195)	2,048
Prepaid and other assets	157	(723)
Accounts payable	5,441	1,639
Accrued compensation	992	(96)
Other accrued liabilities	(568)	420
Total adjustments	(7,816)	2,317
Net cash (used in) provided by operating activities	(1,548)	3,751
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to property and equipment, net	(584)	(398)
Proceeds on sale of investments	5	0
Proceeds from the sale of property and equipment	119	3,028
Net cash (used in) provided by investing activities	(460)	2,630
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of common stock, net of issuance costs	576	190
Repayments on revolving credit facility	(86,735)	(92,175)
Borrowings on revolving credit facility	88,535	89,300

Short-term debt borrowings	8	0
Long-term debt repayments	(82)	(1,705)
Premium payments on management liability insurance	0	(930)
Deferred loan costs and other	0	(412)
Net cash provided by (used in) financing activities	2,302	(5,732)
NET CHANGE IN CASH AND CASH EQUIVALENTS	294	649
CASH AND CASH EQUIVALENTS, beginning of period	337	452
CASH AND CASH EQUIVALENTS, end of period	$ 631	$ 1,101
Supplemental Disclosures:		
Interest paid	$ 919	$ 1,291
Income taxes paid	$ 3,624	$ 99

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

Table of Contents

INDUSTRIAL DISTRIBUTION GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - SEPTEMBER 30, 2004 (Unaudited)

Industrial Distribution Group, Inc. (IDG or the Company), a Delaware corporation, was formed on February 12, 1997 to create a nationwide supplier of cost-effective, Flexible Procurement Solutions (FPS) for manufacturers and other users of maintenance, repair, operating, and production (MROP) products. The Company conducts business in all 50 states and two foreign countries, providing product expertise in the procurement and application of MROP products to a wide range of industries.

1. BASIS OF PRESENTATION

The accompanying unaudited interim consolidated financial statements are prepared pursuant to the Securities and Exchange Commission s rules and regulations for reporting on Form 10-Q. Accordingly, certain information and footnotes required by accounting principles generally accepted in the United States for complete financial statements are not included herein. The Company believes all adjustments necessary for a fair presentation of these interim statements have been included and are of a normal and recurring nature.

These interim statements should be read in conjunction with the Company s financial statements and notes thereto, included in its Annual Report on Form 10-K, for the fiscal year ended December 31, 2003.

2. NEWLY ADOPTED ACCOUNTING STANDARDS

In January 2003, the Financial Accounting Standards Board (FASB) issued Interpretation 46 (FIN 46), Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51. In December 2003, the FASB issued a revised Interpretation of FIN 46 (Revised Interpretation). FIN 46 requires certain variable interest entities to be consolidated by the primary beneficiary of the entity if the equity investors in the entity do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. FIN 46 is effective for all new variable interest entities created or acquired after January 31, 2003. For variable interest entities created or acquired prior to February 1, 2003, the provisions of the Revised Interpretation were applied for the Company s first interim period ending after March 15, 2004. The Company s adoption of FIN 46 had no impact on the Company s financial position or consolidated statements of income as a result of the adoption.

3. CREDIT FACILITY

In December 2000, the Company entered into a $100.0 million revolving credit facility with a five financial institution syndicate. On May 28, 2003, the Company amended this agreement to extend it to May 28, 2006. The agreement contains a first security interest in the assets of the Company. The agreement provides that the facility may be used for operations and acquisitions, and provides $5.0 million for swinglines and $10.0 million for letters of credit. Amounts outstanding under the credit facility bear interest at either the lead bank s corporate rate or LIBOR, as selected by the Company from time to time, plus applicable margins. At September 30, 2004 and December 31, 2003, the daily interest rates were 3.6% and 3.8%, respectively. There is an annual commitment fee on the unused portion of the facility equal to between 25 and 37.5 basis points of the average daily unused portion of the aggregate commitment depending on the indebtedness to adjusted EBITDA ratio, as defined.

The amounts outstanding under the facility at September 30, 2004 and December 31, 2003 were $27.6 million and $25.9 million, respectively, which have been classified as long-term liabilities in the consolidated balance sheets.

Additionally, the Company had outstanding letters of credit of $2.1 million and $2.2 million under the facility at September 30, 2004 and December 31, 2003, respectively. The revolving credit facility contains various covenants pertaining to the maintenance of certain financial ratios. These covenants include requirements for fixed charge coverage, net worth, and capital expenditures, among other restrictions. The covenants also prohibit the payment of cash dividends. The Company was in compliance with these covenants as of September 30, 2004 and December 31, 2003.

Table of Contents

4. CAPITAL STOCK

During the respective quarters ended September 30, 2004 and 2003, the Company issued 9,441 and 22,330 shares of its common stock through its employee stock purchase plan and 15,080 and 5,533 shares of its common stock pursuant to the exercise of options. For the respective nine-month periods ended September 30, 2004 and 2003, the Company issued 49,172 and 70,939 shares of its common stock through its employee stock purchase plan and 83,849 and 6,700 shares of its common stock pursuant to the exercise of options.

Options are included in the computation of diluted earnings per share (EPS) where the options exercise price is less than the average market price of the common shares during the period. The number of options outstanding during the three months ended September 30, 2004 and 2003 had a dilutive effect of 379,637 and 178,091 shares, respectively, to the weighted average common shares outstanding. The number of options outstanding during the nine months ended September 30, 2004 and 2003 had a dilutive effect of 346,385 and 159,536 shares, respectively, to the weighted average common shares outstanding. During the three months ended September 30, 2004 and 2003, options where the exercise price exceeded the average market price of the common shares totaled 58,275 and 490,904, respectively. During the nine months ended September 30, 2004 and 2003, options where the exercise price exceeded the average market price of the common shares totaled 58,275 and 799,904, respectively.

5. STOCK BASED COMPENSATION

The Company has several stock-based compensation plans, which are described in Note 8 - Capital Stock in the Notes to Consolidated Financial Statements of the Company s Annual Report on Form 10-K for the fiscal year 2003. Effective January 1, 2003, the Company adopted the fair value recognition provisions of Statement of Financial Accounting Standards (SFAS) No. 123, Accounting for Stock-Based Compensation. Under the prospective method of adoption selected by the Company under the provisions of SFAS No. 148, Accounting for Stock-Based Compensation-Transition and Disclosure, the recognition provisions have been applied to all employee awards granted, modified, or settled after January 1, 2003.

The expense related to stock-based compensation included in the determination of net income for 2004 will be less than that which would have been recognized if the fair value method had been applied to all awards granted after the original effective date of SFAS No. 123. If the Company had elected to adopt the fair value of recognition provisions of SFAS No. 123 as of its original effective date, pro forma net income and diluted net earnings per share would be as follows (in thousands):

	Three Months Ended September 30,		**Nine Months Ended September 30,**	
	2004	**2003**	**2004**	**2003**
Net earnings as reported	$3,603	$ 631	$6,268	$1,434
Add: Total stock-based compensation expense included in the determination of net earnings as reported, net of tax	32	10	99	31
Deduct: Total stock-based compensation expense determined under fair-value based method for all awards, net of tax	81	92	273	277

Pro forma net earnings	$3,554	$ 549	$6,094	$1,188
Basic earnings per common share:				
As reported	$ 0.38	$0.07	$ 0.67	$ 0.16
Pro forma	$ 0.38	$0.06	$ 0.65	$ 0.13
Diluted earnings per common share:				
As reported	$ 0.37	$0.07	$ 0.65	$ 0.16
Pro forma	$ 0.36	$0.06	$ 0.63	$ 0.13

6. DEFERRED TAXES

The Company s net deferred tax assets totaled approximately $8.0 million and $5.8 million at September 30, 2004 and December 31, 2003, respectively, and are subject to periodic recoverability assessments. The realization of deferred tax assets is principally dependent upon the Company s ability to generate sufficient future taxable income

Table of Contents

in certain tax jurisdictions. Factors used to assess the likelihood of realization are the Company s forecast of future taxable income (which is based upon estimates and assumptions) and available tax planning strategies that could be implemented to realize the net deferred tax assets. On the basis of the Company s operating results and projections for future taxable income, management believes it is more likely than not that future operations will generate sufficient taxable income to realize the deferred tax assets. The Company evaluates the realizability and appropriateness of its deferred tax assets and liabilities quarterly and assesses the need for any valuation allowance against such deferred tax assets. During the third quarter of 2004, the Company determined that it is more likely than not that future tax benefits associated with deductible goodwill amortization for tax purposes will be realizable. The deferred tax assets associated with the future goodwill amortization had been fully reserved with a valuation allowance primarily due to the assets extended reversal period and the uncertainty of future taxable income over this period. The Company made the determination to reverse the valuation allowance primarily based on our current taxable income and projections of future taxable income over the reversal period. This resulted in a $2.0 million ($0.21 per diluted share for the quarter and the year) reduction of the valuation allowance and an associated reduction of the provision for income tax expense during the period. The valuation allowance for net deferred tax assets was $1.0 million as of September 30, 2004 and $3.2 million as of December 31, 2003. The valuation allowance for deferred tax assets of $1.0 million at September 30, 2004 is primarily for state net operating loss carryforwards for which the Company believes sufficient taxable income will not be realized prior to expiration.

7. COMMITMENTS AND CONTINGENCIES

The Company is subject to various claims and legal actions, which arise in the ordinary course of business. The Company believes that the ultimate resolution of such matters will not have a material adverse effect on the Company s financial position or results of operations.

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is based upon our historical financial results. In this discussion, most percentages and dollar amounts have been rounded to aid presentation; as a result, all such figures are approximations. References to such approximations have generally been omitted.

This discussion may contain certain forward-looking statements concerning our operations, performance, and financial condition, including, in particular, the likelihood of our success in developing and expanding our business. These statements are based upon a number of assumptions and estimates that are inherently subject to significant uncertainties and contingencies, many of which are beyond our control. Actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results to differ, include but are not limited to, the impact of dedicating significant resources to our Flexible Procurement Solutions (FPS) program, the high fixed cost structure of our back office structure supporting traditional sales of maintenance, repair, operating and production products, which we refer to as General MROP sales, the availability of key personnel for employment by us, our reliance on senior management and the expertise of management, our reliance on regional information systems, the operation levels of our customers, our reliance on a variety of distribution rights, our ability to compete successfully in the highly competitive and diverse MROP market, the restrictions of our credit facility, and other factors discussed in more detail under Item 1-Business of our Annual Report on Form 10-K for fiscal year 2003.

Our discussions below in this Item 2 are based upon the more detailed discussions about our business, operations and financial condition included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2003, under Item 7. Our discussions here focus on our results during or as of the three-month and nine-month periods ended September 30, 2004, and the comparable periods of 2003 for comparison purposes, and, to the extent applicable, any material changes from the information discussed in that Form 10-K or other important intervening developments or information since that time. These discussions should be read in conjunction with that Form 10-K for more detailed and background information.

Table of Contents

RESULTS OF OPERATIONS

THREE MONTHS ENDED SEPTEMBER 30, 2004 AND 2003

The following table sets forth a summary of our operating data and shows such data as a percentage of net sales for the periods indicated (dollars in thousands):

	THREE MONTHS ENDED SEPTEMBER 30,			
	2004		2003	
Net Sales	$134,539	100.0%	$119,200	100.0%
Cost of Sales	105,499	78.4	92,512	77.6
Gross Profit	29,040	21.6	26,688	22.4
Selling, General, and Administrative Expenses	26,158	19.4	25,130	21.1
Operating Income	2,882	2.2	1,558	1.3
Interest Expense	397	0.3	492	0.4
Interest Income	(3)	0.0	(6)	0.0
Other Expense (Income)	2	0.0	(15)	0.0
Earnings Before Taxes	2,486	1.9	1,087	0.9
(Benefit) Provision for Income Taxes	(1,117)	(0.8)	456	0.4
Net Earnings	$ 3,603	2.7%	$ 631	0.5%

Net sales

Net sales increased $15.3 million or 12.9% to $134.5 million for the three months ended September 30, 2004 from $119.2 million for the three months ended September 30, 2003. On a daily sales basis, revenues increased $0.2 million or 12.9% over the prior year quarter. For the three months ended September 30, 2004, total FPS revenues grew $10.3 million or 16.4% to $73.0 million as compared to $62.7 million in the prior period. The increase was the combined result of new FPS sites added and increased production at existing sites. At September 30, 2004, we had 332 total FPS sites, including 101 full storeroom management arrangements, which represents a net increase of 21 sites since September 30, 2003. General MROP sales increased $5.0 million or 8.7% to $61.5 million for the three months ended September 30, 2004, from $56.5 million in 2003 primarily as a result of increased volume at existing accounts.

Cost of Sales

Cost of sales increased $13.0 million or 14.0% to $105.5 million for the three months ended September 30, 2004, from $92.5 million for the three months ended September 30, 2003. As a percentage of net sales, cost of sales increased to 78.4% for the three months ended September 30, 2004, from 77.6% in 2003. This increase in cost of sales as a percentage of sales as compared to the prior year was primarily the result of lower gross margins on our General MROP sales. Although we have seen production levels increase at our General MROP customers, the decline in gross profit reflects the impact of competition on our pricing. In addition, for the three months ended September 30, 2004, we increased inventory reserves $0.3 million as compared to ($0.1 million) in the same period in the prior year. The increase in inventory reserve expense was primarily due to a reduction in our estimate of net realizable value for inventory in Shanghai, China.

Selling, General, and Administrative Expenses

Selling, general, and administrative expenses increased $1.0 million or 4.1% to $26.2 million for the three months ended September 30, 2004, from $25.1 million for the three months ended September 30, 2003. As a percentage of net sales, however, total selling, general, and administrative expenses improved to 19.4% in 2004 from 21.1% in 2003. The dollar increase in expense was primarily due to the higher sales volume and variable costs relating to these sales, including higher salaries, incentives, and commissions of $1.3 million and increased freight out, delivery, and travel expenses of $0.5 million. In the prior year, we recognized a gain on the sale of property of $0.1 million, which has not recurred this year. We also incurred an additional $0.1 million in bad debt expense during the third quarter of 2004 as compared to recovering $0.3 million for the third quarter of 2003. These increases were partially offset by the realization of a gain on the settlement of a lawsuit of $0.4 million in addition to a reduction in occupancy expense of $0.3 million due to our facility rationalization program and a reduction in benefits expense of $0.3 million primarily due to a reduction in estimated incurred but not reported self-insurance health claims.

Operating Income

Operating income increased $1.3 million or 85.0% to $2.9 million for the three months ended September 30, 2004, from $1.6 million for the three months ended September 30, 2003. This was primarily due to the significant increase in revenues in the current quarter, which was only partially offset by lower gross margins and a slight increase in selling, general, and administrative expenses.

Interest Expense

As compared to a year ago, we reduced our average debt outstanding under our Credit Facility by $3.4 million or 10.9% to $27.6 million for the three months ended September 30, 2004. Interest expense decreased $0.1 million or 19.3% to $0.4 million for the three months ended September 30, 2004 from $0.5 million in 2003. The savings in interest expense was attributable to the lower average debt outstanding, as well as a 20 basis point decrease in the average quarterly interest rate on our Credit Facility, from 4.2% to 4.0%, since September 30, 2003, due to lower LIBOR rates and favorable pricing due to improved operating performance.

Provision (Benefit) for Income Taxes

The provision (benefit) for income taxes decreased by $1.6 million, resulting in a net income tax benefit of $1.1 million for the three months ended September 30, 2004, compared to an expense reserve of $0.5 million for the three months ended September 30, 2003. The change primarily reflects a reduction of our valuation allowance for our deferred tax asset associated with the future deductible goodwill amortization, as explained in Note 6 to our financial statements for September 30, 2004, included in Item 1 above. That adjustment to our deferred tax asset is a non-recurring benefit. Excluding that tax adjustment, our effective tax rate decreased to 36.0% in the third quarter of 2004 from 42.0% in third quarter of 2003 due to a reduction in permanent items as a percentage of pre-tax income.

NINE MONTHS ENDED SEPTEMBER 30, 2004 AND 2003

The following table sets forth a summary of our operating data and shows such data as a percentage of net sales for the periods indicated (dollars in thousands):

	NINE MONTHS ENDED SEPTEMBER 30,			
	2004		**2003**	
Net Sales	$394,606	100.0%	$363,348	100.0%
Cost of Sales	308,165	78.1	282,433	77.7
Gross Profit	86,441	21.9	80,915	22.3
Selling, General, and Administrative Expenses	78,436	19.9	76,579	21.1
Operating Income	8,005	2.0	4,336	1.2

Interest Expense	1,219	0.3	1,851	0.5
Interest Income	(21)	0.0	(18)	0.0
Other Expense (Income)	1	0.0	(25)	0.0
Earnings Before Taxes	6,806	1.7	2,528	0.7
Provision for Income Taxes	538	0.1	1,094	0.3
Net Earnings	$ 6,268	1.6%	$ 1,434	0.4%

11

Table of Contents

Net Sales

For the nine months ended September 30, 2004, net sales increased by $31.3 million or 8.6% to $394.6 million from $363.3 million for the nine months ended September 30, 2003. On a daily sales basis revenues increased $0.2 million or 8.6% over the prior year. Total FPS revenues grew $28.5 million or 15.3% to $214.7 million in the current year from $186.2 million for the nine months ended September 30, 2003. The increase in FPS revenues was due to the net increase of 21 new FPS sites since September 30, 2003, increased production levels at existing sites, and our efforts to increase market share at our FPS locations. At September 30, 2004, we had 332 total FPS sites including 101 full storeroom management arrangements. As with FPS, we have seen an increase in production levels at our General MROP customers resulting in increased sales of $2.7 million or 1.5% to $179.9 million from $177.2 million for the nine months ended September 30, 2003.

Cost of Sales

Cost of sales for the nine months ended September 30, 2004 increased $25.7 million or 9.1% to $308.2 million from $282.4 million for the nine months ended September 30, 2003. Cost of sales, as a percentage of net sales, reflected an increase from 77.7% for the nine months ended September 30, 2003 to 78.1% for 2004, primarily as a result of a shift in sales mix from General MROP sales towards FPS sales (even though we had somewhat lower gross margins on General MROP sales in the third quarter of 2004, as discussed above). Currently, as a general matter, our FPS arrangements typically yield a lower gross profit as a percentage of sales than do our General MROP sales, due to lower prices in exchange for the exclusive relationship in these arrangements; however, FPS yields a higher operating margin than General MROP sales because our FPS sales generally have lower fixed costs.

Selling, General, and Administrative Expenses

Selling, general, and administrative expenses for the nine months ended September 30, 2004 increased $1.9 million or 2.4% to $78.4 million as compared to $76.6 million for the nine months ended September 30, 2003. As a percentage of net sales, however, selling, general, and administrative expenses improved to 19.9% for the nine months ended September 30, 2004, from 21.1% for the same period in the prior year. The dollar increase in expense for the nine months ended September 30, 2004 was primarily a result of increased variable expenses associated with higher sales volume, including salaries, commissions, and additional incentives due to improved operating performance of $2.4 million. Partially offsetting these increases was a savings of $0.4 million due to a change in our estimated incurred but not reported self-insurance health claims. We also realized a gain of $0.4 million resulting from settlement of a lawsuit during the third quarter.

Operating Income

Operating income increased $3.7 million or 84.6% to $8.0 million for the nine months ended September 30, 2004 from $4.3 million for the nine months ended September 30, 2003. This increase was primarily due to the increase in sales volume, which was only partially offset by a decrease in gross margin and an increase in selling, general, and administrative expenses.

Interest Expense

As compared to the nine months ended September 30, 2003, we reduced our average debt outstanding under our Credit Facility by $3.4 million or 10.9% to $27.6 million for the nine months ended September 30, 2004. Interest expense decreased $0.6 million or 34.1% to $1.2 million for the nine months ended September 30, 2004 from $1.9 million in 2003. The savings in interest expense was attributable to the lower average debt outstanding as well as an 80 basis point decrease in the nine month average interest rate on our credit facility, from 4.5% to 3.7%, since

September 30, 2003, due to lower LIBOR rates and due to the Credit Facility lowering their pricing in the first quarter.

Provision for Income Taxes

The provision for income taxes decreased by $0.6 million to $0.5 million for the nine months ended September 30, 2004 from $1.1 million for the nine months ended September 30, 2003, reflecting primarily the adjustment of our valuation allowance for our deferred tax asset as discussed above. Excluding that tax adjustment made during the third quarter, our effective tax rate decreased to 37.5% in 2004 from 43.3% in 2003 due to a reduction in permanent items as a percentage of pre-tax income.

LIQUIDITY AND CAPITAL RESOURCES

Capital Availability and Requirements

At September 30, 2004, our total working capital was $82.1 million, which included $0.6 million in cash and cash equivalents. We had an aggregate of $63.9 million of borrowing capacity under our Credit Facility. Based upon our current asset base (which is used as our collateral) and outstanding borrowings under the Credit Facility, we had borrowing availability under the Credit Facility of $34.2 million. The average quarterly interest rate for the three months ended September 30, 2004 was 4.0%.

The principal financial covenants under our current Credit Facility require a fixed charge coverage ratio of 1.1:1.0 and capital expenditures of no more than $6.5 million in any twelve-month period. Our fixed charge coverage ratio was 2.0:1.0 at September 30, 2004, and our capital expenditures were $0.5 million for the twelve-month period ended September 30, 2004. Our covenants require a minimum tangible net worth of $45.0 million; at September 30, 2004, our tangible net worth was $63.4 million. We are presently in compliance with all covenants under the Credit Facility and anticipate that we will remain in compliance with the covenants.

Analysis of Cash Flows

Net cash (used in) provided by operating activities was ($1.5 million) and $3.8 million for the nine months ended September 30, 2004 and 2003, respectively. For the nine months ended September 30, 2004, an increase in sales volume resulted in cash used by accounts receivable. Partially offsetting the cash used by accounts receivable was an increase in accounts payable because we have increased purchase volume to service the additional sales volume. When compared to 2003, cash used in operating activities increased primarily due to the increased business activity and corresponding working capital needs.

Net cash (used in) provided by investing activities for the nine months ended September 30, 2004 and 2003 was ($0.5 million) and $2.6 million, respectively. Cash used for capital expenditures was ($0.6 million) and ($0.4 million) for the nine months ended September 30, 2004 and 2003, respectively. For the nine months ended September 30, 2003, we received cash of $3.0 million, net of closing costs, as a result of the sale of three real properties.

Net cash provided by (used in) financing activities was $2.3 million and ($5.7 million) for the nine months ended September 30, 2004 and 2003, respectively. For the nine months ended September 30, 2004, cash was provided primarily by net borrowings on our Credit Facility of $1.8 million and cash used for the nine months ended September 30, 2003 was primarily due to net payments on our Credit Facility of ($2.9 million). During the nine months ended September 30, 2004, $0.6 million of cash was also provided from the proceeds of issuance of common stock due primarily to the exercise of stock options. During the nine months ended September 30, 2003, we used ($1.2 million) of the proceeds from the sale of a facility to retire a mortgage associated with the facility. Additionally, in 2003, the Company made payments to