

SHOPSMITH INC  
Form 10-Q  
February 07, 2001

**TABLE OF CONTENTS**

**PART I. FINANCIAL INFORMATION**

Item 1. Financial Statements.

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

Item 3. Quantitative and qualitative disclosures about market risk.

**PART II. OTHER INFORMATION**

**EXHIBIT 10.14**

FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Quarterly Report Under Section 13 or 15 (d)  
Of the Securities Exchange Act of 1934

For the quarter ended  
December 30, 2000

Commission File Number 0-9318

SHOPSMITH, INC.  
(Name of Registrant)

Ohio  
\_\_\_\_\_  
(State of Incorporation)

31-0811466  
\_\_\_\_\_  
(IRS Employer Identification Number)

6530 Poe Avenue  
Dayton, Ohio  
\_\_\_\_\_  
(Address of Principal  
Executive Offices)

45414  
\_\_\_\_\_  
(Zip Code)

Registrant's Telephone 937-898-6070

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

Yes  X  No  \_\_\_

Indicate the number of shares outstanding of each of the registrant's classes of common stock as of December 30, 2000.

Common shares, without par value: 2,605,233 shares.

**Table of Contents**

SHOPSMITH, INC. AND SUBSIDIARIES

INDEX

**Page No.**

**Table of Contents**

SHOPSMITH INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

December 30, <u>2000</u> (Unaudited)	April 1, <u>2000</u>
---	-------------------------

ASSETS

Current Assets:

Cash and equivalents	\$217,603	\$1,301,387	Restricted cash	173,171	104,970
Accounts receivable: Trade, less allowance for doubtful accounts:	\$743,177				
			on December 30 and \$646,756 on April 1		
Inventories	2,636,357	2,523,185	Deferred income taxes (Note 2)	563,000	569,000
Prepaid expenses	355,471	426,214			

Total current assets	4,650,395	5,47,643
----------------------	-----------	----------

Properties: Land, building and improvements	3,161,199	3,161,199
Machinery, equipment and tooling	6,617,144	568,403

Total cost	9,778,343	9,729,602
Less		

accumulated depreciation and  
amortization 6,716,544 6,501,718

Net  
properties 3,061,799 3,227,884

Deferred income taxes (Note  
2) 763,000 757,000

Other assets 2,303 20,833

Total  
assets \$8,477,497 \$9,553,360

Continued

Page 3

**Table of Contents**

SHOPSMITH INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

December 30,  
2000  
(Unaudited)

April 1,  
2000

LIABILITIES AND SHAREHOLDERS EQUITY

Current Liabilities: Accounts payable \$1,294,140 \$1,469,298 Current portion of long-term debt and capital lease obligation 78,121 189,038 Customer advances 17,882 26,863 Accrued liabilities: Compensation, employee benefits and payroll taxes 224,253 372,235 Sales taxes payable 98,080 193,162 Accrued recourse liability 439,984 390,369 Accrued expenses 250,640 298,717 Other 173,668 260,157

Total current liabilities 2,576,768 3,199,839 Long-term debt and capital lease obligation 2,596,065 2,640,445

Total liabilities 5,172,833 5,840,284

Shareholders' Equity: Preferred shares - without par value; authorized 500,000; none issued  
Common shares - without par value; authorized 5,000,000; issued and outstanding 2,605,233 shares on December 30 and on April 12, 806,482 806,482 Retained earnings 498,182 906,594

Total shareholders equity 3,304,664,713,076

Total Liabilities and Shareholders Equity \$8,477,497 \$9,553,360

See notes to consolidated financial statements.

Page 4

**Table of Contents**

SHOPSMITH INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended		Nine Months Ended	
	Dec 30 2000 (Unaudited)	Jan 1 2000 (Unaudited)	Dec 30 2000 (Unaudited)	Jan 1 2000 (Unaudited)
Net sales	\$4,148,057	\$4,954,240	\$11,818,721	\$12,718,239
Cost of products sold	1,935,195	2,225,453	5,569,639	5,757,820
Gross margin	2,212,862	2,728,787	6,249,082	6,960,419
Selling expenses	1,816,925	2,212,452	5,330,193	6,077,436
Administrative expenses	344,421	429,632	1,207,607	1,429,880
Total operating expenses	2,161,346	2,642,084	6,537,800	7,507,316
Income (Loss) from operations	51,516	86,703	(288,718)	(546,897)
Interest income	11,943	8,600	30,625	34,725
Interest expense	(62,125)	(67,553)	(157,364)	(202,303)
Other income, net	2,244	3,492	7,045	10,514

Income (Loss) before income  
 taxes 3,578 13,242 (408,412) (703,961) Income tax benefit  
 (Expense) (18,000) 218,000

Net Income  
 (Loss) 3,578 13,242 (408,412) (485,961) Retained  
 earnings: Beginning 494,604 1,087,080 906,594 1,586,283

Ending \$498,182 \$1,100,322 \$498,182 \$1,100,322

Net Income (Loss) per common share (Note 3)  
 Basic \$0.00 \$0.01 \$(0.16) \$(0.19)

Diluted \$0.00 \$0.01 \$(0.16) \$(0.19)

See notes to consolidated financial statements.

**Table of Contents**

SHOPSMITH INC. AND SUBSIDIARIES  
 CONSOLIDATED STATEMENTS OF CASH FLOW

Nine Months Ended

December 30 2000 (Unaudited)	January 1 2000 (Unaudited)
------------------------------------	----------------------------------

Cash flows from operating activities:

Net  
 Loss\$(408,412)\$(485,961)Adjustments  
 to reconcile net loss to cash  
 provided from operating  
 activities:Depreciation and  
 amortization214,826208,968Provision  
 for doubtful  
 accounts225,885128,572Deferred  
 income taxes (218,000)Cash  
 provided from (required for)  
 changes in assets and  
 liabilities: Restricted  
 cash(68,201)(10,415) Accounts  
 receivable(258,176)126,849 Inventories(113,172)(418,607) Other  
 assets89,273(219,698) Accounts  
 payable and customer  
 advances(184,139)(336,028) Other  
 current  
 liabilities(377,630)(104,631)

---

Cash provided from (used in)  
 operating  
 activities(879,746)(1,328,951)

---

Cash flows from investing  
 activities:Maturity of short-term  
 investments 989,122Property  
 additions(48,741)(99,871)

---

Cash provided from (used in)  
 investing  
 activities(48,741)889,251

---

Cash flows from financing  
 activities:Common shares  
 repurchased Payments on  
 long-term debt and capital lease  
 obligation(155,297)(52,442)

---

Cash provided from (used in)  
 financing  
 activities(155,297)(52,442)

---

Net decrease in  
 cash(1,083,784)(492,142)Cash:At  
 beginning of  
 period1,301,3871,005,371

---

At end of  
 period\$217,603\$513,229

See notes to consolidated financial statements.

Page 6

**Table of Contents**

**SHOPSMITH, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

1. In the opinion of management, all adjustments (consisting of only normal and recurring adjustments) have been made as of December 30, 2000 and January 1, 2000 to present the financial statements fairly. However, the results of operations for the nine months then ended are not necessarily indicative of results for the fiscal year. The financial statements and notes are presented as permitted by Form 10-Q, and do not contain certain information included in the annual financial statements. The financial statements accompanying this report should be read in conjunction with the financial statements and notes thereto included in the Annual Report to Shareholders for the year ended April 1, 2000.
  
2. The provision for income taxes is as follows:

	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>December</b>	<b>January 1</b>	<b>December 30</b>	<b>January 1</b>
	<b><u>2000</u></b>	<b><u>2000</u></b>	<b><u>2000</u></b>	<b><u>2000</u></b>
Income (Loss) before income taxes	\$3,578	\$31,242	\$(408,412)	\$(703,961)
Provision for (recoverable) income taxes:				
Current	\$ \$ \$	\$ \$ \$	\$ \$ \$	\$ \$ \$
Deferred	6,000	18,000	(122,000)	(218,000)
Change in valuation allowance	(6,000)	122,000		
Net provision for (recoverable) income taxes	\$ 18,000	\$ (218,000)		

The Company has deferred tax assets amounting to \$1,326,000 at December 30, 2000 and April 1, 2000 which reflect the impact of temporary differences between the amount of assets and liabilities recorded for financial reporting purposes and such amounts as measured by tax laws and regulations. The Company believes that it is more likely than not that these assets are realizable and represent its best estimate based on the available evidence as prescribed in SFAS 109. For the current year through December 30, 2000, the Company has established a

\$122,000 valuation allowance against its provision for recoverable income taxes because of the uncertainty of realizing its benefit.

3. Basic earnings per share are computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflect per share amounts that would have resulted if stock options had been converted into common stock. The following reconciles amounts reported in the financial statements:

	Three months ended		Nine months ended	
	December 30, 2000	January 1, 2000	December 30, 2000	January 1, 2000
Net income (loss)	\$ 3,578	\$ 13,242	\$ (408,412)	\$ (485,961)
Weighted average shares	2,605,233	2,605,233	2,605,233	2,605,233
Additional dilutive shares				
Total dilutive shares	2,605,233	2,605,233	2,605,233	2,605,233
Basic earnings (loss) per share	\$0.00	\$0.01	\$(0.16)	\$(0.19)
Diluted earnings (loss) per share	\$0.00	\$0.01	\$(0.16)	\$(0.19)

**Table of Contents**

There were no additional dilutive shares included in the computation at December 30, 2000 and January 1, 2000 because the stock options were anti-dilutive.

4. A revolving credit agreement expires on July 31, 2001. The agreement provides for maximum short-term borrowing of \$500,000 with interest charged at one percent over the Bank's prime rate. The agreement requires compliance with certain minimum net worth, working capital and other miscellaneous covenants. Substantially



all tangible assets except for land and building are pledged as collateral.

## **Table of Contents**

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

#### **Results of Operations**

Third quarter sales declined to \$4,148,000 or 16.3% from \$4,954,000 generated a year ago. On a year-to-date basis sales have declined by \$900,000 or 7.1% to \$11,819,000. Decreases in our demonstration sales channel have more than offset increases in other channels.

Gross margin rates declined to 53.3% from 55.1% for the same quarter last year. Gross margin rates for the year-to-date declined to 52.9% from 54.7% for the same period last year.

Through tighter control on expenditures and the deferral of some longer term programs, total operating expenses were reduced by \$481,000 to \$2,161,000 in the current quarter and by \$970,000 to \$6,538,000 for the nine month period.

Provisions for income taxes for the quarter (\$0 in FY 2001 and \$18,000 in FY 2000) are based on estimated annual effective rates and changes in the valuation reserve in FY2001.

With the reduction in operating expenses, a net income of \$4,000 or \$.00 per diluted share was experienced in the quarter ended December 30, 2000 compared to a net income of \$13,000 or \$.01 per diluted share for the same period of last year. Year to date a loss of \$408,000 or \$.16 per diluted share was incurred, compared to a loss of \$486,000 or \$.19 per diluted share for the year before.

#### **Liquidity and Financial Position**

Cash used in operations for the first nine months of the current fiscal year totaled \$1,084,000 compared with \$492,000 last year. Net losses of \$408,000, together with liquidation of current liabilities, were the main reasons for the cash usage in the nine months ended December 30, 2000.

The Company's assets include \$1,326,000 of deferred income tax assets at December 30, 2000. Presently, the Company believes that these assets are realizable and represent management's best estimate based on the weight of available evidence as prescribed in SFAS 109. For the current year through December 30, 2000, the Company has established a \$122,000 valuation allowance against its provision for recoverable income taxes because of the uncertainty of realizing its benefit. Management will continue to evaluate these assets and the need for additional valuation allowances based on near-term operating results and longer-term projections. If the Company is unable to generate sufficient operating income in the future, the valuation allowance will have to be increased by means of a charge against operating results.

The current ratio was 1.80 to 1 at December 30, 2000 compared to 1.73 to 1 at the beginning of the current fiscal year. The debt to equity ratio is unchanged from April 1, 2000 at 1.57 to 1.

The Company has recently switched providers for its consumer finance from Household Retail Services to CitiFinance. CitiFinance does not currently offer a recourse program. A recourse program allows the company, at its option, to assume recourse liability with respect to consumers that the provider would not otherwise finance. Shopsmith is currently financing some of these customers internally, which has a negative effect on liquidity.

The Company has now experienced operating losses in the last two fiscal years as well as for the year to date through the first three quarters of the current fiscal year. Continuation of operating losses will negatively affect the Company's liquidity both (a) as a result of negative cash flow caused by the losses, and (b) by putting the Company in the position of failing to satisfy the conditions applicable to drawing under the Company's line of credit.

**Forward Looking Statements**

The foregoing discussion and the Company's consolidated financial statements contain certain forward-looking statements that involve risks and uncertainties, including but not limited to the following: (a) the adequacy of operating cash flows together with currently available working capital to finance the operating needs of the Company and (b) generation of future taxable income to utilize existing deferred tax assets.

Page 9

---

**Table of Contents**

Item 3. Quantitative and qualitative disclosures about market risk.

Not applicable.

Page 10

---

**Table of Contents**

PART II. OTHER INFORMATION

Item 6.

(a) Exhibits:

(10) Material Contracts

(10.14) Consumer Finance agreement with CitiFinancial dated November 15, 2000.

(c) Reports on Form 8-K:

None

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SHOPSMITH, INC.

By /s/ Mark A. May

Mark  
A.  
May Vice  
President of  
Finance  
(Principal  
Financial  
and  
Accounting  
Officer)Date:  
February 7,  
2001