

BAB, INC.
Form 10-Q
July 13, 2015
FORM 10-Q

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

(Mark One)

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

For the quarterly period ended May 31, 2015

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 0-31555

BAB, Inc.

(Name of small business issuer in its charter)

Delaware

36-4389547

(State or other jurisdiction of incorporation or

(I.R.S. Employer Identification No.)

organization)

500 Lake Cook Road, Suite 475, Deerfield, Illinois 60015

(Address of principal executive offices) (Zip Code)

Issuer's telephone number (847) 948-7520

Indicate by checkmark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by checkmark whether the registrant is a large accelerated filer, accelerated filer, a non-accelerated filer, or a smaller reporting company. Large accelerated filer Accelerated filer Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by checkmark whether the registrant is a shell company. Yes No

As of July 10, 2015 BAB, Inc. had: 7,263,508 shares of Common Stock outstanding.

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PART I**ITEM 1. FINANCIAL STATEMENTS****BAB, Inc.****Consolidated Balance Sheets**

	May 31, 2015 (unaudited)	November 30, 2014
ASSETS		
Current Assets		
Cash	\$690,397	\$709,555
Restricted cash	283,383	420,834
Receivables		
Trade accounts and notes receivable (net of allowance for doubtful accounts of \$42,940 in 2015 and \$48,250 in 2014)	142,567	182,975
Marketing fund contributions receivable from franchisees and stores	26,545	23,708
Inventories	23,770	25,519
Prepaid expenses and other current assets	82,459	73,943
Total Current Assets	1,249,121	1,436,534
Property, plant and equipment (net of accumulated depreciation of \$149,128 in 2015 and \$147,638 in 2014)	4,431	5,921
Trademarks	455,182	454,479
Goodwill	1,493,771	1,493,771
Definite lived intangible assets (net of accumulated amortization of \$88,727 in 2015 and \$81,689 in 2014)	30,650	35,187
Deferred tax asset	248,000	248,000
Total Noncurrent Assets	2,232,034	2,237,358
Total Assets	\$3,481,155	\$3,673,892
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Current portion of long-term debt	\$31,898	\$31,898
Accounts payable	22,209	10,845
Accrued expenses and other current liabilities	314,637	308,315
Unexpended marketing fund contributions	310,183	213,750
Deferred franchise fee revenue	95,000	40,000
Deferred licensing revenue	14,583	32,083
Total Current Liabilities	788,510	636,891
Long-term debt (net of current portion)	33,413	33,413
Total Liabilities	821,923	670,304

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Stockholders' Equity		
Preferred shares -\$.001 par value; 4,000,000 authorized; no shares outstanding as of May 31, 2015 and November 30, 2014	-	-
Preferred shares -\$.001 par value; 1,000,000 Series A authorized; no shares outstanding as of May 31, 2015 and November 30, 2014	-	-
Common stock -\$.001 par value; 15,000,000 shares authorized; 8,466,953 shares issued and 7,263,508 shares outstanding as of May 31, 2015 and November 30, 2014	13,508,257	13,508,257
Additional paid-in capital	987,034	987,034
Treasury stock	(222,781)	(222,781)
Accumulated deficit	(11,613,278)	(11,268,922)
Total Stockholders' Equity	2,659,232	3,003,588
Total Liabilities and Stockholders' Equity	\$3,481,155	\$3,673,892

SEE ACCOMPANYING NOTES

BAB, Inc.**Consolidated Statements of Income****For the Three and Six Month Periods Ended May 31, 2015 and 2014****(Unaudited)**

	Three months ended May 31,		Six months ended May 31,	
	2015	2014	2015	2014
REVENUES				
Royalty fees from franchised stores	\$443,660	\$456,007	\$837,755	\$852,713
Franchise fees	25,000	200,000	30,000	235,000
Licensing fees and other income	99,102	113,334	192,395	218,499
Total Revenues	567,762	769,341	1,060,150	1,306,212
OPERATING EXPENSES				
Selling, general and administrative expenses:				
Payroll and payroll-related expenses	264,514	257,596	562,191	547,240
Occupancy	41,574	48,771	85,466	91,926
Advertising and promotion	16,824	7,841	27,347	16,171
Professional service fees	19,005	33,080	77,507	100,078
Travel	12,250	14,356	21,351	23,604
Employee benefit expense	38,097	28,072	74,323	53,001
Depreciation and amortization	4,293	4,553	8,527	9,114
Legal Settlement	-	-	243,046	-
Other	51,724	87,458	86,464	145,239
Total Operating Expenses	448,281	481,727	1,186,222	986,373
Income from operations	119,481	287,614	(126,072)	319,839
Interest income	448	118	1,172	266
Interest expense	(775)	(1,137)	(1,551)	(2,274)
Income before provision for income taxes	119,154	286,595	(126,451)	317,831
Provision for income taxes				
Current tax	-	15,000	-	15,000
Net Income	\$119,154	\$271,595	\$(126,451)	\$302,831
Earnings/(Loss) per share - Basic and Diluted	\$0.02	\$0.04	\$(0.02)	\$0.04
Weighted average shares outstanding - Basic				
Effect of dilutive common stock	7,263,508	7,263,508	7,263,508	7,263,508
Weighted average shares outstanding - Diluted	-	2,423	-	2,583
	7,263,508	7,265,931	7,263,508	7,266,091
Cash distributions declared per share	\$0.01	\$0.01	\$0.03	\$0.04

SEE ACCOMPANYING NOTES

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BAB, Inc.**Consolidated Statements of Cash Flows****For the Six Months Ended May 31, 2015 and 2014****(Unaudited)**

	For the six months ended May 31,	
	2015	2014
Operating activities		
Net (loss)/income	\$(126,451)	\$302,831
Adjustments to reconcile net income to cash flows provided by operating activities:		
Depreciation and amortization	8,526	9,114
Provision for uncollectible accounts, net of recoveries	(5,311)	21,910
Changes in:		
Trade accounts receivable and notes receivable	45,720	(106,806)
Restricted cash	137,451	103,143
Marketing fund contributions receivable	(2,837)	(13,907)
Inventories	1,749	(246)
Prepaid expenses and other	(8,516)	12,761
Accounts payable	11,364	11,968
Accrued liabilities	6,322	7,392
Unexpended marketing fund contributions	96,433	(89,265)
Deferred revenue	37,500	(40,000)
Net Cash Provided by Operating Activities	201,950	218,895
Investing activities		
Capitalization of trademark renewals	(3,203)	(2,844)
Net Cash Used In Investing Activities	(3,203)	(2,844)
Financing activities		
Cash distributions/dividends	(217,905)	(290,541)
Net Cash Used In Financing Activities	(217,905)	(290,541)
Net Decrease in Cash	(19,158)	(74,490)
Cash, Beginning of Period	709,555	683,891
Cash, End of Period	\$690,397	\$609,401
Supplemental disclosure of cash flow information:		
Interest paid	\$-	\$-
Income taxes paid	\$2,000	\$-

SEE ACCOMPANYING NOTES

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BAB, Inc.

Notes to Unaudited Consolidated Financial Statements

For the Three and Six Month Periods Ended May 31, 2015 and 2014

(Unaudited)

Note 1. Nature of Operations

BAB, Inc. ("the Company") has three wholly owned subsidiaries: BAB Systems, Inc. ("Systems"), BAB Operations, Inc. ("Operations") and BAB Investments, Inc ("Investments"). Systems was incorporated on December 2, 1992, and was primarily established to franchise Big Apple Bagels® ("BAB") specialty bagel retail stores. My Favorite Muffin ("MFM"), was acquired in 1997 and is included as a part of Systems. Brewster's Coffee ("Brewster's"), was established in 1996 and the coffee is sold in BAB and MFM locations as well as through license agreements. SweetDuet® ("SD") frozen yogurt can be added as an additional brand in a BAB or MFM location. Operations was formed on August 30, 1995, primarily to operate Company-owned stores of which there are currently none. The assets of Jacobs Bros. Bagels® ("Jacobs Bros.") were acquired on February 1, 1999, and any branded wholesale business uses this trademark. Investments was incorporated September 9, 2009 to be used for the purpose of acquisitions. To date, there have been no acquisitions.

The Company was incorporated under the laws of the State of Delaware on July 12, 2000. The Company currently franchises and licenses bagel and muffin retail units under the BAB and MFM and SD trade names. At May 31, 2015, the Company had 81 franchise units and 5 licensed units in operation in 26 states. The Company additionally derives income from the sale of its trademark bagels, muffins and coffee through nontraditional channels of distribution including under licensing agreements with Kohr Bros. Frozen Custard, Kaleidoscoops and Green Beans Coffee. Also, included in licensing fees and other income is Operations Sign Shop results. For franchise consistency and convenience, the Sign Shop provides the majority of signage to franchisees, including but not limited to, menu panels, build charts, interior and exterior signage and point of purchase materials.

The BAB franchised brand consists of units operating as "Big Apple Bagels®," featuring daily baked bagels, flavored cream cheeses, premium coffees, gourmet bagel sandwiches and other related products. Licensed BAB units serve the Company's frozen bagel and related products baked daily. BAB units are primarily concentrated in the Midwest and Western United States. The MFM brand consists of units operating as "My Favorite Muffin®," featuring a large variety of freshly baked muffins, coffees and related products, and units operating as "My Favorite Muffin and Bagel Cafe®," featuring these products as well as a variety of specialty bagel sandwiches and related products. The SweetDuet Frozen Yogurt & Gourmet Muffins® brand is a fusion concept, pairing self-serve frozen yogurt with MFM's exclusive line of My Favorite Muffin gourmet muffins. SD frozen yogurt can be added as an additional brand

in a BAB or MFM location. Although the Company doesn't actively market Brewster's stand-alone franchises, Brewster's coffee products are sold in most franchised units.

The Company is leveraging on the natural synergy of distributing muffin products in existing BAB units and, alternatively, bagel products and Brewster's Coffee in existing MFM units. The Company expects to continue to realize efficiencies in servicing the combined base of BAB and MFM franchisees.

The accompanying condensed consolidated financial statements are unaudited. These financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been omitted pursuant to such SEC rules and regulations; nevertheless, the Company believes that the disclosures are adequate to make the information presented not misleading. These financial statements and the notes hereto should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended November 30, 2014 which was filed February 23, 2015. In the opinion of the Company's management, the condensed consolidated financial statements for the unaudited interim period presented include all adjustments, including normal recurring adjustments, necessary to fairly present the results of such interim period and the financial position as of the end of said period. The results of operations for the interim period are not necessarily indicative of the results for the full year.

2. Units Open and Under Development

Units which are open or under development at May 31, 2015 are as follows:

Stores open:

Franchisee-owned stores	81
Licensed Units	5
	86
Unopened stores with Franchise Agreements	7
Total operating units and units with Franchise Agreements	93

3. Earnings per Share

The following table sets forth the computation of basic and diluted earnings per share:

	For the three months ended May 31,		For the six months ended May 31,	
	2015	2014	2015	2014
Numerator:				
Net income available to common shareholders	\$ 119,154	\$ 271,595	\$(126,451)	\$ 302,831
Denominator:				
Weighted average outstanding shares				
Basic	7,263,508	7,263,508	7,263,508	7,263,508
Earnings/(Loss) per Share - Basic	\$0.02	\$0.04	\$(0.02)	\$0.04
Effect of dilutive common stock	-	2,423	-	2,583
Weighted average outstanding shares				
Diluted	7,263,508	7,265,931	7,263,508	7,266,091
Earnings/(Loss) per share - Diluted	\$0.02	\$0.04	\$(0.02)	\$0.04

The Company excluded 257,500 potential shares attributable to outstanding stock options from the calculation of diluted earnings per share, for the three and six months ended May 31, 2015, because their inclusion would have been

anti-dilutive. For the three and six months ended May 31, 2014, the Company excluded 314,400 potential shares attributable to outstanding stock options from the calculation.

4. Long-Term Debt

The total debt balance of \$65,311 represents a note payable to a former shareholder that requires an annual payment of \$35,000, including interest at 4.75%, due October 1 and running through 2016.

5. Stock Options

In May 2001, the Company approved a Long-Term Incentive and Stock Option Plan (“Plan”). The Plan reserved and has issued 1,400,000 shares of common stock for grant. As of May 31, 2015, there were 1,142,500 stock options exercised or forfeited under the Plan.

	For the six months ended May 31,	
	2015	2014
Options outstanding at beginning of year	314,400	368,373
Granted	-	-
Forfeited or expired	(56,900)	(43,973)
Exercised	-	-
Outstanding at end of year	257,500	324,400

To value option grants and other awards for stock-based compensation, the Company uses the Black-Scholes option valuation model. When the measurement date is certain, the fair value of each option grant is estimated on the date of grant and is based on the assumptions used for the expected stock price volatility, expected term, risk-free interest rates and future dividend payments.

The Company’s stock option terms expire in ten years and vary in vesting from immediate to a vesting period of five years.

The following table summarizes the stock options outstanding and exercisable at May 31, 2015:

Options Outstanding				Options Exercisable		
Outstanding	Wghtd. Avg.	Wghtd. Avg.	Aggregate	Exercisable	Wghtd. Avg.	Aggregate
at	Remaining	Exercise	Intrinsic	at	Exercise	Intrinsic
5/31/15	Life	Price	Value	5/31/15	Price	Value
257,500	1.25	\$ 1.24	\$ -	257,500	\$ 1.24	\$ -

There is no computation for the aggregate intrinsic value in the table above because the outstanding options weighted average exercise price was greater than the Company’s closing stock price of \$0.65 as of the last business day of the

period ended May 31, 2015. There were 56,900 unexercised options that expired and no options exercised during the six month period ended May 31, 2015.

6. Goodwill and Other Intangible Assets

Accounting Standard Codification (“ASC”) 350 “Goodwill and Other Intangible Assets” requires that assets with indefinite lives no longer be amortized, but instead be subject to annual impairment tests. The Company follows this guidance.

The Company tests goodwill that is not subject to amortization for impairment annually or more frequently if events or circumstances indicate that impairment is possible. Goodwill was tested at the end of the first quarter, February 28, 2015 and it was found that the carrying value of goodwill and intangible assets were not impaired.

The impairment test performed February 28, 2015 was based on a discounted cash flow model using management’s business plan projected for expected cash flows. Based on the computation it was determined that no impairment has occurred. There were no factors noted at May 31, 2015 that would require additional testing.

7. Recent Accounting Pronouncements

Revenue from Contracts with Customers, ASU 2014-09 establishes a comprehensive revenue recognition standard for virtually all industries in U.S. GAAP, including those that previously followed industry-specific guidance such as the real estate, construction and software industries. The revenue standard's core principle is built on the contract between a vendor and a customer for the provision of goods and services. It attempts to depict the exchange of rights and obligations between the parties in the pattern of revenue recognition based on the consideration to which the vendor is entitled. The standard requires five basic steps: (i) identify the contract with the customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract, (v) recognize revenue when (or as) the entity satisfies a performance obligation. Entities will generally be required to make more estimates and use more judgment than under current guidance, which will be highlighted for users through increased disclosure requirements. The ASU is effective for the Company, for annual periods beginning after December 15, 2017. The Company will adopt ASU 2014-09 for fiscal year ending November 30, 2019 and the Company is evaluating the impact that adoption of this guidance might have on the Company's consolidated financial position, cash flows or results of operations.

Management does not believe that there are any other recently issued and effective or not yet effective pronouncements as of May 31, 2015 that would have or are expected to have any significant effect on the Company's financial position, cash flows or results of operations.

8. Stockholder's Equity

On June 4, 2015 the Board of Directors declared a \$0.01 cash dividend/distribution to shareholders of record as of June 18, 2015, payable July 8, 2015.

On March 2, 2015 the Board of Directors declared a \$0.01 cash distribution/dividend to shareholders of record as of March 20, 2015, paid on April 10, 2015.

The Board of Directors declared a cash distribution/dividend on December 3, 2014 of \$0.02 which consisted of a \$0.01 quarterly and a \$0.01 special cash distribution/dividend per share paid on January 6, 2015.

9. Contingencies

We are subject to various legal proceedings and claims, either asserted or unasserted, which arise in the ordinary course of business. While the outcome of such proceedings or claims cannot be predicted with certainty, management does not believe that the outcome of any of such proceedings or claims will have a material effect on our financial position. Except as stated below, we know of no pending or threatened proceeding or claim to which we are or will be a party.

The Company had previously reported that on July 8, 2013, a judgment was entered in the Circuit Court of Cook County against BAB Operations, Inc. (“Operations”), a wholly owned subsidiary of BAB, Inc., and in favor of a former landlord of Operations, Alecta Real Estate USA, LLC. In September 2013 the Company filed an appeal. On March 23, 2015 the Appellate Court found in favor of the plaintiff and against Operations, affirming the trial court’s judgment. The legal settlement was accrued in the first quarter 2015 and payment was made in the second quarter 2015 and it includes the judgment, attorney’s fees and interest.

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

Certain statements contained in Management's Discussion and Analysis of Financial Condition and Results of Operations, including statements regarding the development of the Company's business, the markets for the Company's products, anticipated capital expenditures, and the effects of completed and proposed acquisitions, and other statements contained herein regarding matters that are not historical facts, are forward-looking statements as is within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Because such statements include risks and uncertainties, actual results could differ materially from those expressed or implied by such forward-looking statements as set forth in this report, the Company's Annual Report on Form 10-K and other reports that the Company files with the Securities and Exchange Commission. Certain risks and uncertainties are wholly or partially outside the control of the Company and its management, including its ability to attract new franchisees; the continued success of current franchisees; the effects of competition on franchisees and consumer acceptance of the Company's products in new and existing markets; fluctuation in development and operating costs; brand awareness; availability and terms of capital; adverse publicity; acceptance of new product offerings; availability of locations and terms of sites for store development; food, labor and employee benefit costs; changes in government regulation (including increases in the minimum wage); regional economic and weather conditions; the hiring, training, and retention of skilled corporate and restaurant management; and the integration and assimilation of acquired concepts. Accordingly, readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis only as of the date hereof. The Company undertakes no obligation to publicly release the results of any revision to these forward-looking statements which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

General

There are 81 franchised and 5 licensed units at May 31, 2015 compared to 93 franchised and 5 licensed units May 31, 2014. System-wide revenues for the six months ended May 31, 2015 were \$17.0 million as compared to May 31, 2014 which were \$17.5 million.

The Company's revenues are derived primarily from the ongoing royalties paid to the Company by its franchisees and receipt of initial franchise fees. Additionally, the Company derives revenue from the sale of licensed products (My Favorite Muffin mix, Big Apple Bagels cream cheese, Big Apple Bagels frozen bagels and Brewster's coffee), and through nontraditional channels of distribution (Kohr Bros., Kaleidoscoops and Green Beans Coffee). Also included in licensing fees and other income is Operation's Sign Shop revenue. The Sign Shop provides the majority of signage, which includes but is not limited to, posters, menu panels, outside window stickers and counter signs to franchisees to provide consistency and convenience.

Royalty fees represent a 5% fee on net retail and wholesale sales of franchised units. Royalty revenues are recognized on an accrual basis using actual franchise receipts. Generally, franchisees report and remit royalties on a weekly basis.

The majority of month-end receipts are recorded on an accrual basis based on actual numbers from reports received from franchisees shortly after the month-end. Estimates are utilized in certain instances where actual numbers have not been received and such estimates are based on the average of the last 10 weeks' actual reported sales.

The Company recognizes franchise fee revenue upon the opening of a franchise store or upon the signing of a Master Franchise Agreement. Direct costs associated with the franchise sale are deferred until the franchise fee revenue is recognized. These costs include site approval, construction approval, commissions, blueprints and training costs.

In 2014 a Master Franchise Agreement (“MFA”) was entered into with a Dubai based organization which includes ten Middle East Countries. The MFA is for \$200,000, is nonrefundable and represents full payment for the MFA and the first fifteen stores owned by the Master Franchisee (“MF”), and/or franchised locations. There was an initial payment of \$100,000 paid upon execution of the agreement, \$50,000 was paid in April of this year and \$50,000 is due upon opening the second location or eighteen months after execution of the MFA. MF owned BAB locations will pay a 3% royalty and service fee on gross sales. All BAB locations under the MFA operated by a franchisee will pay BAB Systems 50% of the current royalty and service fee payable to the MF. The first Big Apple Bagels location, which is owned by the MF, is currently under development.

The Company earns a licensing fee from the sale of BAB branded products, which includes coffee, cream cheese, muffin mix and frozen bagels from a third-party commercial bakery, to the franchised and licensed units.

As of May 31, 2015, the Company employed 15 full-time and 3 part-time employees at the Corporate office. The employees are responsible for corporate management and oversight, accounting, advertising and franchising. None of the Company's employees are subject to any collective bargaining agreements and management considers its relations with its employees to be good.

Results of Operations

Three Months Ended May 31, 2015 versus Three Months Ended May 31, 2014

For the three months ended May 31, 2015 and 2014, the Company reported net income of \$119,000 and \$272,000, respectively. Total revenue of \$568,000 decreased \$201,000, or 26.1%, for the three months ended May 31, 2015, as compared to total revenue of \$769,000 for the three months ended May 31, 2014.

Royalty fee revenue of \$444,000, for the quarter ended May 31, 2015, decreased \$12,000, or 2.6%, from the \$456,000 for quarter ended May 31, 2014. There were fewer locations in 2015 versus same period in 2014.

Franchise fee revenues of \$25,000, for the quarter ended May 31, 2015, decreased \$175,000 as compared to the same quarter 2014. There was one express store opened and two transfers in the three months ending May 31, 2015 compared to no openings or transfers in 2014 but a Master Franchise Agreement was signed in the same period 2014.

Licensing fee and other income of \$99,000, for the quarter ended May 31, 2015, decreased \$14,000, or 12.4% from \$113,000 for the quarter ended May 31, 2014. The decrease in licensing fees and other income was primarily due to a reduction in Sign Shop revenue for the first quarter 2015 compared to same period 2014.

Total operating expenses of \$448,000, for the quarter ended May 31, 2015 decreased \$34,000, or 7.1% from \$482,000 for the quarter ended May 31, 2014. The 2015 decrease was primarily due to a decrease in bad debt reserve of \$28,000 and a reduction in Sign Shop cost of goods of \$11,000 compared to the same period in 2014. There was a \$14,000 decrease in professional fees and \$7,000 in occupancy expenses in the second quarter 2015 versus the same period 2014, offset by an increase in the second quarter 2015 of \$10,000 for employee benefits, an increase of \$9,000 for franchise advertising and \$7,000 for payroll and payroll tax expenses compared to the same period 2014.

Interest expense and interest income netted to less than a \$1,000 in the quarter ended May 31, 2015 as compared to \$1,000 in net interest expense for the same period 2014.

Earnings per share, as reported for basic and diluted outstanding shares for the second quarter ended May 31, 2015 was \$0.02 per share and \$0.04 per share in 2014.

Six Months Ended May 31, 2015 versus Six Months Ended May 31, 2014

For the six months ended May 31, 2015 and 2014, the Company reported a net loss \$126,000 and net income of \$303,000, respectively. Total revenue of \$1,060,000 decreased \$246,000, or 18.8%, for the six months ended May 31, 2015, as compared to total revenue of \$1,306,000 for the six months ended May 31, 2014.

Royalty fee revenue of \$838,000, for the six months ended May 31, 2015, decreased \$15,000, or 1.8%, from the \$853,000 for the six months ended May 31, 2014. Royalty revenues were down because there are fewer operating units in 2015 versus 2014.

Franchise fee revenues of \$30,000, for the six months ended May 31, 2015, decreased \$205,000 as compared to the same quarter 2014. One BAB Express store opened and three stores transferred in 2015 compared to one store opened, two stores transferred and an International Master Franchise Agreement was signed with a UAE franchisee in 2014.

Licensing fee and other income of \$192,000, for the six months ended May 31, 2015, decreased \$26,000, or 11.9%, from \$218,000 for the six months ended May 31, 2014. The \$26,000 decrease in 2015 was primarily due to a \$24,000 decrease in Sign Shop revenue and an \$11,000 decrease in nontraditional revenue, offset by \$9,000 of settlement income compared to the same period in 2014.

Total operating expenses of \$1,186,000 increased \$200,000, or 20.3%, for the six months ended May 31, 2015, from \$986,000 for the same period 2014. The increase in total operating expenses in 2015 as compared to same period 2014 was primarily due to an increase of \$244,000 for a legal settlement in 2015 where there were no such expenses in 2014. In addition, payroll related expenses increased \$15,000 primarily due to employee Christmas bonuses of \$24,000 in 2015 versus \$10,000 for the same period 2014, an increase in franchise sales advertising of \$11,000 in 2015 compared to 2014 and an increase of \$21,000 in 2015 for employee benefit expense primarily due to Company 401(k) matching program started January 1, 2015. The increases were offset by decreases in occupancy expense of \$7,000 primarily due to a credit in the 2015 escalator of \$2,000 versus a \$4,000 charge in 2014, a reduction in legal expenses of \$24,000 and a reduction in SG&A of \$56,000 which included a \$27,000 difference in bad debt reserve which was a \$5,000 credit in 2015 and a \$22,000 charge in 2014 same period, a decrease in franchise development expense of \$10,000 in 2015 compared to same period 2014 and the Sign Shop cost of goods sold decreased \$18,000 in 2015 compared to 2014.

Interest income and interest expense for the six months ended May 31, 2015 and 2014 netted to \$1,000 and \$2,000, respectively.

There was no income tax expense recorded for the six months ended May 31, 2015 versus \$15,000 for the six months ended May 31, 2014.

Loss/Earnings per share, as reported for basic and diluted outstanding shares for the six months ended May 31, 2015 was a loss of \$0.02 per share compared to income of \$0.04 in 2014.

Liquidity and Capital Resources

At May 31, 2015, the Company had working capital of \$461,000 and unrestricted cash of \$690,000. At November 30, 2014 the Company had working capital of \$800,000 and unrestricted cash of \$710,000.

During the six months ended May 31, 2015, the Company had a net loss of \$126,000 and operating activities provided cash of \$202,000. The principal adjustments to reconcile the net loss to cash provided in operating activities for the six months ending May 31, 2015 were depreciation and amortization of \$9,000 less a provision for uncollectible accounts of \$5,000. In addition, changes in operating assets and liabilities increased cash by \$325,000. During May 31, 2014, the Company had net income of \$303,000 and operating activities provided cash of \$219,000. The principal adjustments to reconcile net income to cash provided by operating activities for the six months ending May 31, 2014 were depreciation and amortization of \$9,000 and a provision for uncollectible accounts of \$22,000. In addition changes in operating assets and liabilities decreased cash by \$115,000.

The Company used \$3,000 for investing activities for the six months ended May 31, 2015 and 2014.

The Company used \$218,000 and \$291,000 for cash distribution/dividend payments during the six month period ended May 31, 2015 and 2014, respectively.

On June 4, 2015, the Board of Directors authorized a \$0.01 per share cash distribution/dividend to shareholders of record as of June 18, 2015, payable July 8, 2015. Although there can be no assurances that the Company will be able to pay cash distributions/dividends in the future, it is the Company's intent that future cash distributions/dividends will be considered based on profitability expectations and financing needs and will be declared at the discretion of the Board of Directors. It is the Company's intent going forward to declare and pay cash distributions/dividends on a quarterly basis if warranted.

The Company believes execution of its cash distribution/dividend policy will not have any material adverse effects on its cash or its ability to fund current operations or future capital investments.

The Company has no financial covenants on its outstanding debt.

Cash Distribution and Dividend Policy

It is the Company's intent that future cash distributions/dividends will be considered after reviewing profitability expectations and financing needs and will be declared at the discretion of the Board of Directors. Due to the general economic downturn and its impact on the Company, there can be no assurance that the Company will generate sufficient earnings to pay out cash distributions/dividends. The Company will continue to analyze its ability to pay cash distributions/dividends on a quarterly basis.

The Company believes that for tax purposes the cash distributions declared in 2015 may be treated as a return of capital to stockholders depending on each stockholder's basis or it may be treated as a dividend or a combination of the two. Determination of whether it is a cash distribution, cash dividend or combination of the two will not be made until after December 31, 2015, as the classification or combination is dependent upon the Company's earnings and profits for tax purposes for its fiscal year ending November 30, 2015.

The Company believes execution of this policy will not have any material adverse effect on its ability to fund current operations or future capital investments.

Recent Accounting Pronouncements

Revenue from Contracts with Customers, ASU 2014-09 establishes a comprehensive revenue recognition standard for virtually all industries in U.S. GAAP, including those that previously followed industry-specific guidance such as the real estate, construction and software industries. The revenue standard's core principle is built on the contract between a vendor and a customer for the provision of goods and services. It attempts to depict the exchange of rights and obligations between the parties in the pattern of revenue recognition based on the consideration to which the vendor is entitled. The standard requires five basic steps: (i) identify the contract with the customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract, (v) recognize revenue when (or as) the entity satisfies a performance obligation. Entities will generally be required to make more estimates and use more judgment than under current guidance, which will be highlighted for users through increased disclosure requirements. The ASU is effective for the Company, for annual periods beginning after December 15, 2017. The Company will adopt ASU 2014-09 for fiscal year ending November 30, 2019 and the Company is evaluating the impact that adoption of this guidance might have on the Company's consolidated financial position, cash flows or results of operations.

Management does not believe that there are any other recently issued and effective or not yet effective pronouncements as of May 31, 2015 that would have or are expected to have any significant effect on the Company's financial position, cash flows or results of operations.

Critical Accounting Policies

The Company has identified significant accounting policies that, as a result of the judgments, uncertainties, uniqueness and complexities of the underlying accounting standards and operations involved could result in material changes to its financial condition or results of operations under different conditions or using different assumptions. The Company's most critical accounting policies are related to revenue recognition, valuation of long-lived and intangible assets, deferred tax assets and the related valuation allowance. Details regarding the Company's use of these policies and the related estimates are described in the Company's Annual Report on Form 10-K for the fiscal year ended November 30, 2014, filed with the Securities and Exchange Commission on February 23, 2015. There have been no material changes to the Company's critical accounting policies that impact the Company's financial condition, results of operations or cash flows for the three or six months ended May 31, 2015.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

BAB, Inc. has no interest, currency or derivative market risk.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of both our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), as of the end of the period covered by this report. Based on such evaluation, both our Chief Executive Officer and Chief Financial Officer have concluded that, as of May 31, 2015 our disclosure controls and procedures are effective (i) to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) to ensure that information required to be disclosed by us in the reports that we submit under the Exchange Act is accumulated and communicated to our management, including our executive and financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15(d)-15(f) under the Exchange Act) during the six months of fiscal year 2015 to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Compliance with Section 404 of Sarbanes-Oxley Act

The Company is in compliance with Section 404 of the Sarbanes-Oxley Act of 2002 (the “Act”).

PART II

ITEM 1. LEGAL PROCEEDINGS

We are subject to various legal proceedings and claims, either asserted or unasserted, which arise in the ordinary course of business. While the outcome of such proceedings or claims cannot be predicted with certainty, management does not believe that the outcome of any of such proceedings or claims will have a material effect on our financial position. Except as stated below, we know of no pending or threatened proceeding or claim to which we are or will be a party.

The Company had previously reported that on July 8, 2013, a judgment was entered in the Circuit Court of Cook County against BAB Operations, Inc. (“Operations”), a wholly owned subsidiary of BAB, Inc., and in favor of a former landlord of Operations, Alecta Real Estate USA, LLC. In September 2013 the Company filed an appeal. On March 23, 2015 the Appellate Court found in favor of the plaintiff and against Operations, affirming the trial court’s judgment. The legal settlement was accrued in the first quarter 2015 and payment was made in the second quarter 2015 and it includes the judgment, attorney’s fees and interest.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable

ITEM 5. OTHER INFORMATION

None.

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ITEM 6. EXHIBITS

See index to exhibits

SIGNATURE

In accordance with the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BAB, Inc.

Dated: July 13, 2015 /s/ Geraldine Conn
Geraldine Conn
Chief Financial Officer

INDEX TO EXHIBITS

(a) EXHIBITS

The following exhibits are filed herewith.

INDEX NUMBER	DESCRIPTION
21.1	List of Subsidiaries of the Company
31.1	

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	Section 302 of the Sarbanes-Oxley Act of 2002	Certification of Chief Executive Officer
31.2	Section 302 of the Sarbanes-Oxley Act of 2002	Certification of Chief Financial Officer
32.1	Section 906 of the Sarbanes-Oxley Act of 2002	Certification of Chief Executive Officer
32.2	Section 906 of the Sarbanes-Oxley Act of 2002	Certification of Chief Financial Officer
101.INS	XBRL Instance	
101.SCH	XBRL Taxonomy Extension Schema	
101.CAL	XBRL Taxonomy Extension Calculation	
101.DEF	XBRL Taxonomy Extension Definition	
101.LAB	XBRL Taxonomy Extension Labels	
101.PRE	XBRL Taxonomy Extension Presentation	