BAB, INC.
Form 10-Q
October 13, 2017
FORM 10-Q

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

(Mark One)

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

For the quarterly period ended August 31, 2017

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

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

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, a smaller reporting company, or a emerging growth company. Large accelerated filer Accelerated filer Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As of October 13, 2017 BAB, Inc. had: 7,263,508 shares of Common Stock outstanding.

TABLE OF CONTENTS

PART I

ITEM 1. FINANCIAL STATEMENTS
BAB, Inc.

Consolidated Balance Sheets

	August 31, 2017	November 30, 2016
ASSETS		
Current Assets		
Cash	$745,745	$907,116
Restricted cash	702,100	598,887
Receivables		
Trade accounts and notes receivable (net of allowance for doubtful accounts of $20,317 in 2017 and $25,319 in 2016)	54,351	50,844
Marketing fund contributions receivable from franchisees and stores	10,831	10,238
Inventories	26,940	16,130
Prepaid expenses and other current assets	98,080	81,021
Total Current Assets	1,638,047	1,664,236
Property, plant and equipment (net of accumulated depreciation of $154,221 in 2017 and $152,334 in 2016)	4,254	1,226
Trademarks	459,637	455,182
Goodwill	1,493,771	1,493,771
Definite lived intangible assets (net of accumulated amortization of $123,398 in 2017 and $114,290 in 2016)	-	9,108
Deferred tax asset	248,000	248,000
Total Noncurrent Assets	2,205,662	2,207,287
Total Assets	$3,843,709	$3,871,523
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	$39,665	$43,383
Accrued expenses and other current liabilities	271,645	365,169
Unexpended marketing fund contributions	713,727	609,380
Deferred franchise fee revenue	-	40,000
Deferred licensing revenue	24,047	49,226
Current and Total Liabilities	1,049,084	1,107,158
Stockholders' Equity		
Preferred shares -$.001 par value; 4,000,000 authorized; no shares outstanding as of August 31, 2017 and November 30, 2016	-	-
Preferred shares -$.001 par value; 1,000,000 Series A authorized; no shares outstanding as of August 31, 2017 and November 30, 2016	-	-
	13,508,257	13,508,257

Common stock -$.001 par value; 15,000,000 shares authorized; 8,466,953 shares issued and 7,263,508 shares outstanding as of August 31, 2017 and November 30, 2016		
Additional paid-in capital	987,034	987,034
Treasury stock	(222,781)	(222,781)
Accumulated deficit	(11,477,885)	(11,508,145)
Total Stockholders' Equity	2,794,625	2,764,365
Total Liabilities and Stockholders' Equity	$3,843,709	$3,871,523

SEE ACCOMPANYING NOTES

3

BAB, Inc.

Consolidated Statements of Income

For the Three and Nine Month Periods Ended August 31, 2017 and 2016

(Unaudited)

	Three months ended August 31,		Nine months ended August 31,	
	2017	2016	2017	2016
REVENUES				
Royalty fees from franchised stores	$446,778	$441,949	$1,295,021	$1,298,562
Franchise fees	10,000	60,000	50,000	78,000
Licensing fees and other income	107,049	114,181	319,404	384,885
Total Revenues	563,827	616,130	1,664,425	1,761,447
OPERATING EXPENSES				
Selling, general and administrative expenses:				
Payroll and payroll-related expenses	258,601	248,233	767,585	768,300
Occupancy	43,913	43,599	133,708	131,337
Advertising and promotion	5,997	10,485	17,709	32,077
Professional service fees	29,079	36,844	106,653	108,376
Travel	9,686	9,196	28,562	26,532
Employee benefit expense	42,245	38,869	122,498	116,224
Depreciation and amortization	617	5,167	10,995	15,183
Other	41,640	58,186	156,001	176,629
Total Operating Expenses	431,778	450,579	1,343,711	1,374,658
Income from operations	132,049	165,551	320,714	386,789
Interest income	24	90	87	423
Interest expense	-	(396)	-	(1,190)
Income before provision for income taxes	132,073	165,245	320,801	386,022
Provision for income taxes				
Current tax	-	-	-	-
Net Income	$132,073	$165,245	$320,801	$386,022
Net Income per Share - Basic and Diluted	$0.02	$0.02	$0.04	$0.05
Weighted average shares outstanding - Basic and Diluted	7,263,508	7,263,508	7,263,508	7,263,508
Cash distributions declared per share	$0.01	$0.01	$0.04	$0.05

SEE ACCOMPANYING NOTES

4

BAB, Inc.

Consolidated Statements of Cash Flows

For the Nine Months Ended August 31, 2017 and 2016

(Unaudited)

	For the nine months ended August 31,	
	2017	2016
Operating activities		
Net income	$320,801	$386,022
Adjustments to reconcile net income to cash flows provided by operating activities:		
Depreciation and amortization	10,995	15,183
Provision for uncollectible accounts, net of recoveries	(5,001)	(3,954)
Changes in:		
Trade accounts receivable and notes receivable	1,494	15,574
Restricted cash	(103,213)	(181,876)
Marketing fund contributions receivable	(593)	12,319
Inventories	(10,810)	3,544
Prepaid expenses and other	(17,059)	(7,385)
Accounts payable	(3,718)	654
Accrued liabilities	(93,524)	(13,416)
Unexpended marketing fund contributions	104,347	169,557
Deferred revenue	(65,179)	(48,631)
Net Cash Provided by Operating Activities	138,540	347,591
Investing activities		
Capitalization of trademark renewals	(4,455)	(4,022)
Purchase of Equipment	(4,915)	-
Net Cash Used In Investing Activities	(9,370)	(4,022)
Financing activities		
Cash distributions/dividends	(290,541)	(363,175)
Net Cash Used In Financing Activities	(290,541)	(363,175)
Net Decrease in Cash	(161,371)	(19,606)
Cash, Beginning of Period	907,116	837,382
Cash, End of Period	$745,745	$817,776
Supplemental disclosure of cash flow information:		
Interest paid	$-	$-

Income taxes paid	$18,173	$8,171

SEE ACCOMPANYING NOTES

BAB, Inc.

Notes to Unaudited Consolidated Financial Statements

For the Three and Nine Month Periods Ended August 31, 2017 and 2016

(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 August 31, 2017, the Company had 83 franchise units and 3 licensed units in operation in 24 states. The Company additionally derives income from the sale of its trademark bagels, muffins and coffee through nontraditional channels of distribution including under a licensing agreement with Green Beans Coffee. Also, included in licensing fees and other income is Operations Sign Shop revenue. For franchise consistency and convenience, the Sign Shop provides the majority of signage to franchisees, including but not limited to, menu panels, 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. 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, 2016 which was filed February 23, 2017. 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 August 31, 2017 are as follows:

Stores open:	
Franchisee-owned stores	83
Licensed Units	3
	86
Unopened stores with Franchise Agreements	2
Total operating units and units with Franchise Agreements	88

3. Earnings per Share

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

	For the three months ended		For the nine months ended	
	August 31, 2017	2016	August 31, 2017	2016
Numerator:				
Net income available to common shareholders	$132,073	$165,245	$320,801	$386,022
Denominator:				
Weighted average outstanding shares Basic and diluted	7,263,508	7,263,508	7,263,508	7,263,508
Earnings per Share - Basic and Diluted	$0.02	$0.02	$0.04	$0.05

There were no outstanding options for the three or nine months ended August 31, 2017. For the three and nine months ended August 31, 2016, the Company excluded 175,000 potential shares attributable to outstanding stock options from the calculation of diluted earnings per share because their inclusion would have been anti-dilutive.

4. 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. All remaining options expired on November 23, 2016 and there were no options outstanding as of August 31, 2017. As of August 31, 2016, there were 1,225,000 stock options exercised or forfeited under the Plan. All options outstanding were either forfeited or expired during the year ended November 30, 2016.

	For the nine months ended: August 31, 2017	August 31, 2016
Options outstanding at beginning of year	-	237,500
Granted	-	-
Forfeited or expired	-	(62,500)
Exercised	-	-
Outstanding at end of period	-	175,000

7

5. 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 and has elected to early adopt ASU 2017-04 “Intangibles – Goodwill and Other” (Topic 350) in the first quarter ended February 28, 2017.

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.

The Company has consistently conducted its annual test during the first quarter. During the quarter, management qualitatively assessed goodwill to determine whether testing is necessary. Factors that management considers in this assessment include macroeconomic conditions, industry and market considerations, overall financial performance (both current and projected), changes in management and strategy, and changes in the composition and carrying amounts of net assets. If this qualitative assessment indicates that it is more likely than not that the fair value of a reporting unit is less than its carrying value, a quantitative assessment is then performed. Based on a qualitative evaluation, management determined that the carrying value of goodwill was not impaired at February 28, 2017, and a quantitative assessment was not considered necessary. There were no factors noted at August 31, 2017 that would require additional testing.

The impairment test performed November 30, 2016 was based on a fair market value calculation using a discounted cash flow model that incorporated management’s business plan projection for expected future cash flows. Based on the computation it was determined that no impairment had occurred. There have been no material changes in any of the three quarters of 2017 and it is believed that the cash flow projections are in line with current year income and expenses.

In January 2017, the FASB issued ASU 2017-04, Intangibles- Goodwill and Other (Topic 350), which is intended to simplify the test for goodwill impairment. To simplify the subsequent measurement of goodwill, the standard eliminates Step 2 from the goodwill impairment test. Instead, an entity will perform its annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity will recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit’s fair value. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary. The amendments in this ASU are effective for the annual reporting periods beginning after December 15, 2019, including the interim periods within that reporting period. The Company elected to early adopt this guidance in the quarter ended February 28, 2017.

6. Recent and Adopted 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 fiscal years 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 financial position, cash flows or results of operations.

6. Recent and Adopted Accounting Pronouncements (Cont'd)

On February 25, 2016, the FASB issued ASU No. 2016-02, Leases, requiring lessees to recognize a right-of-use asset and a lease liability on the balance sheet for all leases with the exception of short-term leases. For lessees, leases will continue to be classified as either operating or finance leases in the income statement. Lessor accounting is similar to the current model but updated to align with certain changes to the lessee model. Lessors will continue to classify leases as operating, direct financing or sales-type leases. The effective date of the new standard for public companies is for fiscal years beginning after December 15, 2018. Early adoption is permitted. The new standard must be adopted using a modified retrospective transition and requires application of the new guidance at the beginning of the earliest comparative period presented. The Company will adopt ASU 2016-02 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 financial position, cash flows or results of operations.

In March 2016, the Financial Accounting Standards Board issued ASU 2016-04, Liabilities – Extinguishments of Liabilities (Subtopic 405-20): Recognition of Breakage for Certain Prepaid Stored-Value Products. The amendments in the ASU are designed to provide guidance and eliminate diversity in the accounting for derecognition of prepaid stored-value product liabilities. Typically, a prepaid stored-value product liability is to be derecognized when it is probable that a significant reversal of the recognized breakage amount will not subsequently occur. This is when the likelihood of the product holder exercising its remaining rights becomes remote. This estimate shall be updated at the end of each period. The amendments in this ASU are effective for the annual reporting periods beginning after December 15, 2017, including the interim periods within that reporting period. Early adoption is permitted. The Company is still evaluating the impact the guidance will have on the Company's financial position, cash flows or results of operations.

In November 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-17, "Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes" ("ASU 2015-17"). The standard requires that deferred tax assets and liabilities be classified as noncurrent on the balance sheet rather than being separated into current and noncurrent. ASU 2015-17 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016. Early adoption is permitted and the standard may be applied either retrospectively or on a prospective basis to all deferred tax assets and liabilities. The Company will adopt ASU 2015-17 during the year ended November 30, 2018, on a retrospective basis. The effect of this change is not expected to materially alter the Company's financial position as a whole.

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

7. Stockholder's Equity

The Board of Directors declared a cash distribution/dividend on March 3, June 6 and September 6, 2016 of $0.01 per share, paid April 13, July 11, and October 12, 2016, respectively. On December 5, 2016, a $0.01 quarterly and a $0.01 special cash distribution/dividend per share was declared and paid on January 9, 2017. On March 15, and June 7, 2017, the Board of Directors declared a $0.01 quarterly cash distribution/dividend per share, paid on April 20, and July 13, 2017, respectively.

On September 7, 2017, the Board of Directors declared a $0.01 quarterly cash distribution/dividend to shareholders of record as of September 25, 2017, payable October 13, 2017.

7. Stockholder's Equity (Cont'd)

On May 6, 2013 BAB Inc. adopted a Preferred Shares Rights Agreement ("Rights Plan") and declared a dividend distribution of one right (equivalent to one one-thousandth of a preferred share), for each outstanding share of common stock. The Rights Plan is intended to protect BAB, Inc. and its stockholders from efforts to obtain control of BAB, Inc. that the Board of Directors determines are not in the best interest of BAB, Inc. and its stockholders. BAB, Inc. issued one Right for each current share of stock outstanding at the close of business on May 13, 2013. The rights will not be exercisable unless a person or group acquires 15% (20% institutional investors) or more of BAB, Inc.'s common stock ("trigger event"). Should a trigger event occur, each right entitles the registered holder to purchase from the Company one one-thousandth of a share of the Series A Participating Preferred Stock of the Company at an exercise price of $0.90 per one-thousandth of a Preferred Share, subject to adjustment. The Rights will expire in three years from the date of declaration.

On June 18, 2014 an amendment to the Preferred Shares Rights Agreement was filed appointing American Stock Transfer & Trust Company, LLC as successor to Illinois Stock Transfer Company. All original rights and provisions remain unchanged. On August 18, 2015 an amendment was filed to the Preferred Shares Rights Agreement changing the final expiration date to mean the fifth anniversary of the date of the original agreement. All other original rights and provisions remain the same. On May 22, 2017 an amendment was filed extending the final expiration date to mean the seventh anniversary date of the original agreement. All other original rights and provisions remain the same.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS 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 83 franchised and 3 licensed units at August 31, 2017 compared to 86 franchised and 3 licensed units at August 31, 2016. System-wide revenues for the nine months ended August 31, 2017 were $26.3 million as compared to August 31, 2016 which were $26.4 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 (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.

The Company earns licensing fees 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 August 31, 2017, the Company employed 15 full-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 August 31, 2017 versus Three Months Ended August 31, 2016

For the three months ended August 31, 2017 and 2016, the Company reported net income of $132,000 and $165,000, respectively. Total revenue of $564,000 decreased $52,000, or 8.4%, for the three months ended August 31, 2017, as compared to total revenue of $616,000 for the three months ended August 31, 2016.

Royalty fee revenue of $447,000, for the quarter ended August 31, 2017, increased $5,000, or 1.1%, from the $442,000 for quarter ended August 31, 2016.

Franchise fee revenues of $10,000, for the quarter ended August 31, 2017, decreased $50,000, or 83.3% from the $60,000 for the quarter ended August 31, 2016. There were no store openings and two transfers in the quarter ended August 31, 2017 compared to two stores opened and two transfers in the three months ending August 31, 2016.

Licensing fee and other income of $107,000, for the quarter ended August 31, 2017, decreased $7,000, or 6.1% from $114,000 for the quarter ended August 31, 2016. The decrease was primarily due to decreased Sign Shop revenues for the third quarter ended August 31, 2017 compared to the same quarter 2016.

Total operating expenses of $432,000, for the quarter ended August 31, 2017 decreased $19,000, or 4.2% from $451,000 for the quarter ended August 31, 2016. The 2017 decrease was primarily due to a decrease in franchise development of $16,000, a decrease in professional services of $8,000, a decrease of $4,000 each for advertising and amortization and a decrease of $3,000 for Sign Shop cost of goods sold. These were offset by increases in payroll and payroll related expenses of $11,000, an increase in employee benefit expense of $3,000 and an increase of $2,000 in general expenses for the third quarter 2017 compared to the same period in 2016.

Earnings per share, as reported for basic and diluted outstanding shares for the quarter ended August 31, 2017 and 2016 was $0.02.

Nine Months Ended August 31, 2017 versus Nine Months Ended August 31, 2016

For the nine months ended August 31, 2017 and 2016, the Company reported net income of $321,000 and $386,000, respectively. Total revenue of $1,664,000 decreased $97,000, or 5.5%, for the nine months ended August 31, 2017, as compared to total revenue of $1,761,000 for the nine months ended August 31, 2016.

Royalty fee revenue of $1,295,000, for the nine months ended August 31, 2017, decreased $4,000, or 0.3%, from the $1,299,000 for the nine months ended August 31, 2016. Royalty revenues were primarily flat and 2016 was leap year and included one additional day’s sales.

Franchise fee revenues of $50,000, for the nine months ended August 31, 2017, decreased $28,000, or 35.9%, from the $78,000 for the nine months ended August 31, 2016. One store was opened and five transfers for the nine months in 2017 compared to two stores opened and six transfers in the nine months same period in 2016.

Licensing fee and other income of $319,000, for the nine months ended August 31, 2017, decreased $66,000, or 17.1%, from $385,000 for the nine months ended August 31, 2016. The decrease in 2017 was primarily due to a one time nontraditional vendor rebate payment in 2016 of $40,000, a decrease in Sign Shop revenue of $15,000, a decrease in nontraditional income of $6,000 and a decrease in settlement fees of $5,000 compared to same period 2016.

Total operating expenses of $1,344,000 decreased $31,000, or 2.3%, for the nine months ended August 31, 2017, from $1,375,000 for the same period 2016. The decrease was primarily due to a decrease in Sign Shop cost of goods sold of $24,000, advertising expenses of $14,000, amortization expense of $4,000 and a decrease in franchise development of $2,000 for the nine months ended August 31, 2017 compared to the same period 2016. This was offset by an increase in employee benefit expense of $6,000 and an increase in general expenses of $6,000 for the nine months ended August 31, 2017 compared to the same period 2016.

There was no income tax expense recorded for the nine months ended August 31, 2017 and 2016.

Earnings per share, as reported for basic and diluted outstanding shares for the nine months ended August 31, 2017 and 2016 was $0.04 and $0.05 per share, respectively.

Liquidity and Capital Resources

At August 31, 2017, the Company had working capital of $589,000 and unrestricted cash of $746,000. At November 30, 2016 the Company had working capital of $557,000 and unrestricted cash of $907,000.

During the nine months ended August 31, 2016, the Company had net income of $321,000 and operating activities provided cash of $139,000. The principal adjustments to reconcile the net loss to cash provided in operating activities for the nine months ending August 31, 2016 were depreciation and amortization of $11,000 less a provision for uncollectible accounts of $5,000. In addition, changes in operating assets and liabilities decreased cash by $188,000. During August 31, 2016, the Company had net income of $386,000 and operating activities provided cash of $348,000. The principal adjustments to reconcile the net loss to cash provided in operating activities for the nine months ending August 31, 2016 were depreciation and amortization of $15,000 less a provision for uncollectible accounts of $4,000. In addition, changes in operating assets and liabilities decreased cash by $50,000.

The Company used $9,000 and $4,000 for investing activities for the nine months ended August 31, 2017 and 2016, respectively.

The Company used $291,000 and $363,000 for cash distribution/dividend payments during the nine month period ended August 31, 2017 and 2016, respectively.

On September 7, 2017, the Board of Directors declared a $0.01 quarterly cash distribution/dividend to shareholders of record as of September 25, 2017, payable October 13, 2017. 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.

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 2017 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, 2017, as the classification or combination is dependent upon the Company's earnings and profits for tax purposes for its fiscal year ending November 30, 2017.

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 and Adopted Accounting Pronouncements

In January 2017, the FASB issued ASU 2017-04, Intangibles- Goodwill and Other (Topic 350), which is intended to simplify the test for goodwill impairment. To simplify the subsequent measurement of goodwill, the standard eliminates Step 2 from the goodwill impairment test. Instead, an entity will perform its annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity will recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary. The amendments in this ASU are effective for the annual reporting periods beginning after December 15, 2019, including the interim periods within that reporting period. The Company elected to early adopt this guidance in the quarter ended February 28, 2017.

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 fiscal years 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 financial position, cash flows or results of operations.

On February 25, 2016, the FASB issued ASU No. 2016-02, Leases, requiring lessees to recognize a right-of-use asset and a lease liability on the balance sheet for all leases with the exception of short-term leases. For lessees, leases will continue to be classified as either operating or finance leases in the income statement. Lessor accounting is similar to the current model but updated to align with certain changes to the lessee model. Lessors will continue to classify leases as operating, direct financing or sales-type leases. The effective date of the new standard for public companies is for fiscal years beginning after December 15, 2018. Early adoption is permitted. The new standard must be adopted using a modified retrospective transition and requires application of the new guidance at the beginning of the earliest comparative period presented. The Company will adopt ASU 2016-02 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 financial position, cash flows or results of operations.

In March 2016, the Financial Accounting Standards Board issued ASU 2016-04, Liabilities – Extinguishments of Liabilities (Subtopic 405-20): Recognition of Breakage for Certain Prepaid Stored-Value Products. The amendments in the ASU are designed to provide guidance and eliminate diversity in the accounting for derecognition of prepaid stored-value product liabilities. Typically, a prepaid stored-value product liability is to be derecognized when it is probable that a significant reversal of the recognized breakage amount will not subsequently occur. This is when the likelihood of the product holder exercising its remaining rights becomes remote. This estimate shall be updated at the end of each period. The amendments in this ASU are effective for the annual reporting periods beginning after December 15, 2017, including the interim periods within that reporting period. Early adoption is permitted. The Company is still evaluating the impact the guidance will have on the Company's financial position, cash flows or results of operations.

In November 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-17, "Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes" ("ASU 2015-17"). The standard requires that deferred tax assets and liabilities be classified as noncurrent on the balance sheet rather than being separated into current and noncurrent. ASU 2015-17 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016. Early adoption is permitted and the standard may be applied either retrospectively or on a prospective basis to all deferred tax assets and liabilities. The Company will adopt ASU 2015-17 during the year ended November 30, 2018, on a retrospective basis. The effect of this change is not expected to materially alter the Company's financial position as a whole.

Management does not believe that there are any other recently issued and effective or not yet effective pronouncements 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, 2016, filed with the Securities and Exchange Commission on February 23, 2017. 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 nine months ended August 31, 2017.

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 August 31, 2017 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 nine months of fiscal year 2017 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. We know of no pending or threatened proceeding or claim to which we are or will be a party.

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.

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: October 13, 2017 /s/ Geraldine Conn
Geraldine Conn
Chief Financial Officer

16

INDEX TO EXHIBITS

(a) EXHIBITS

The following exhibits are filed herewith.

INDEX NUMBER	DESCRIPTION
3.1	Articles of Incorporation (See Form 10-KSB for year ended November 30, 2006 filed February 28, 2007)
3.2	Bylaws of the Company (See Form 10-KSB for year ended November 30, 2006 filed February 28, 2007)
4.1	Preferred Shares Rights Agreement (See Form 8-K filed May 7, 2013)
4.2	Preferred Shares Rights Agreement Amendment No. 1 (See Form 8-K filed June 18, 2014)
4.3	Preferred Shares Rights Agreement Amendment No. 2 (See Form 8-K filed August 18, 2015)
4.4	Preferred Shares Rights Agreement Amendment No. 3 (See Form 8-K filed May 22, 2017)
10.2	Long-Term Incentive and Stock Option Plan (See Form 10-K for year ended November 30, 2015 filed February 24, 2016)
21.1	List of Subsidiaries of the Company
31.1, 31.2	

	Section 302 of the Sarbanes-Oxley Act of 2002
32.1, 32.2	Section 906 of the Sarbanes-Oxley Act of 2002

101.INS XBRL	Instance Document, filed herewith
101.SCH XBRL	Taxonomy Extension Schema Document, filed herewith
101.CAL XBRL	Taxonomy Extension Calculation Linkbase Document, filed herewith
101.DEF XBRL	Taxonomy Extension Definition Linkbase Document, filed herewith
101.LAB XBRL	Taxonomy Extension Label Linkbase Document, filed herewith
101.PRE XBRL	Taxonomy Extension Presentation Linkbase Document, filed herewith