

SCOTTS LIQUID GOLD INC  
Form 10-Q  
August 14, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2014

Or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-13458

SCOTT'S LIQUID GOLD-INC.

(Exact name of registrant as specified in its charter)

Colorado  
(State or other jurisdiction of  
incorporation or organization)

84-0920811  
(I.R.S.  
Employer  
Identification  
No.)

4880 Havana Street, Suite 400, Denver, CO

80239

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(Address of principal executive offices)

(Zip Code)

303-373-4860

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  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 check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of August 13, 2014, the Registrant had 11,532,289 of its common stock, \$0.10 par value per share, outstanding.

CAUTIONARY NOTE ON FORWARD-LOOKING INFORMATION

This Quarterly Report on Form 10-Q (this “Report”) contains “forward-looking statements” within the meaning of U.S. federal securities laws. All statements, other than statements of historical facts, included in this Report that address activities, events, or developments with respect to our financial condition, results of operations, or economic performance that we expect, believe, or anticipate will or may occur in the future, or that address plans and objectives of management for future operations, are forward-looking statements. You can typically identify forward-looking statements by the use of words, such as “may,” “could,” “should,” “assume,” “project,” “believe,” “anticipate,” “expect,” “estimate,” “potential,” “plan,” and other similar words. These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements and our performance inherently involve risks and uncertainties that could cause actual results to differ materially from the forward-looking statements. Factors that would cause or contribute to such differences include, but are not limited to:

- changing consumer preferences and the continued acceptance of each of our significant products in the marketplace;
- the degree of success of any new product or product line introduction by us;
- competitive factors, including any decrease in distribution of (i.e., retail stores carrying) our significant products;
- continuation of our distributorship agreements for Montagne Jeunesse skin care products and Batiste Dry Shampoos;
- the need for effective advertising of our products and limited resources available for such advertising;
- new competitive products and/or technological changes;
- dependence upon third party vendors and upon sales to major customers;
- the availability of necessary raw materials and potential increases in the prices of these raw materials;
- changes in the regulation of our products, including applicable environmental and U.S. Food and Drug Administration (“FDA”) regulations;
- the continuing availability of financing on terms and conditions that are acceptable to us;
- future losses which could affect our liquidity;
- the loss of any executive officer; and
- other matters discussed in this Report, including the risks described in the Risk Factors section of this Report.

We caution you that forward-looking statements are not guarantees of future performance and that actual results or performance may be materially different from those expressed or implied in the forward-looking statements. The forward-looking statements in this Report speak as of the filing date of this Report. Although we may from time to time voluntarily update our prior forward-looking statements, we undertake no obligation to revise any forward-looking statements in order to reflect events or circumstances that may arise after the date of this Report.

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## PART I

## ITEM 1. FINANCIAL STATEMENTS.

## Consolidated Statements of Operations (Unaudited)

## Scott's Liquid Gold-Inc. &amp; Subsidiaries

|                                      | Three Months Ended |             | Six Months Ended |             |
|--------------------------------------|--------------------|-------------|------------------|-------------|
|                                      | June 30,<br>2014   | 2013        | June 30,<br>2014 | 2013        |
| Net sales                            | \$5,734,000        | \$4,502,100 | \$11,217,800     | \$9,233,800 |
| Operating costs and expenses:        |                    |             |                  |             |
| Cost of sales                        | 3,290,000          | 2,415,500   | 6,266,600        | 4,998,000   |
| Advertising                          | 199,600            | 123,600     | 399,200          | 419,200     |
| Selling                              | 1,182,700          | 1,184,000   | 2,315,200        | 2,281,500   |
| General and administrative           | 741,800            | 643,800     | 1,412,300        | 1,418,200   |
| Total operating costs and expenses   | 5,414,100          | 4,366,900   | 10,393,300       | 9,116,900   |
| Income from operations               | 319,900            | 135,200     | 824,500          | 116,900     |
| Rental and other income              | 3,600              | 4,000       | 12,200           | 21,400      |
| Interest expense                     | (7,300 )           | (7,000 )    | (14,500 )        | (65,600 )   |
| Income before income taxes           | 316,200            | 132,200     | 822,200          | 72,700      |
| Income tax expense                   | 7,400              | 9,000       | 15,800           | 9,000       |
| Net income                           | \$308,800          | \$123,200   | \$806,400        | \$63,700    |
| Net income per common share          |                    |             |                  |             |
| Basic                                | \$0.03             | \$0.01      | \$0.07           | \$0.01      |
| Diluted                              | \$0.03             | \$0.01      | \$0.07           | \$0.01      |
| Weighted average shares outstanding: |                    |             |                  |             |
| Basic                                | 11,500,623         | 11,213,586  | 11,474,836       | 11,154,038  |
| Diluted                              | 11,794,328         | 11,377,225  | 11,773,086       | 11,329,259  |

See accompanying notes to these Consolidated Financial Statements (Unaudited).

## Consolidated Balance Sheets

## Scott's Liquid Gold-Inc. &amp; Subsidiaries

|   | June 30,<br>2014<br>(unaudited) | December 31,<br>2013 |
|---|---------------------------------|----------------------|
| Assets  |                                 |                      |
| Current assets:   |                                 |                      |
| Cash and cash equivalents   | \$4,212,100                     | \$ 3,126,200         |
| Trade receivables, net  | 1,664,800                       | 1,182,300            |
| Inventories, net  | 2,661,700                       | 3,211,200            |
| Refundable income taxes   | 17,200                          | 0                    |
| Prepaid expenses  | 167,300                         | 269,200              |
| Total current assets  | 8,723,100                       | 7,788,900            |
| Property, plant and equipment, net  | 457,500                         | 518,200              |
| Other assets  | 51,000                          | 51,000               |
| Total assets  | \$9,231,600                     | \$ 8,358,100         |
| Liabilities and Shareholders' Equity  |                                 |                      |
| Current liabilities:  |                                 |                      |
| Accounts payable  | 832,300                         | 860,900              |
| Accrued payroll and benefits  | 575,000                         | 553,300              |
| Accrued property taxes  | 36,000                          | 33,400               |
| Total current liabilities   | 1,443,300                       | 1,447,600            |
| Total liabilities   | 1,443,300                       | 1,447,600            |
| Shareholders' equity:   |                                 |                      |
| Common stock; \$0.10 par value, authorized 50,000,000 shares; issued and outstanding<br>11,532,289 shares (2014) and 11,446,800 shares (2013) | 1,153,300                       | 1,144,700            |
| Capital in excess of par  | 5,678,300                       | 5,615,500            |
| Retained earnings   | 956,700                         | 150,300              |
| Total shareholders' equity  | 7,788,300                       | 6,910,500            |
| Total liabilities and shareholders' equity  | \$9,231,600                     | \$ 8,358,100         |

See accompanying notes to these Consolidated Financial Statements (Unaudited).



## Consolidated Statements of Cash Flows (Unaudited)

## Scott's Liquid Gold-Inc. &amp; Subsidiaries

|  | Six Months Ended |              |
|--|------------------|--------------|
|  | June 30,         |              |
|  | 2014             | 2013         |
| Cash flows from operating activities:  |                  |              |
| Net income   | \$ 806,400       | \$ 63,700    |
| Adjustment to reconcile net income to net cash used by operating activities: |                  |              |
| Depreciation and amortization  | 92,800           | 73,200       |
| Stock-based compensation   | 35,700           | 24,300       |
| Loss on disposal of assets   | 0                | 7,200        |
| Change in operating assets and liabilities:                                  |                  |              |
| Trade receivables  | (482,500 )       | (141,600 )   |
| Inventories  | 549,500          | (879,300 )   |
| Prepaid expenses and other assets  | 101,900          | (14,000 )    |
| Net payments on obligations collateralized by receivables and inventory      | 0                | (1,201,400)  |
| Refundable income taxes  | (17,200 )        | 0            |
| Accounts payable and accrued expenses  | (4,300 )         | (614,700 )   |
| Total adjustments to net income  | 275,900          | (2,746,300)  |
| Net Cash Provided (Used) by Operating Activities                             | 1,082,300        | (2,682,600)  |
| Cash flow from investing activities:   |                  |              |
| Net proceeds from sale of assets held for sale                               | 0                | 8,922,600    |
| Purchase of property, plant and equipment                                    | (32,100 )        | (160,800 )   |
| Net Cash (Used) Provided by Investing Activities                             | (32,100 )        | 8,761,800    |
| Cash flow from financing activities:   |                  |              |
| Principal payments on long-term debt   | 0                | (3,363,300)  |
| Proceeds from exercise of stock options                                      | 35,700           | 67,200       |
| Net Cash Provided (Used) by Financing Activities                             | 35,700           | (3,296,100)  |
| Net Increase in Cash and Cash Equivalents                                    | 1,085,900        | 2,783,100    |
| Cash and Cash Equivalents, beginning of period                               | 3,126,200        | 253,900      |
| Cash and Cash Equivalents, end of period                                     | \$ 4,212,100     | \$ 3,037,000 |
| Supplemental disclosures:  |                  |              |
| Cash paid during the period for interest                                     | \$ 14,500        | \$ 65,600    |

See accompanying notes to these Consolidated Financial Statements (Unaudited).

Notes to Consolidated Financial Statements (Unaudited)

Scott's Liquid Gold-Inc. & Subsidiaries

Note 1. Organization and Summary of Significant Accounting Policies.

(a) Company Background

Scott's Liquid Gold-Inc. (a Colorado corporation) was incorporated on February 15, 1954. Scott's Liquid Gold-Inc. and its wholly-owned subsidiaries (collectively, the "Company", "we", "our", or "us") develop, manufacture, market and sell quality household and skin and hair care products. We are also an exclusive distributor in the United States of Montagne Jeunesse skin sachets and Batiste Dry Shampoo manufactured by two other companies. Our business is comprised of two segments, household products and skin and hair care products.

(b) Principles of Consolidation

Our consolidated financial statements include our accounts and those of our wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated.

(c) Basis of Presentation

The Consolidated Statements of Operations, Consolidated Balance Sheets, and the Consolidated Statements of Cash Flows included in this Report have been prepared by the Company. In our opinion, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position at June 30, 2014 and results of operations and cash flows for all periods have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission. These consolidated financial statements should be read in conjunction with our financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2013. The results of operations for the period ended June 30, 2014 are not necessarily indicative of the operating results for the full year.

(d) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions that affect the reported amounts in our financial statements of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include, but are not limited to, the realization of deferred tax assets, reserves for slow moving and obsolete inventory, customer returns and allowances, and stock-based compensation. Actual results could differ from our estimates.

(e) Cash Equivalents

We consider all highly liquid investments with an original maturity of three months or less at the date of acquisition to be cash equivalents.

(f) Sale of Accounts Receivable

On November 3, 2008, effective as of October 31, 2008, we entered into a financing agreement with Summit Financial Resources, L.P. ("Summit") for the purpose of providing working capital. The financing agreement with Summit was amended on March 12, 2009, March 16, 2011 (effective March 1, 2011) and June 29, 2012 (effective July 1, 2012). The agreement has a term that expires on January 1, 2015, but it may be renewed for additional 12 month periods unless either party elects to cancel in writing at least 60 days prior to January 1, 2015 and thereafter on

the anniversary date of each 12 month period.

The agreement provides for a factoring line up to \$1.5 million and is secured primarily by accounts receivables, inventory, any lease in which we are a lessor and all investment property and guarantees by our active subsidiaries. Under the agreement, Summit will make loans at our request and in its discretion based on: (i) its purchases of our receivables, with recourse against us, at an advance rate of 85% (or such other percentage determined by Summit in its discretion) and (ii) our inventory not to exceed certain amounts, including an aggregate maximum of \$500,000. Advances under the agreement have an interest rate of 1.0% over the prime rate (as published in The Wall Street Journal) for the accounts receivables portion of the advances and 2.5% over the prime rate for the inventory portion of the borrowings. At June 30, 2014, the prime rate was 3.25%.

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There is also an administrative fee of 0.85% per month on the average monthly outstanding loan on the receivable portion of any advance if the average quarterly loan in the prior quarter was less than or equal to \$1,000,000, and 0.75% per month if the average quarterly loan in the prior quarter was greater than \$1,000,000 and 1.0% per month on the average monthly outstanding loan on the inventory portion of any advance.

The agreement provides that neither we nor our active subsidiaries may engage in a change in control transaction without the prior written consent of Summit. Events of default include, but are not limited to, our failure to make a payment when due or a default occurring on any of our other indebtedness.

At June 30, 2014 and 2013, the entire credit line of \$1.5 million was available for future factoring of accounts receivable invoices and borrowings secured by our inventory.

We report these transactions using the authoritative guidance of the Financial Accounting Standards Board (“FASB”) as a secured borrowing rather than as a sale. As a result, affected accounts receivable are reported under the “Current Assets” section within our Consolidated Balance Sheets as “Trade receivables, net.” Similarly, the net liability owing to Summit, if any, appears as “Obligations collateralized by receivables and inventory” within the “Current Liabilities” section of our Consolidated Balance Sheets. Net proceeds received on obligations collateralized by receivables and inventory appear as “net cash (used) provided by operating activities” within the “Adjustment to reconcile net income to net cash used by operating activities” section of our Consolidated Statements of Cash Flows.

On March 16, 2011, with the consent of Summit, we entered into a financing agreement with Wells Fargo Bank, National Association (“Wells Fargo”) for the purpose of further lowering the cost of borrowing associated with the financing of our accounts receivable. Pursuant to this agreement, we may sell accounts receivables from our largest customer, Wal-Mart Stores, Inc. (“Wal-Mart”), at a discount to Wells Fargo; provided, however, that Wells Fargo may reject offers to purchase such receivables in its discretion. These receivables may be purchased by Wells Fargo at a cost to us equal to LIBOR plus 1.15% per annum. The LIBOR rate used depends on the days to maturity of the receivable sold, typically ranging from 102 to 105 days. At June 30, 2014, Wells Fargo used the 104-day LIBOR rate of 0.27%.

The agreement has no fixed termination date, but continues unless terminated by either party giving 30 days prior written notice to the other party. During the six months ended June 30, 2014 and 2013, we sold approximately \$2,168,100 and \$2,302,800, respectively, of our relevant accounts receivable to Wells Fargo for approximately \$2,159,300 and \$2,292,900, respectively. The difference between the invoiced amount of the receivable and the cash that we received from Wells Fargo is a cost to us. This cost is in lieu of any cash discount our customer would have been allowed and, thus, is treated in a manner consistent with standard trade discounts granted to our customers.

The reporting of the sale of accounts receivables to Wells Fargo is treated as a sale rather than as a secured borrowing. As a result, affected accounts receivables are relieved from the Company’s financial statements upon receipt of the cash proceeds.

#### (g) Inventories

Inventories consist of raw materials and finished goods and are stated at the lower of cost (first-in, first-out method) or market. We record a reserve for slow moving and obsolete products and raw materials. We estimate this reserve based upon historical and anticipated sales.

Inventories were comprised of the following at:

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|                                    | June 30,<br>2014 | December 31,<br>2013 |
|------------------------------------|------------------|----------------------|
| Finished goods                     | \$1,446,900      | \$ 1,636,500         |
| Raw materials                      | 1,269,700        | 1,621,000            |
| Inventory reserve for obsolescence | (54,900 )        | (46,300 )            |
|                                    | \$2,661,700      | \$ 3,211,200         |

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(h) Property, Plant and Equipment

Property, plant and equipment are recorded at historical cost. Depreciation is provided using the straight-line method over the estimated useful lives of the assets ranging from three to 45 years. Production equipment and production support equipment are estimated to have useful lives of 15 to 20 years and three to 10 years, respectively. Office furniture and office machines are estimated to have useful lives of 10 to 20 years and three to five years, respectively. Carpets, drapes and company vehicles are estimated to have useful lives of five to 10 years. Maintenance and repairs are expensed as incurred. Improvements that extend the useful lives of the asset or provide improved efficiency are capitalized.

(i) Financial Instruments

Financial instruments which potentially subject us to concentrations of credit risk include cash and cash equivalents and trade receivables. We maintain our cash balances in the form of bank demand deposits with financial institutions that we believe are creditworthy. As of June 30, 2014, and periodically throughout the year, we have maintained balances in various operating accounts in excess of federally insured limits. We establish an allowance for doubtful accounts based upon factors surrounding the credit risk of specific customers, historical trends and other information. We have no significant financial instruments with off-balance sheet risk of accounting loss, such as foreign exchange contracts, option contracts or other foreign currency hedging arrangements.

The recorded amounts for cash and cash equivalents, receivables, other current assets, accounts payable and accrued expenses approximate fair value due to the short-term nature of these financial instruments. As of June 30, 2014 and 2013, we had no long-term debt.

(j) Income Taxes

We follow FASB authoritative guidance for the accounting for income taxes which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences attributable to differences between the financial statement carrying amounts of assets and liabilities and their respective income tax bases. A valuation allowance is provided when it is more likely than not that some portion or all of a deferred tax asset will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the period in which related temporary differences become deductible. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Taxes are reported based on tax positions that meet a more-likely-than-not standard and that are measured at the amount that is more-likely-than-not to be realized. Differences between financial and tax reporting which do not meet this threshold are required to be recorded as unrecognized tax benefits or expense. We classify penalty and interest expense related to income tax liabilities as an income tax expense. There are no significant interest and penalties recognized in the statement of operations or accrued on the balance sheet.

(k) Revenue Recognition

Our revenue recognition policy is significant because the amount and timing of revenue is a key component of our results of operations. We follow guidance issued by FASB, which requires that certain criteria be met in order to recognize revenue. If these criteria are not met, then the associated revenue is deferred until it is met. In our case, the criteria generally are met when we have an arrangement to sell a product, we have delivered the product in accordance with that arrangement, the sales price of the product is determinable and we believe that we will be paid for the sale.

We establish reserves for customer returns of our products and customer allowances. We estimate these reserves based upon, among other things, an assessment of historical trends, information from customers and anticipated returns related to current sales activity. These reserves are established in the period of sale and reduce our revenue in that period.

Our reserve for customer allowances includes primarily reserves for trade promotions to support price features, displays, slotting fees and other merchandising of our products to our customers. The actual level of returns and customer allowances are influenced by several factors, including the promotional efforts of our customers, changes in mix of our customers, changes in the mix of the products we sell and the maturity of the product. We may change our estimates based on actual results and consideration of other factors that cause returns and allowances. In the event that actual results differ from our estimates, the results of future periods may be impacted.

We also establish reserves for coupons, rebates and certain other promotional programs for consumers. We estimate these reserves based upon, among other things, an assessment of historical trends and current sales activity. These reserves are recorded as a reduction of revenue at the later of the date at which the revenue is recognized or the date at which the sale incentive is offered.



We have also established an allowance for doubtful accounts. We estimate this allowance based upon, among other things, an assessment of the credit risk of specific customers and historical trends. We believe our allowance for doubtful accounts is adequate to absorb any losses which may arise. In the event that actual losses differ from our estimates, the results of future periods may be impacted.

At June 30, 2014 and December 31, 2013 approximately \$853,800 and \$821,700, respectively, had been reserved as a reduction of accounts receivable. Trade promotions to our customers and incentives such as coupons to our consumer are deducted from gross sales and totaled \$1,090,200 and \$993,200 for the six months ended June 30, 2014 and 2013, respectively.

(l) Advertising Costs

Advertising costs are expensed as incurred.

(m) Stock-based Compensation

During the six months ended June 30, 2014, we granted options to acquire 60,000 shares of our common stock to two of our board members at a price of \$0.792 per share, which vest ratably over 48 months, or upon a change in control, and which expire after five years. Such options were granted at 120% of the market value as of the date of grant. We also granted options to acquire 30,000 shares of our common stock to one of our board members at a price of \$0.792 per share, which vested upon the date of grant, and expire after five years. Such options were also granted at 120% of the market value as of the date of grant. During the first six months of 2013, we granted options to acquire 85,000 shares of our common stock to two executive officers at a price of \$0.41 per share, an option to acquire 30,000 shares of common stock to a board member at a price of \$0.55 per share and an option to acquire 15,000 shares of our common stock to a regional sales manager at a price of \$0.55 per share. These options which vest ratably over 48 months, or upon a change in control, and which expire after five years, were granted at 120% of the market value as of the date of grant.

The weighted average fair market value of the options granted in the first six months of 2014 and 2013 was estimated on the date of grant, using a Black-Scholes option pricing model with the following assumptions:

|  | June 30, 2014 | June 30, 2013  |
|--|---------------|----------------|
| Expected life of options (using the "simplified" method) | 4.5 years     | 4.5 years      |
| Average risk-free interest rate                          | 1.65%         | 0.8% -<br>1.0% |
| Average expected volatility of stock                     | 122%          | 139% -<br>141% |
| Expected dividend rate                                   | None          | None           |
| Fair value of options granted                            | \$36,917      | \$42,356       |

Compensation cost related to stock options recognized in operating results (included in general and administrative expenses) under authoritative guidance issued by the FASB was \$35,700 and \$24,300 in the six months ended June 30, 2014 and 2013, respectively. Approximately \$114,100 of total unrecognized compensation costs related to non-vested stock options is expected to be recognized over the next 48 months. In accordance with this same authoritative guidance, there was no tax benefit from recording the non-cash expense as it relates to the options granted to employees, as these were qualified stock options which are not normally tax deductible. With respect to the non-cash expense associated with options granted to the non-employee directors, no tax benefit is recognized due to the existence of as yet unutilized net operating losses. At such time as these operating losses have been utilized and a tax benefit is realized from the issuance of non-qualified stock options, a corresponding tax benefit may be

recognized.

(n) Operating Costs and Expenses Classification

Cost of sales includes costs associated with manufacturing and distribution including labor, materials, freight-in, purchasing and receiving, quality control, internal transfer costs, repairs, maintenance and other indirect costs, as well as warehousing and distribution costs. We classify shipping and handling costs comprised primarily of freight-out as selling expenses. Other selling expenses consist primarily of wages and benefits for sales and sales support personnel, travel, brokerage commissions and promotional costs, as well as certain other indirect costs. Shipping and handling costs totaled \$720,700 and \$730,800 for the six months ended June 30, 2014 and 2013, respectively.

General and administrative expenses consist primarily of wages and benefits associated with management and administrative support departments, business insurance costs, professional fees, office facility related expenses, and other general support costs.

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## (o) Recently Issued Accounting Standards

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)" ("ASU 2014-09"). ASU 2014-09 amends the guidance for revenue recognition to replace numerous industry-specific requirements and converges areas under this topic with those of the International Financial Reporting Standards. The ASU implements a five-step process for customer contract revenue recognition that focuses on transfer of control, as opposed to transfer of risk and rewards. The amendment also requires enhanced disclosures regarding the nature, amount, timing and uncertainty of revenues and cash flows from contracts and customers. Other major provisions include the capitalization and amortization of certain contract costs, ensuring the time value of money is considered in the transaction price, and allowing estimates of variable consideration to be recognized before contingencies are resolved in certain circumstances. The amendments in this ASU are effective for reporting periods beginning after December 15, 2016, and early adoption is prohibited. Entities can transition to the standard either retrospectively or as a cumulative-effect adjustment as of the date of the adoption. We are currently assessing the impact, if any, that the adoption of ASU 2014-09 will have on our financial statements.

## Note 2. Earnings per Share.

We present basic and diluted earnings or loss per share in accordance with authoritative guidance which establishes standards for computing and presenting basic and diluted earnings per share. Per share data is determined by using the weighted average number of common shares outstanding. Common equivalent shares are considered only for diluted earnings per share, unless considered anti-dilutive. Common equivalent shares, determined using the treasury stock method, result from stock options with exercise prices that are below the average market price of the common stock.

Basic earnings per share include no dilution and are computed by dividing income available to common shareholders by the weighted-average number of shares outstanding during the period. Diluted earnings per share reflect the potential of securities that could share in our earnings. There were common stock equivalents of 110,000 and 160,000 shares outstanding at June 30, 2014 and 2013, respectively, consisting of stock options that were not included in the calculation of earnings per share because they would have been anti-dilutive.

A reconciliation of the weighted average number of common shares outstanding for the three and six months ended June 30, 2014 and 2013 is as follows:

|  | 2014       |            |
|--|------------|------------|
|  | Three      | Six Months |
|  | Months     | Months     |
| Common shares outstanding, beginning of the period           | 11,446,800 | 11,446,800 |
| Weighted average common shares issued                        | 53,823     | 28,036     |
| Weighted average number of common shares outstanding         | 11,500,623 | 11,474,836 |
| Dilutive effect of common share equivalents                  | 293,705    | 298,250    |
| Diluted weighted average number of common shares outstanding | 11,794,328 | 11,773,086 |
|  | 2013       |            |
|  | Three      | Six Months |
|  | Months     | Months     |
| Common shares outstanding, beginning of the period           | 11,201,622 | 10,937,000 |
| Weighted average common shares issued                        | 11,964     | 217,038    |

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|  |            |            |
|--|------------|------------|
| Weighted average number of common shares outstanding         | 11,213,586 | 11,154,038 |
| Dilutive effect of common share equivalents                  | 163,639    | 175,221    |
| Diluted weighted average number of common shares outstanding | 11,377,225 | 11,329,259 |

We have authorized 20,000,000 shares of preferred stock issuable in one or more series, none of which are issued or outstanding as of June 30, 2014.

Note 3. Segment Information.

We operate in two different segments: household products and skin and hair care products. Our products are sold nationally and internationally (primarily Canada), directly through our sales force and indirectly through independent brokers, to mass merchandisers, drugstores, supermarkets, hardware stores and other retail outlets and to wholesale distributors. We have chosen to organize our business around these segments based on differences in the products sold.

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Accounting policies for our segments are the same as those described in Note 1. We evaluate segment performance based on segment income or loss before income taxes.

The following provides information on our segments for the three and six months ended June 30:

|                                   | Three Months Ended June 30, |                             |                    |                             |
|-----------------------------------|-----------------------------|-----------------------------|--------------------|-----------------------------|
|                                   | 2014                        |                             | 2013               |                             |
|                                   | Household Products          | Skin and Hair Care Products | Household Products | Skin and Hair Care Products |
| Net sales to external customers   | \$1,578,200                 | \$4,155,800                 | \$1,285,700        | \$3,216,400                 |
| (Loss) income before income taxes | \$(149,200 )                | \$465,400                   | \$(208,000 )       | \$340,200                   |
| Identifiable assets               | \$4,229,500                 | \$3,565,400                 | \$3,115,500        | \$3,510,500                 |

|                                   | Six Months Ended June 30, |                             |                    |                             |
|-----------------------------------|---------------------------|-----------------------------|--------------------|-----------------------------|
|                                   | 2014                      |                             | 2013               |                             |
|                                   | Household Products        | Skin and Hair Care Products | Household Products | Skin and Hair Care Products |
| Net sales to external customers   | \$2,938,800               | \$8,279,000                 | \$2,607,100        | \$6,626,700                 |
| (Loss) income before income taxes | \$(379,600 )              | \$1,201,800                 | \$(678,500 )       | \$751,200                   |
| Identifiable assets               | \$4,229,500               | \$3,565,400                 | \$3,115,500        | \$3,510,500                 |

The following is a reconciliation of segment information to consolidated information for the three and six months ended June 30:

|   | Three Months Ended June 30, |             | Six Months Ended June 30, |             |
|---|-----------------------------|-------------|---------------------------|-------------|
|   | 2014                        | 2013        | 2014                      | 2013        |
| Net sales to external customers         | \$5,734,000                 | \$4,502,100 | \$11,217,800              | \$9,233,800 |
| Consolidated income before income taxes | \$316,200                   | \$132,200   | \$822,200                 | \$72,700    |
| Identifiable assets                     | \$7,794,900                 | \$6,626,000 | \$7,794,900               | \$6,626,000 |
| Corporate assets                        | 1,436,700                   | 1,145,600   | 1,436,700                 | 1,145,600   |
| Consolidated total assets               | \$9,231,600                 | \$7,771,600 | \$9,231,600               | \$7,771,600 |

Corporate assets noted above are comprised primarily of our cash and investments, and property and equipment not directly associated with our manufacturing, warehousing, shipping and receiving activities.



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

### Results of Operations

Our consolidated net sales for the first six months of 2014 were \$11,217,800 versus \$9,233,800 for the first six months of 2013, an increase of \$1,984,000 or 21.5%. We saw a 37.4% increase in net sales of the skin and hair care products that we distribute for other companies and a 3.7% decrease in net sales of our own line of skin care products. We saw a 12.7% increase in net sales of our household products. The reasons for the foregoing changes in net sales of our products are described below.

Our consolidated net sales for the second quarter of 2014 were \$5,734,000 versus \$4,502,100 for the second quarter of 2013, an increase of \$1,231,900 or 27.4%. We saw a 44.2% increase in net sales of the skin and hair care products that we distribute for other companies and a 2.1% decrease in net sales of our own line of skin care products. We saw a 22.8% increase in net sales of our household products. The reasons for the foregoing changes in net sales of our products are described below.

Our net income for the first six months of 2014 was \$806,400 versus net income of \$63,700 in the first six months of 2013. Our net income for the second quarter of 2014 was \$308,800 versus net income of \$123,200 in the second quarter of 2013. The net income for the first six months of 2014 compared to the net income for the same period in 2013 resulted primarily from: (1) increased sales; (2) changes in our trade promotions to our customers; (3) changes in costs of sales; and (4) changes in operating expenses, as discussed below.

### Summary of Results as a Percentage of Net Sales

|                             | Year Ended<br>December 31,<br>2013 | Six Months Ended<br>June 30, |         |
|-----------------------------|------------------------------------|------------------------------|---------|
|                             |                                    | 2014                         | 2013    |
| Net sales                   |                                    |                              |         |
| Household products          | 27.7                               | % 26.2                       | % 28.2  |
| Skin and hair care products | 72.3                               | % 73.8                       | % 71.8  |
| Total net sales             | 100.0                              | % 100.0                      | % 100.0 |
| Cost of sales               | 54.3                               | % 55.9                       | % 54.1  |
| Gross profit                | 45.7                               | % 44.1                       | % 45.9  |
| Other revenue               | 0.2                                | % 0.1                        | % 0.2   |
|                             | 45.9                               | % 44.2                       | % 46.1  |
| Operating expenses          | 41.7                               | % 36.8                       | % 44.6  |
| Interest expense            | 0.4                                | % 0.1                        | % 0.7   |
|                             | 42.1                               | % 36.9                       | % 45.3  |
| Income before income taxes  | 3.8                                | % 7.3                        | % 0.8   |

Our gross margins may not be comparable to those of companies who include all of the costs related to their distribution network in cost of sales because we, like some other companies, exclude a portion of these costs (i.e., freight out to customers) from gross margin. Instead, we include them as part of selling expenses. See Note 1(n), "Operating Costs and Expenses Classification", to our Consolidated Financial Statements (Unaudited) in Item 1.

### Six Months Ended June 30, 2014 Compared to Six Months Ended June 30, 2013

#### Comparative Net Sales

|   | Six Months Ended June 30, |             | Percentage |            |
|---|---------------------------|-------------|------------|------------|
|   | 2014                      | 2013        | Increase   | (Decrease) |
| Total household products  | \$2,938,800               | \$2,607,100 | 12.7       | %          |
| Alpha Hydrox <sup>®</sup> , Diabetic cream and other skin care products | 1,936,800                 | 2,011,500   | (3.7       | %)         |
| Montagne Jeunesse and Batiste Dry Shampoo                               | 6,342,200                 | 4,615,200   | 37.4       | %          |
| Total skin and hair care products                                       | 8,279,000                 | 6,626,700   | 24.9       | %          |
| Total net sales   | \$11,217,800              | \$9,233,800 | 21.5       | %          |

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During the first six months of 2014, net sales of skin and hair care products accounted for 73.8% of consolidated net sales compared to 71.8% for the same period in 2013. The net sales of these products for that period were \$8,279,000 in 2014 compared to \$6,626,700 for the same period in 2013, an increase of \$1,652,300 or 24.9%, primarily as a result of an increase in net sales of Batiste Dry Shampoo.

The net sales of our Alpha Hydrox® and other manufactured skin care products were \$1,936,800 in the first six months of 2014 versus \$2,011,500 for the same period in 2013, a decrease of \$74,700 or 3.7%. This decrease is primarily attributable to a decrease in the net sales of our Alpha Hydrox products resulting from one of our customers reducing the number of our products that it carries in its stores.

The net sales of Montagne Jeunesse and Batiste Dry Shampoo were \$6,342,200 in the first six months of 2014 versus \$4,615,200 for the same period in 2013, an increase of \$1,727,000 or 37.4%. This increase is primarily attributable to increased distribution of both Montagne Jeunesse and Batiste Dry Shampoo among new and existing customers and the improved placement of our products at existing customers. The Company currently distributes Batiste Dry Shampoo pursuant to a distribution agreement with Church & Dwight Co., Inc. ("Church & Dwight") that expires on December 31, 2014. Following the expiration of our current distribution agreement, we will continue to distribute Batiste Dry Shampoo under a new distribution agreement with Church & Dwight that will limit our distribution to the specialty retailer channel. Please see the section below entitled "Recent Developments" for additional information on our new distribution agreement.

Net sales of household products for the first six months of 2014 accounted for 26.2% of net sales compared to 28.2% for the same period in 2013. During the first six months of 2014, the sales of our household products were \$2,938,800 as compared to \$2,607,100 for the same period in 2013, an increase of \$331,700 or 12.7%. The increase is attributable primarily to sales of our Scott's Liquid Gold® Floor Restore product, which we introduced late in the fourth quarter of 2013.

We paid our customers a total of \$1,090,200 in the first six months of 2014 for trade promotions to support price features, displays, slotting fees and other merchandising of our products, versus \$993,200 for the same period in 2013, an increase of \$97,000 or 9.8%. This increase is primarily attributable to higher sales in the first six months of 2014.

From time to time, our customers return products to us. For our household products, we permit returns only for a limited time. With regard to our skin and hair care products, returns are more frequent under an unwritten industry standard that permits returns for a variety of reasons. In the event a skin and hair care customer requests a return of a product, we will consider the request, and may grant such request in order to maintain or enhance our relationship with the customer, even in the absence of an enforceable right of the customer to do so. Typically, customers that return products to us take a credit on our invoice equal to the original sale price plus a handling charge ranging from 8-10% of the original sales price. Our product returns (as a percentage of net sales) were 0.5% percent for the first six months of 2014 compared to 1.4% for the same period in 2013. The decrease is primarily attributable to one of our customers returning Diabetic shampoo from certain of its stores that will no longer carry our Diabetic shampoo in the first six months of 2013, which occurred to a lesser extent during the same time period in 2014.

On a consolidated basis, cost of sales was \$6,266,600 during the first six months of 2014 compared to \$4,998,000 for the same period in 2013, an increase of \$1,268,600 or about 25.4%, on a net sales increase of 21.5%. As a percentage of consolidated net sales, cost of sales was 55.9% in the first six months of 2014 versus 54.1% for the same period in 2013.

As a percentage of net sales of our skin and hair care products, the cost of sales for our skin and hair care products increased to 57.5% in the first six months of 2014 as compared to 53.9% for the same period in 2013. This increase reflects primarily a higher percentage of net sales of the skin and hair care products that we distribute for other

companies, which have a higher cost than the skin care products that we manufacture.

As a percentage of net sales of our household products, the costs of sales for our household products decreased to 51.3% in the first six months of 2014 as compared to 54.6% for the same period in 2013. This decrease is primarily attributable to a reduction in our costs for certain raw materials.

## Operating Expenses, Interest Expense and Other Income

|                            | Six Months<br>Ended June 30, |             | Percentage<br>Increase<br>(Decrease) |    |
|----------------------------|------------------------------|-------------|--------------------------------------|----|
|                            | 2014                         | 2013        |                                      |    |
| Operating Expenses         |                              |             |                                      |    |
| Advertising                | \$399,200                    | \$419,200   | (4.8                                 | %) |
| Selling                    | 2,315,200                    | 2,281,500   | 1.5                                  | %  |
| General and administrative | 1,412,300                    | 1,418,200   | (0.4                                 | %) |
| Total operating expenses   | \$4,126,700                  | \$4,118,900 | 0.2                                  | %  |
| Rental and Other Income    | \$12,200                     | \$21,400    | (43.0                                | %) |
| Interest Expense           | \$14,500                     | \$65,600    | (77.9                                | %) |

Our operating expenses increased by \$7,800 or 0.2% in the first six months of 2014 when compared to the same period in 2013. These expenses consist primarily of advertising, selling, and general and administrative expenses, which are discussed below.

Advertising expenses for the first six months of 2014 were \$399,200 compared to \$419,100 for the same period in 2013, a decrease of \$20,000 or 4.8%. This decrease is primarily attributable to doing a national coupon program in the first six months of 2013 as part of a national television campaign for our Scott's Liquid Gold® Wood Cleaner and Preservative. Although we did a national television campaign in the first six months of 2014, we did not do a national coupon program.

Selling expenses for the first six months of 2014 were \$2,315,200 compared to \$2,281,500 for the same period in 2013, an increase of \$33,700 or 1.5%. This increase is primarily attributable to changes in personnel within our sales organization starting in the first quarter of 2013 and the accrual in the second quarter of 2014 of potential performance bonus payments to personnel within our sales organization for 2014 offset, in part, by a decrease in the costs of freight out to our customers.

General and administrative expenses for the first six months of 2014 were \$1,412,300 compared to \$1,418,200 for the same period of 2013, a decrease of \$5,900 or 0.4%. This change is primarily attributable to incurring expenses in the first quarter of 2013 related to the sale of our land and office, warehouse and manufacturing buildings in Denver, Colorado (collectively, the "Facilities") on February 1, 2013 and the need to incur a non-cash expense for brokerage commissions relating to the leasing of office space in the Facilities that were previously capitalized on our balance sheet offset, in part, by the accrual in the second quarter of 2014 of potential performance bonus payments to our management and administrative support personnel for 2014.

Rental and other income for the first six months of 2014 of \$12,200 included \$0 of net rental receipts and \$7,100 in interest earned on our cash reserves. This compares to total rental and other income for the first six months of 2013 of \$21,400 which included \$11,000 of net rental receipts and \$6,900 in interest earned on our cash reserves. The decrease in rental income is a result of the sale of our Facilities, part of which were being leased to unaffiliated tenants.

Interest expense for the first six months of 2014 was \$14,500 in administrative fees paid to Summit. Interest expense for the first six months of 2013 was \$65,600 and included \$17,400 in administrative fees paid to Summit. The decrease in interest expense is due to us paying off our mortgage as a result of the sale of our Facilities and maintaining since that time a zero balance on our line of credit with Summit.

Three Months Ended June 30, 2014 Compared to Three Months Ended June 30, 2013

## Comparative Net Sales

|   | Three Months Ended June 30, |              | Percentage             |    |
|---|-----------------------------|--------------|------------------------|----|
|   | 2014                        | 2013         | Increase<br>(Decrease) |    |
| Total household products  | \$ 1,578,200                | \$ 1,285,700 | 22.8                   | %  |
| Alpha Hydrox <sup>®</sup> , Diabetic cream and other skin care products | 1,022,700                   | 1,044,300    | (2.1                   | %) |
| Montagne Jeunesse and Batiste Dry Shampoo                               | 3,133,100                   | 2,172,100    | 44.2                   | %  |
| Total skin and hair care products                                       | 4,155,800                   | 3,216,400    | 29.2                   | %  |
| Total net sales   | \$ 5,734,000                | \$ 4,502,100 | 27.4                   | %  |

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During the second quarter of 2014, net sales of skin and hair care products accounted for 72.5% of consolidated net sales compared to 71.4% for the same period in 2013. The net sales of these products for that period were \$4,155,800 in 2014 compared to \$3,216,400 for the same period in 2013, an increase of \$939,400 or 29.2%, primarily as a result of an increase in net sales of Batiste Dry Shampoo.

The net sales of our Alpha Hydrox® and other manufactured skin care products were \$1,022,700 in the second quarter of 2014 versus \$1,044,300 for the same period in 2013, a decrease of \$21,600 or 2.1%. This decrease is primarily attributable to a decrease in the net sales of our Alpha Hydrox products resulting from one of our customers reducing the number of our products that it carries in its stores.

The net sales of Montagne Jeunesse and Batiste Dry Shampoo were \$3,133,100 in the second quarter of 2014 versus \$2,172,100 for the same period in 2013, an increase of \$961,000 or 44.2%. This increase is primarily attributable to increased distribution of both Montagne Jeunesse and Batiste Dry Shampoo among new and existing customers and the improved placement of our products at existing customers. The Company currently distributes Batiste Dry Shampoo pursuant to a distribution agreement with Church & Dwight that expires on December 31, 2014. Following the expiration of our current distribution agreement, we will continue to distribute Batiste Dry Shampoo under a new distribution agreement with Church & Dwight that will limit our distribution to the specialty retailer channel. Please see the section below entitled "Recent Developments" for additional information on our new distribution agreement.

Net sales of household products for the second quarter of 2014 accounted for 27.5% of net sales compared to 28.6% for the same period in 2013. During the second quarter of 2014, the sales of our household products were \$1,578,200 as compared to \$1,285,700 for the same period in 2013, an increase of \$292,500 or 22.8%. The increase is attributable primarily to sales of our Scott's Liquid Gold® Floor Restore product, which we introduced late in the fourth quarter of 2013.

We paid our customers a total of \$560,400 in the second quarter of 2014 for trade promotions to support price features, displays, slotting fees and other merchandising of our products, versus \$448,100 for the same period in 2013, an increase of \$112,300 or 25.1%. This increase is primarily attributable to higher sales in the second quarter of 2014.

From time to time, our customers return products to us. For our household products, we permit returns only for a limited time. With regard to our skin and hair care products, returns are more frequent under an unwritten industry standard that permits returns for a variety of reasons. In the event a skin and hair care customer requests a return of a product, we will consider the request, and may grant such request in order to maintain or enhance our relationship with the customer, even in the absence of an enforceable right of the customer to do so. Typically, customers that return products to us take a credit on our invoice equal to the original sale price plus a handling charge ranging from 8-10% of the original sales price. Our product returns (as a percentage of net sales) were 0.8% percent for the second quarter of 2014 compared to 1.7% for the same period in 2013. The decrease is primarily attributable to one of our customers returning Diabetic shampoo from certain of its stores that will no longer carry our Diabetic shampoo in the first six months of 2013, which also occurred to a lesser extent during the same time period in 2014.

On a consolidated basis, cost of sales was \$3,290,000 during the second quarter of 2014 compared to \$2,415,500 for the same period in 2013, an increase of \$874,500 or about 36.2%, on a net sales increase of 27.4%. As a percentage of consolidated net sales, cost of sales was 57.4% in the second quarter of 2014 versus 53.7% for the same period in 2013.

As a percentage of net sales of our skin and hair care products, the cost of sales for our skin and hair care products increased to 60.0% in the second quarter of 2014 as compared to 53.7% for the same period in 2013. This increase reflects primarily a higher percentage of net sales of the skin and hair care products that we distribute for other companies, which have a higher cost than the skin care products that we manufacture.

As a percentage of net sales of our household products, the costs of sales for our household products decreased to 50.5% in the second quarter of 2014 as compared to 53.5% for the same period in 2013. This decrease is primarily attributable to a reduction in our costs for certain raw materials.

## Operating Expenses, Interest Expense and Other Income

|                            | Three Months<br>Ended June 30, |              | Percentage<br>Increase<br>(Decrease) |    |
|----------------------------|--------------------------------|--------------|--------------------------------------|----|
|                            | 2014                           | 2013         |                                      |    |
| Operating Expenses         |                                |              |                                      |    |
| Advertising                | \$ 199,600                     | \$ 123,600   | 61.5                                 | %  |
| Selling                    | 1,182,700                      | 1,184,000    | (0.1                                 | %) |
| General and administrative | 741,800                        | 643,800      | 15.2                                 | %  |
| Total operating expenses   | \$2,124,100                    | \$ 1,951,400 | 8.9                                  | %  |
| Rental and Other Income    | \$3,600                        | \$4,000      | (10.0                                | %) |
| Interest Expense           | \$7,300                        | \$7,000      | 4.3                                  | %  |

Our operating expenses increased by \$172,700 or 8.9% in the second quarter of 2014 when compared to the same period in 2013. These expenses consist primarily of advertising, selling, and general and administrative expenses, which are discussed below.

Advertising expenses for the second quarter of 2014 were \$199,600 compared to \$123,600 for the same period in 2013, an increase of \$76,000 or 61.5%. This increase is primarily attributable to a national television campaign for our Scott's Liquid Gold® Wood Cleaner and Preservative conducted during the first and second quarters of 2014, whereas we conducted a similar television campaign only during the first quarter of 2013.

Selling expenses for the second quarter of 2014 were \$1,182,700 compared to \$1,184,000 for the same period in 2013, a decrease of \$1,300 or 0.1%. This change is primarily attributable to changes in personnel within our sales organization starting in the first quarter of 2013 and the accrual in the second quarter of 2014 of potential performance bonus payments to personnel within our sales organization for 2014 offset, in part, by a decrease in the costs of freight out to our customers and a decrease in certain other selling expenses.

General and administrative expenses for the second quarter of 2014 were \$741,800 compared to \$643,800 for the same period of 2013, an increase of \$98,000 or 15.2%. This increase is due primarily to the accrual in the second quarter of 2014 of potential performance bonus payments to our management and administrative support personnel for 2014 and an increase in certain professional fees.

Rental and other income for the second quarter of 2014 consisted of \$3,600 in interest earned on our cash reserves. This compares to rental and other income for the second quarter of 2013, which consisted of \$4,000 in interest earned on our cash reserves.

Interest expense for the second quarter of 2014 was \$7,300 in administrative fees paid to Summit. Interest expense for the second quarter of 2013 was \$7,000 in administrative fees paid to Summit.

## Recent Developments

We have entered into a new distribution agreement with Church & Dwight (the "New Distribution Agreement"). The Company currently distributes Batiste Dry Shampoo pursuant to a distribution agreement with Church & Dwight that expires on December 31, 2014 and will continue to distribute Batiste Dry Shampoo under the terms of the existing agreement through its expiration. Following the expiration of the current distribution agreement, the New Distribution Agreement provides that the Company will be the exclusive distributor of Batiste Dry Shampoo to the specialty retailer channel in the United States, which includes primarily: beauty supply stores, such as Ulta Beauty, one of the

Company's largest customers; apparel retailers, such as Charlotte Russe and TJ Maxx; department stores; and hair salons and distributors to hair salons. Under the New Distribution Agreement, the Company will no longer sell Batiste Dry Shampoo to food, drug and mass retailers in the United States. The New Distribution Agreement has an initial term through December 31, 2016 and automatically renews for one year terms, unless terminated at the end of any such term upon 120 days prior written notice.

#### Liquidity and Capital Resources

#### Financing Agreements

Please see Note 1(f) to our Consolidated Financial Statements (Unaudited) for information on our financing agreements with Summit and Wells Fargo.



## Liquidity

At June 30, 2014, we had \$4.2 million in cash on hand and the full \$1.5 million of capacity under our credit line with Summit was available for future borrowing. For the first six months of 2014, the primary components of working capital (exclusive of cash that was \$1,085,900 more at June 30, 2014 compared to December 31, 2013) that significantly affected operating cash flows are the following: (1) net trade receivables were \$482,500 more at June 30, 2014 than at December 31, 2013 due primarily to increased gross sales activity and the timing of receiving payment; (2) inventory at June 30, 2014 was \$549,500 less than at December 31, 2013 due primarily to the timing of shipments to customers; and (3) accounts payable at June 30, 2014 were \$28,600 less than at December 31, 2013 due primarily to the timing of payments on our inventory.

We anticipate that our existing cash, especially given the cash proceeds from the sale of our Facilities, and our cash from operations, together with our current borrowing arrangements with Summit and Wells Fargo, will be sufficient to meet our cash requirements for the next 12 months.

During the first six months of 2014, we did not make any significant capital expenditures. We do not have any significant capital expenditures planned for the remainder of 2014. During the first six months of 2013, we made total capital expenditures of approximately \$160,800 as a result of the sale of our Facilities on February 1, 2013. These capital expenditures primarily included: (1) the construction of a specially designed room and sprinkler system for the storage of certain of our aerosol products necessitated when we sold the Facilities and had to vacate the building where they were previously stored; (2) the installation of a separate security system for the parts of the Facilities that we lease; and (3) the relocation of our telecom and data systems to the parts of the Facilities that we lease.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable.

## ITEM 4. CONTROLS AND PROCEDURES.

### Disclosure Controls and Procedures

As of June 30, 2014, we conducted an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective as of June 30, 2014.

### Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting during the six months ended June 30, 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.



PART II

ITEM 1A. RISK FACTORS.

In addition to the other information set forth in this Report, you should carefully consider the factors discussed in Item 1A, "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2013 and subsequent quarterly reports on Form 10-Q, which could materially affect our business, financial condition or future results.

ITEM 6. EXHIBITS.

| Exhibit Number | Document  |
|----------------|---|
| 10.1           | Customer Agreement, executed on July 16, 2014, between Church & Dwight Co., Inc. and Neoteric Cosmetics, Inc. |
| 31.1           | Rule 13a-14(a) Certification of the Chief Executive Officer   |
| 31.2           | Rule 13a-14(a) Certification of the Chief Financial Officer   |
| 32.1*          | Section 1350 Certification  |
| 101.INS        | XBRL Instance Document  |
| 101.SCH        | XBRL Taxonomy Extension Schema Document   |
| 101.CAL        | XBRL Taxonomy Extension Calculation Linkbase Document   |
| 101.LAB        | XBRL Taxonomy Extension Label Linkbase Document   |
| 101.PRE        | XBRL Taxonomy Extension Presentation Linkbase Document  |

\*Furnished, not filed.



SIGNATURES

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

SCOTT'S LIQUID GOLD-INC.

By: /s/ Mark E. Goldstein  
Mark E. Goldstein  
President and Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Barry J. Levine  
Barry J. Levine  
Treasurer, Chief Financial Officer and Chief Operating Officer  
(Principal Financial and Chief Accounting Officer)

Date: August 14, 2014

EXHIBIT INDEX

| Exhibit Number | Document  |
|----------------|---|
| 10.1           | Customer Agreement, executed on July 16, 2014, between Church & Dwight Co., Inc. and Neoteric Cosmetics, Inc. |
| 31.1           | Rule 13a-14(a) Certification of the Chief Executive Officer   |
| 31.2           | Rule 13a-14(a) Certification of the Chief Financial Officer   |
| 32.1*          | Section 1350 Certification  |
| 101.INS        | XBRL Instance Document  |
| 101.SCH        | XBRL Taxonomy Extension Schema Document   |
| 101.CAL        | XBRL Taxonomy Extension Calculation Linkbase Document   |
| 101.LAB        | XBRL Taxonomy Extension Label Linkbase Document   |
| 101.PRE        | XBRL Taxonomy Extension Presentation Linkbase Document  |

\*Furnished, not filed.