

CTI INDUSTRIES CORP
Form 10-Q
August 14, 2012

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, 2012

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

000-23115

CTI INDUSTRIES CORPORATION

(Exact name of Registrant as specified in its charter)

Illinois

(State or other jurisdiction of
incorporation or organization)

36-2848943

(I.R.S. Employer Identification Number)

22160 N. Pepper Road

Lake Barrington, Illinois

(Address of principal executive offices)

60010

(Zip Code)

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(847) 382-1000

(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, or a non-accelerated filer, or a smaller reporting company. See definition 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 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

The number of shares outstanding of the Registrant's common stock as of August 1, 2012 was 3,213,146.

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PART 1 - FINANCIAL INFORMATION**Item 1. Financial Statements****CTI Industries Corporation and Subsidiaries****Condensed Consolidated Balance Sheets**

| | June 30, 2012 (unaudited) | December 31, 2011 |
|----------------------------------------------------------------------------------------------------|---------------------------------|----------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents (VIE \$17,000 and \$11,000, respectively) | \$261,148 | \$338,523 |
| Accounts receivable, (less allowance for doubtful accounts of \$66,000 and \$70,000, respectively) | 5,673,609 | 7,091,194 |
| Inventories, net | 13,794,047 | 13,338,317 |
| Net deferred income tax asset | 806,906 | 760,241 |
| Prepaid expenses (VIE \$11,000 and \$10,000) | 1,173,206 | 1,345,223 |
| Other current assets (VIE \$87,000 and \$83,000) | 521,157 | 427,471 |
| Total current assets | 22,230,073 | 23,300,969 |
| Property, plant and equipment: | | |
| Machinery and equipment | 24,503,146 | 24,333,989 |
| Building | 3,329,174 | 3,329,174 |
| Office furniture and equipment | 3,040,536 | 3,022,719 |
| Intellectual property | 432,070 | 432,070 |
| Land | 250,000 | 250,000 |
| Leasehold improvements | 423,714 | 415,663 |
| Fixtures and equipment at customer locations | 2,784,419 | 2,629,902 |
| Projects under construction | 766,524 | 502,021 |
| | 35,529,583 | 34,915,538 |
| Less : accumulated depreciation and amortization | (26,949,841) | (26,071,629) |
| Total property, plant and equipment, net | 8,579,742 | 8,843,909 |
| Other assets: | | |
| Deferred financing costs, net | 27,579 | 42,986 |
| Goodwill | 1,033,077 | 1,033,077 |
| Net deferred income tax asset | 69,009 | 197,243 |
| Other assets, due from related party \$81,000 and \$79,000, respectively | 220,243 | 197,338 |

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| | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| Total other assets | 1,349,908 | 1,470,644 |
| TOTAL ASSETS | \$32,159,723 | \$33,615,522 |
| LIABILITIES AND EQUITY | | |
| Current liabilities: | | |
| Checks written in excess of bank balance | \$1,236,430 | \$154,501 |
| Trade payables | 4,990,632 | 6,359,757 |
| Line of credit | 6,390,584 | 7,298,363 |
| Notes payable - current portion (VIE \$94,000 and \$91,000, respectively) | 510,181 | 362,927 |
| Notes payable - officers, current portion | 1,127,614 | 1,424,923 |
| Notes Payable Affiliates - current portion | 7,389 | 6,718 |
| Accrued liabilities | 2,221,277 | 2,081,805 |
| Total current liabilities | 16,484,107 | 17,688,994 |
| Long-term liabilities: | | |
| Notes Payable - Affiliates | 130,496 | 134,919 |
| Notes payable, net of current portion (VIE \$638,000 and \$687,000, respectively) | 3,624,994 | 3,932,032 |
| Capital Lease | - | 426 |
| Notes payable - officers, subordinated | 105,033 | 103,656 |
| Total long-term liabilities | 3,860,523 | 4,171,033 |
| Equity: | | |
| CTI Industries Corporation stockholders' equity: | | |
| Preferred Stock -- no par value 2,000,000 shares authorized 0 shares issued and outstanding | - | - |
| Common stock - no par value, 5,000,000 shares authorized, 3,285,273 and 3,276,633 shares issued and 3,213,146 and 3,137,348 outstanding, respectively | 13,704,890 | 13,704,890 |
| Paid-in-capital | 996,612 | 950,968 |
| Accumulated deficit | (57,040) | (368,122) |
| Accumulated other comprehensive loss | (2,584,872) | (2,285,679) |
| Less: Treasury stock, 72,127 shares | (141,289) | (141,289) |
| Total CTI Industries Corporation stockholders' equity | 11,918,301 | 11,860,768 |
| Noncontrolling interest | (103,208) | (105,273) |
| Total Equity | 11,815,093 | 11,755,495 |
| TOTAL LIABILITIES AND EQUITY | \$32,159,723 | \$33,615,522 |

See accompanying notes to condensed consolidated unaudited financial statements

CTI Industries Corporation and Subsidiaries

Condensed Consolidated Statements of Operations and Comprehensive Income (Unaudited)

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|---------------------------------------------------------------|----------------------------------------|---------------|--------------------------------------|---------------|
| | 2012 | 2011 | 2012 | 2011 |
| Net Sales | \$ 11,816,448 | \$ 11,964,764 | \$ 25,623,592 | \$ 24,662,419 |
| Cost of Sales | 9,463,198 | 9,894,922 | 20,175,271 | 20,121,805 |
| Gross profit | 2,353,250 | 2,069,842 | 5,448,321 | 4,540,614 |
| Operating expenses: | | | | |
| General and administrative | 1,538,785 | 1,349,726 | 2,871,078 | 2,679,680 |
| Selling | 410,670 | 206,521 | 822,240 | 420,776 |
| Advertising and marketing | 391,052 | 363,883 | 899,497 | 692,016 |
| Total operating expenses | 2,340,507 | 1,920,130 | 4,592,815 | 3,792,472 |
| Income from operations | 12,743 | 149,712 | 855,506 | 748,142 |
| Other (expense) income: | | | | |
| Interest expense | (172,538) | (147,958) | (359,061) | (289,193) |
| Interest income | 5,536 | 3,923 | 11,071 | 5,952 |
| Foreign currency gain | 5,680 | 15,150 | 7,906 | 26,268 |
| Total other expense, net | (161,322) | (128,885) | (340,084) | (256,973) |
| Net (Loss) Income before taxes | (148,579) | 20,827 | 515,422 | 491,169 |
| Income tax (benefit) expense | (52,656) | 35,472 | 202,275 | 240,901 |
| Net (loss) income | (95,923) | (14,645) | 313,147 | 250,268 |
| Less: Net (loss) gain attributable to noncontrolling interest | (18,375) | (28,000) | 2,066 | (60,195) |
| Net (loss) income attributable to CTI Industries Corporation | \$ (77,548) | \$ 13,355 | \$ 311,081 | \$ 310,463 |
| Other Comprehensive (loss) Income | | | | |
| Foreign currency adjustment | (457,369) | \$(57,923) | \$(299,193) | \$394,708 |
| Comprehensive (loss) income | \$(534,917) | \$(44,568) | \$ 11,888 | \$ 705,171 |
| Basic (loss) income per common share | \$(0.02) | \$ 0.00 | \$ 0.10 | \$ 0.10 |

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| | | | | |
|-----------------------------------------------------------------------------------------|-----------|-----------|-----------|-----------|
| Diluted (loss) income per common share | \$ (0.02 |) \$ 0.00 | \$ 0.10 | \$ 0.10 |
| Weighted average number of shares and equivalent shares of common stock outstanding: | | | | |
| Basic | 3,207,244 | 3,137,848 | 3,205,875 | 3,137,842 |
| Diluted | 3,240,559 | 3,187,779 | 3,238,795 | 3,193,213 |

See accompanying notes to condensed consolidated unaudited financial statements

CTI Industries Corporation and Subsidiaries**Condensed Consolidated Statements of Cash Flows (Unaudited)**

| | For the Six Months Ended June 30, | |
|---------------------------------------------------------------------------------|--------------------------------------|-------------|
| | 2012 | 2011 |
| Cash flows from operating activities: | | |
| Net income | \$313,147 | \$250,268 |
| Adjustment to reconcile net income to cash provided by operating activities: | | |
| Depreciation and amortization | 839,181 | 925,100 |
| Amortization of debt discount | - | 5,042 |
| Change in value of swap agreement | 158,090 | - |
| Stock based compensation | 43,884 | 70,006 |
| Provision for losses on accounts receivable | (2,406) | 5,773 |
| Provision for losses on inventories | 177,441 | 54,577 |
| Deferred income taxes | 81,569 | 72,752 |
| Change in assets and liabilities: | | |
| Accounts receivable | 1,490,193 | 763,223 |
| Inventories | (540,864) | (1,209,154) |
| Prepaid expenses and other assets | 77,408 | (373,611) |
| Trade payables | (1,412,614) | 678,337 |
| Accrued liabilities | (482,299) | (167,919) |
| Net cash provided by operating activities | 742,730 | 1,074,394 |
| Cash used in investing activities - purchases of property, plant and equipment | | |
| | (526,511) | (545,473) |
| Cash flows from financing activities: | | |
| Change in checks written in excess of bank balance | 1,081,776 | 364,703 |
| Net change in revolving line of credit | (913,864) | (1,433,108) |
| Proceeds from issuance of long-term debt | - | 679,734 |
| Repayment of long-term debt (related parties \$298,000 and \$268,000) | (470,126) | (438,457) |
| Proceeds from exercise of stock options and warrants | 1,760 | 2,335 |
| Net cash used in financing activities | (300,454) | (824,793) |
| Effect of exchange rate changes on cash | 6,860 | 27,557 |
| Net increase in cash and cash equivalents | (77,375) | (268,315) |
| Cash and cash equivalents at beginning of period | 338,523 | 761,874 |
| Cash and cash equivalents at end of period | \$261,148 | \$493,559 |

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Supplemental disclosure of cash flow information:

| | | |
|----------------------------------------------------------------------|-----------|-----------|
| Cash payments for interest | \$535,516 | \$247,901 |
| Cash payments for taxes | \$5,000 | \$42,250 |
| Supplemental Disclosure of non-cash investing and financing activity | | |
| Property, Plant & Equipment acquisitions funded by liabilities | \$34,054 | \$82,591 |
| Reclassification of line of credit to long-term debt | \$- | \$700,000 |

See accompanying notes to condensed consolidated unaudited financial statements

CTI Industries Corporation and Subsidiaries**Condensed Consolidated Earnings per Share (unaudited)**

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|----------------------------------------------------------------------------------------|--------------------------------|-----------|------------------------------|-----------|
| | 2012 | 2011 | 2012 | 2011 |
| Basic | | | | |
| Average shares outstanding: | | | | |
| Weighted average number of common shares outstanding | 3,207,244 | 3,137,848 | 3,205,875 | 3,137,842 |
| Net income: | | | | |
| Net (loss) income attributable to CTI Industries Corporation | \$(77,548) | \$13,355 | \$311,081 | \$310,463 |
| Per share amount | \$(0.02) | \$0.00 | \$0.10 | \$0.10 |
| Diluted | | | | |
| Average shares outstanding: | | | | |
| Weighted average number of common shares outstanding | 3,207,244 | 3,137,848 | 3,205,875 | 3,137,842 |
| Effect of dilutive shares | 33,315 | 49,931 | 32,920 | 55,371 |
| Weighted average number of shares and equivalent shares of common stock outstanding | 3,240,559 | 3,187,779 | 3,238,795 | 3,193,213 |
| Net income: | | | | |
| Net (loss) income attributable to CTI Industries Corporation | \$(77,548) | \$13,355 | \$311,081 | \$310,463 |
| Per share amount | \$(0.02) | \$0.00 | \$0.10 | \$0.10 |

See accompanying notes to condensed consolidated unaudited financial statements

CTI Industries Corporation and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements

Note 1 - Basis of Presentation

The accompanying condensed consolidated financial statements are unaudited but in the opinion of management contain all the adjustments (consisting of those of a normal recurring nature) considered necessary to present fairly the consolidated financial position and the consolidated results of operations and consolidated cash flows for the periods presented in conformity with generally accepted accounting principles for interim consolidated financial information and the instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. Operating results for the three and six months ended June 30, 2012 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2012. It is suggested that these condensed financial statements be read in conjunction with the consolidated financial statements and notes thereto included in the Company's annual report on Form 10-K for the fiscal year ended December 31, 2011.

Principles of consolidation and nature of operations:

The condensed consolidated financial statements include the accounts of CTI Industries Corporation and its wholly-owned subsidiaries, CTI Balloons Limited, CTI Helium, Inc. and CTF International S.A. de C.V., its majority-owned subsidiaries CTI Mexico S.A. de C.V., Flexo Universal, S.A. de C.V. and CTI Europe gmbH, as well as the accounts of Venture Leasing S. A. de R. L. and Venture Leasing L.L.C (the "Company"). The last two entities have been consolidated as variable interest entities. All significant intercompany transactions and accounts have been eliminated in consolidation. The Company (i) designs, manufactures and distributes balloon products throughout the world and (ii) operates systems for the production, lamination, coating and printing of films used for food packaging and other commercial uses and for conversion of films to flexible packaging containers and other products.

Variable Interest Entities ("VIE's"):

The determination of whether or not to consolidate a variable interest entity under U.S. GAAP requires a significant amount of judgment concerning the degree of control over an entity by its holders of variable interest. To make these judgments, management has conducted an analysis of the relationship of the holders of variable interest to each other, the design of the entity, the expected operations of the entity, which holder of variable interests is most "closely associated" to the entity and which holder of variable interests is the primary beneficiary required to consolidate the

entity. Upon the occurrence of certain events, management reviews and reconsiders its previous conclusion regarding the status of an entity as a variable interest entity. Upon the adoption of amended accounting guidance applicable to variable interest entities on January 1, 2010, management continually reconsiders whether the Company is deemed to be a variable interest entity's primary beneficiary who consolidates such entity. There are two entities that have been consolidated as variable interest entities.

Use of estimates:

In preparing condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amount of revenue and expenses during the reporting period in the condensed consolidated financial statements and accompanying notes. Actual results may differ from those estimates. The Company's significant estimates include reserves for doubtful accounts, reserves for the lower of cost or market of inventory, reserves for deferred tax assets and recovery value of goodwill.

Earnings per share:

Basic earnings per share is computed by dividing net income by the weighted average number of shares of common stock outstanding during each period.

Diluted earnings per share is computed by dividing the net income by the weighted average number of shares of common stock and equivalents (stock options and warrants), unless anti-dilutive, during each period.

As of June 30, 2012 and 2011, shares to be issued upon the exercise of options aggregated 148,000 and 206,000, respectively. The number of anti-dilutive shares (not included in the determination of earnings on a diluted basis) for the three and six months ended June 30, 2012 and 2011, were 83,000 and 81,500, respectively, all of which were represented by options.

New Accounting Pronouncements:

The Company's significant accounting policies are summarized in Note 2 of the Company's consolidated financial statements for the year ended December 31, 2011. There were no significant changes to these accounting policies during the three and six months ended June 30, 2012.

In June 2011, the Financial Accounting Standards Board (FASB) issued an amendment on the presentation of other comprehensive income. Under this amendment, entities will be required to present the total of comprehensive income,

the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or two separate but consecutive statements. The current option to report other comprehensive income and its components in the statement of changes in equity has been eliminated. This amendment was effective for the Company for interim periods beginning after December 15, 2011, and retrospective application is required. The Company adopted this guidance in the first quarter of 2012 and has used a single continuous statement approach.

In May 2011, the FASB issued amended guidance on fair value measurement and related disclosures. The new guidance clarified the concepts applicable for fair value measurement of non-financial assets and requires the disclosure of quantitative information about the unobservable inputs used in a fair value measurement. This guidance was effective for the Company in the first quarter of 2012, and will be applied prospectively. This amendment did not have a material impact on the Company's financial statements.

In September 2011, the FASB issued Accounting Standards Update No. 2011-08 (“ASU 2011-08”) Intangibles – Goodwill and Other (Topic 350). Under ASU 2011-08, an entity has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, an entity determines it is more likely than not that the fair value of a reporting unit is greater than its carrying amount, then performing the two-step impairment test is unnecessary. However, if an entity concludes otherwise, then it is required to perform the first step of the two-step impairment test. Under ASU 2011-08, an entity has the option to bypass the qualitative assessment for any reporting unit in any period and proceed directly to performing the first step of the two-step goodwill impairment test. An entity may resume performing the qualitative assessment in any subsequent period. ASU 2011-08 is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. The adoption of ASU 2011-08 in the three and six months ended June 30, 2012 did not have a material impact on our financial statements or related disclosures.

Note 2 - Stock-Based Compensation; Changes in Equity

We have adopted Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 718 which requires all share-based payments to employees, including grants of employee stock options, to be recognized in the condensed consolidated financial statements based on their grant-date fair values.

We have applied the Black-Scholes model to value stock-based awards. That model incorporates various assumptions in the valuation of stock-based awards relating to the risk-free rate of interest to be applied, the estimated dividend yield and expected volatility of our common stock. The risk-free rate of interest is the related U.S. Treasury yield curve for periods within the expected term of the option at the time of grant. The dividend yield on our common stock is estimated to be 1.14%. The expected volatility is based on historical volatility of the Company’s common stock.

The Company, at the discretion of the board, may issue options in excess of the total available, if options related to that stock plan are cancelled. In some cases, not all shares that are available to a stock plan are issued, as the Company is unable to issue options to a previous plan when a new plan is in place.

The Company’s net income for the three months ended June 30, 2012 and 2011 includes approximately \$22,000 and \$35,000, respectively of compensation costs related to share based payments. The Company’s net income for the six months ended June 30, 2012 and 2011 includes approximately \$44,000 and \$70,000, respectively of compensation costs related to share based payments. As of June 30, 2012 there is \$153,000 of unrecognized compensation expense related to non-vested stock option grants and stock grants. We expect approximately \$44,000 to be recognized over the remainder of 2012, \$59,000 to be recognized during 2013, and \$41,000 to be recognized during 2014, and \$9,000 to be recognized during 2015.

As of June 30, 2012, the Company had four stock-based compensation plans pursuant to which stock options were, or may be, granted. The Plans provide for the award of options, which may either be incentive stock options (“ISOs”) within the meaning of Section 422A of the Internal Revenue Code of 1986, as amended (the “Code”) or non-qualified options (“NQOs”) which are not subject to special tax treatment under the Code as well as for stock grants.

On April 12, 2001, the Board of Directors approved for adoption, effective December 27, 2001, the 2001 Stock Option Plan (“2001 Plan”). The 2001 Plan authorizes the grant of options to purchase up to an aggregate of 119,050, shares of the Company’s Common Stock. As of June 30, 2012, 139,958 shares (including cancelled shares re-issued under the Plan) have been granted and were fully vested at the time of grant. Options to purchase 7,500 remain outstanding.

On April 24, 2002, the Board of Directors approved for adoption, effective October 12, 2002, the 2002 Stock Option Plan (“2002 Plan”). The 2002 Plan authorizes the grant of options to purchase up to an aggregate of 142,860 shares of the Company’s Common Stock. As of June 30, 2012, 123,430 shares have been granted and were fully vested at the time of grant and 27,500 remain outstanding.

On April 30, 2007, the Board of Directors approved for adoption, effective October 1, 2007, the 2007 Stock Option Plan (“2007 Plan”). The 2007 Plan authorizes the grant of options to purchase up to an aggregate of 150,000 shares of the Company’s Common Stock. As of June 30, 2012, 165,750 options (including cancelled shares re-issued under the Plan) had been granted and 32,500 remain outstanding.

On April 10, 2009, the Board of Directors approved for adoption, and on June 5, 2009, the shareholders of the Corporation approved, a 2009 Stock Incentive Plan (“2009 Plan”). The 2009 Plan authorizes the issuance of up to 250,000 shares of stock or options to purchase stock of the Company. As of June 30, 2012, 82,000 options had been granted and 80,500 remain outstanding. During the second quarter 2012, 1,000 options were cancelled.

A summary of the Company’s stock option activity and related information is as follows:

| | Shares under Option | Weighted Average Exercise Price | Weighted Average Contractual Life | Aggregate Intrinsic Value |
|------------------------------|---------------------------|------------------------------------------|--------------------------------------------|---------------------------------|
| Balance at December 31, 2011 | 162,500 | \$ 4.25 | | |
| Granted | - | - | | |
| Cancelled | 1,000 | 1.92 | | |
| Exercised | 13,500 | 5.97 | | |

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| | | | | |
|------------------------------|---------|---------|------|------------|
| Outstanding at June 30, 2012 | 148,000 | \$ 4.45 | 2.80 | \$ 167,446 |
| Exercisable at June 30, 2012 | 72,875 | \$ 2.73 | 2.10 | \$ 167,446 |

A summary of the Company's stock option activity by grant date as of June 30, 2012 is as follows:

| Options by Grant Date | Options Outstanding | | | | Options Vested | | | |
|-----------------------|---------------------|----------------|--------------|-------------------|----------------|----------------|--------------|-------------------|
| | Shares | Weighted Avg. | Remain. Life | Intrinsic Val | Shares | Weighted Avg. | Remain. Life | Intrinsic Val |
| Dec 2005 | 35,000 | \$ 2.88 | 3.5 | \$ 72,450 | 35,000 | \$ 2.88 | 3.8 | \$ 72,450 |
| Oct 2008 | 2,500 | 4.97 | 0.3 | - | 2,500 | 4.97 | 0.3 | - |
| Nov 2008 | 30,000 | 1.78 | 0.4 | 94,996 | 30,000 | 1.78 | 0.4 | 94,996 |
| Dec 2010 | 72,500 | 6.14 | 3.5 | - | 5,375 | 5.97 | 3.5 | - |
| Jan 2011 | 8,000 | 5.96 | 3.5 | - | - | - | - | - |
| TOTAL | 148,000 | \$ 4.45 | 2.8 | \$ 167,446 | 72,875 | \$ 2.73 | 2.1 | \$ 167,446 |

The aggregate intrinsic value in the tables above represents the total pre-tax intrinsic value (the difference between the closing price of the Company's common stock on the last trading day of the quarter ended June 30, 2012 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all the holders exercised their options on June 30, 2012.

On July 8, 2011, the Company declared a dividend of five cents \$0.05 per share on the Company's outstanding common stock to shareholders of record on July 18, 2011. The total amount of the dividends paid on July 28, 2011 was \$158,000. Under the terms of its current loan agreement, the amount of dividends the Company may pay is limited by the terms of the financial covenants of our Credit Agreement with Harris N.A.

Note 3 - Legal Proceedings

The Company is party to certain claims or actions arising in the normal course of business. The ultimate outcome of these matters is unknown but, in the opinion of management, the resolution of these matters is not expected to have a significant effect on the future financial position or results of operations of the Company.

Note 4 - Other Comprehensive Loss

In the three and six months ended June 30, 2012 the company had a comprehensive loss of \$457,000 and \$299,000, all from foreign currency translation adjustments.

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The following table sets forth the accumulated balance of other comprehensive loss and each component.

| | Foreign Currency Items | Accumulated Other Comprehensive (Loss) |
|-----------------------------------------|------------------------------|-------------------------------------------------|
| Beginning balance as of January 1, 2012 | \$(2,286,000) | \$ (2,286,000) |
| Current period change, net of tax | (299,000) | (299,000) |
| Ending Balance as of June 30, 2012 | \$(2,585,000) | \$ (2,585,000) |

For the three and six months ended June 30, 2012 no tax benefit for foreign currency translation adjustments has been recorded as such amounts would result in a deferred tax asset.

Note 5 - Inventories, Net

| | June 30, 2012 | December 31, 2011 |
|---------------------------------|------------------|----------------------|
| Raw materials | \$2,749,000 | \$3,027,000 |
| Work in process | 1,257,000 | 1,503,000 |
| Finished goods | 10,349,000 | 9,193,000 |
| Allowance for excess quantities | (561,000) | (384,000) |
| Total inventories | \$13,794,000 | \$13,339,000 |

Note 6 - Geographic Segment Data

The Company has determined that it operates primarily in one business segment which designs, manufactures and distributes film products for use in packaging, storage and novelty balloon products. The Company operates in foreign and domestic regions. Information about the Company's operations by geographic areas is as follows:

| | Net Sales to Outside Customers For the Three Months Ended June 30, | | Net Sales to Outside Customers For the Six Months Ended June 30, | |
|----------------|-----------------------------------------------------------------------------|--------------|---------------------------------------------------------------------------|--------------|
| | 2012 | 2011 | 2012 | 2011 |
| United States | \$ 8,556,000 | \$8,715,000 | \$ 18,546,000 | \$18,149,000 |
| Europe | 194,000 | 134,000 | 315,000 | 202,000 |
| Mexico | 2,684,000 | 2,664,000 | 5,647,000 | 5,064,000 |
| United Kingdom | 382,000 | 452,000 | 1,116,000 | 1,247,000 |
| | \$ 11,816,000 | \$11,965,000 | \$25,624,000 | \$24,662,000 |

| | Total Assets at | |
|---------------|------------------|-------------------------|
| | June 30, 2012 | December 31, 2011 |
| United States | \$23,190,000 | \$25,302,000 |
| Europe | 766,000 | 464,000 |
| Mexico | 7,317,000 | 7,116,000 |

| | | |
|----------------|--------------|--------------|
| United Kingdom | 886,000 | 734,000 |
| | \$32,159,000 | \$33,616,000 |

Note 7 - Concentration of Credit Risk

Concentration of credit risk with respect to trade accounts receivable is generally limited due to the number of entities comprising the Company's customer base. The Company performs ongoing credit evaluations and provides an allowance for potential credit losses against the portion of accounts receivable which is estimated to be uncollectible. Such losses have historically been within management's expectations. During the three and six months ended June 30, 2012, there was one customer whose purchases represented more than 10% of the Company's consolidated net sales. During the three and six months ended June 30, 2011, there were two customers whose purchases represented more than 10% of the Company's consolidated net sales. Sales to the top customers for the three and six months ended June 30, 2012 and 2011 are as follows:

| Customer | Three Months Ended June 30, 2012 | | Three Months Ended June 30, 2011 | |
|------------|-------------------------------------|----------------------|-------------------------------------|----------------------|
| | Net Sales | % of Net Sales | Net Sales | % of Net Sales |
| Customer A | \$3,581,000 | 30.3% | \$3,549,000 | 29.7% |
| Customer B | N/A | N/A | \$1,563,000 | 13.1% |

| Customer | Six Months Ended June 30, 2012 | | Six Months Ended June 30, 2011 | |
|------------|-----------------------------------|----------------------|-----------------------------------|----------------------|
| | Net Sales | % of Net Sales | Net Sales | % of Net Sales |
| Customer A | \$7,335,000 | 28.6% | \$7,433,000 | 30.1% |
| Customer B | N/A | N/A | \$3,196,000 | 13.0% |

As of June 30, 2012, the total amount owed to the Company by our largest customer was \$972,000 or 17.1% of the Company's consolidated accounts receivables. The amounts owed at June 30, 2011 by our two largest customers were \$1,717,000 or 21.7% and \$1,113,000 or 14.1% of the Company's consolidated net accounts receivables, respectively.

Note 8 - Related Party Transactions

Stephen M. Merrick, Executive Vice President, Secretary and a Director of the Company, is of counsel to the law firm of Vanasco Genelly and Miller PC which provides legal services to the Company. Legal fees paid by the Company with this firm for the three months ended June 30, 2012 and 2011, respectively, were \$54,000 and \$46,000. Legal fees paid by the Company with this firm for the six months ended June 30, 2012 and 2011, respectively, were \$70,000 and \$86,000.

John H. Schwan, Chairman of the Company, is a principal of Shamrock Specialty Packaging and affiliated companies. The Company made payments for packaging materials, rent and temporary employees supplied by Shamrock of approximately \$710,000 during the three months ended June 30, 2012 and \$531,000 during the three months ended June 30, 2011. The Company made payments for packaging materials, rent and temporary employees supplied by Shamrock of approximately \$1,560,000 during the six months ended June 30, 2012 and \$1,050,000 during the six months ended June 30, 2011. At June 30, 2012 and 2011, outstanding accounts payable balances were \$529,000 and \$474,000, respectively.

Interest payments have been made to John H. Schwan and Stephen M. Merrick for loans made to the Company. During the three months ended June 30, 2012 these interest payments totaled \$20,000. For the three months ended June 30, 2011 these interest payments totaled \$27,000. During the six months ended June 30, 2012 these interest payments totaled \$45,000. For the six months ended June 30, 2011 these interest payments totaled \$59,000.

On July 1, 2011, Flexo Universal, S.A. de C.V. ("Flexo") entered into a lease agreement with Venture Leasing S.A. de R.L. ("Venture Leasing Mexico") for the lease of balloon production equipment financed and owned by Venture Leasing Mexico and used by Flexo for the production of latex balloons. Venture Leasing Mexico is wholly owned by entities owned by John H. Schwan, Chairman of the Company and Stephen M. Merrick, Chief Financial Officer of the Company. Venture Leasing Mexico and Venture Leasing L.L.C., also owned by entities owned by Mr. Schwan and Mr. Merrick, are deemed variable interest entities and are consolidated with the accounts of the Company. During the three and six months ended June 30, 2012, Flexo made lease payments to Venture Leasing Mexico totaling \$39,000 and \$78,000, respectively.

Note 9 - Derivative Instruments; Fair Value

The following table represents information about the Company's assets and liabilities measured at fair value on a recurring basis as of June 30, 2012, and indicate the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value:

| Description | Amount as of | | | |
|-------------------------|-----------------|------------|------------|------------|
| | 6/30/2012 | Level 1 | Level 2 | Level 3 |
| Interest Rate Swap 2011 | \$ (5,000) | \$ - | \$ (5,000) | \$ - |
| | \$ (5,000) | \$ - | \$ (5,000) | \$ - |

The Company is exposed to certain market risks including the effect of changes in interest rates. The Company uses derivative instruments to manage financial exposures that occur in the normal course of business. It does not hold or issue derivatives for speculative trading purposes. The Company is exposed to non-performance risk from the counterparties in its derivative instruments. This risk would be limited to any unrealized gains on current positions. To help mitigate this risk, the Company transacts only with counterparties that are rated as investment grade or higher and all counterparties are monitored on a continuous basis. The fair value of the Company's derivatives reflects this credit risk.

On July 1, 2011, we entered into a swap agreement with BMO Capital Markets with respect to \$6,780,000 of our loan balances with Harris. This swap agreement limits the Company's exposure to interest rate fluctuations on the Company's floating rate loans. The swap agreement has the effect of fixing the interest rate on the loan balances covered by the swap at 4.65% per annum. The swap agreement is a derivative financial instrument and we determine and record the fair market value of the swap agreement each quarter. The value is recorded on the balance sheet of the Company and the amount of the unrealized gain or loss for each period is recorded as interest income or expense.

Fair Values of Derivative Instruments in the Statement of Financial Position

| | | |
|-----------------------------------------------------------------|------------------------|------------|
| As of June 30 | Liability Derivatives | |
| Derivatives not designated as hedging instruments under ASU 815 | 2012 | |
| Interest Rate Contracts | Balance Sheet Location | Fair Value |
| | Accrued Liabilities | \$ (5,000) |

The Effect of Derivative Instruments on the Statement of Financial Performance for the 3 month period ending June 30

| | | |
|-----------------------------------------------------------------|------------------------------------------------------------------------------------------------------|------------|
| Derivatives not Designated as Hedging Instruments under ASU 815 | 2012 Location of Gain (Loss) Amount of Gain (Loss) Recognized in Income on Derivative | |
| Interest Rate Contracts | Income on Derivative Interest Expense | * (16,000) |

*Includes interest of \$20,000 associated with variances between fixed and variable rates.

for the 6 month period ending June 30

| | | |
|-----------------------------------------------------------------|------------------------------------------------------------------------------------------------------|------------|
| Derivatives not Designated as Hedging Instruments under ASU 815 | 2012 Location of Gain (Loss) Amount of Gain (Loss) Recognized in Income on Derivative | |
| Interest Rate Contracts | Income on Derivative Interest Expense | * (51,000) |

*Includes interest of \$39,000 associated with variances between fixed and variable rates.

Note 10 - Subsequent Event

On July 17, 2012, the Company entered into Amendment Number 3 to the Credit Agreement among the Company and BMO Harris Bank N.A. (“BMO Harris”) pursuant to which (i) the amount of the loan commitment on the revolver loan of BMO Harris was increased from \$9 million to \$12 million, (ii) BMO Harris consented to a transaction among the Company and BMO Private Equity (U.S.), Inc. (“BMO Equity”) and (iii) the term of credit and loans to the Company provided in the Credit Agreement and BMO Harris was extended to July 17, 2017.

Also, on July 17, 2012, the Company entered into a Note and Warrant Purchase Agreement with BMO Equity pursuant to which (i) BMO Equity advanced to the Company the sum of \$5 million and (ii) the Company issued to BMO Equity a warrant to purchase up to Four Percent (4%) of the outstanding shares of common stock of the Company on a fully-diluted basis (140,048 shares of common stock of the Company) at the price of One Cent (\$0.01) per share. The term of the loan provided for in this Agreement is five and a half years. Interest is payable on the outstanding balance of the loan at the rate of 11.5% per annum.

The Note and Warrant Purchase Agreement includes provisions for:

- (i) a closing fee of \$100,000
- (ii) payment of the principal amount in five and a half years with optional prepayment subject to certain prepayment premiums;
- (iii) security for the note obligations in all assets of the Company junior to the security interest of BMO Harris;
- (iv) various representations and warranties and covenants of the Company;
- (v) financial covenants including an applicable senior leverage ratio, fixed charge coverage ratio and tangible net worth amount.

Management believes that the funds provided by this new financing arrangement as well as internally generated funds will be sufficient for the Company to meet its working capital needs for at least the next 12 months.

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

Forward Looking Statements

This quarterly report includes both historical and “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. We have based these forward-looking statements on our current expectations and projections about future results. Words such as “may,” “should,” “could,” “would,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “continue,” or similar words are intended to identify forward-looking statements, although not all forward-looking statements contain these words. Although we believe that our opinions and expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements, and our actual results may differ substantially from the views and expectations set forth in this quarterly report on Form 10-Q. We disclaim any intent or obligation to update any forward-looking statements after the date of this quarterly report to conform such statements to actual results or to changes in our opinions or expectations.

Overview

We produce film products for novelty, packaging and container applications. These products include metalized balloons, latex balloons and related latex toy products, films for packaging and custom product applications, and flexible containers for packaging and consumer storage applications. We produce all of our film products for packaging and container applications at our plant in Lake Barrington, Illinois. We produce all of our latex balloons and latex products at our facility in Guadalajara, Mexico. Substantially all of our film products for packaging and custom product applications are sold to customers in the United States. We market and sell our novelty items and flexible containers for consumer use in the United States, Mexico, Latin America, and Europe.

Results of Operations

Net Sales. For the three months ended June 30, 2012, net sales were \$11,816,000 compared to net sales of \$11,965,000 for the same period of 2011, a decrease of 1.2%. For the quarters ended June 30, 2012 and 2011, net sales by product category were as follows:

| Three Months Ended | | | |
|--------------------|------|---------------|------|
| June 30, 2012 | | June 30, 2011 | |
| \$ | % of | \$ | % of |

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| Product Category | (000) Omitted | Net Sales | (000) Omitted | Net Sales |
|--------------------|------------------|--------------|------------------|--------------|
| Metalized Balloons | 5,513 | 47% | 5,578 | 47% |
| Pouches | 1,682 | 14% | 1,707 | 14% |
| Latex Balloons | 2,837 | 24% | 2,725 | 23% |
| Film Products | 1,182 | 10% | 1,606 | 13% |
| Other | 602 | 5% | 349 | 3% |
| Total | 11,816 | 100% | 11,965 | 100% |

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For the six months ended June 30, 2012, net sales were \$25,624,000 compared to net sales of \$24,662,000 for the same period of 2011, an increase of 3.9%. For the six months ended June 30, 2012 and 2011, net sales by product category were as follows:

| Product Category | Six Months Ended | | | |
|--------------------|------------------|----------------|------------------|----------------|
| | June 30, 2012 | | June 30, 2011 | |
| | \$ (000) Omitted | % of Net Sales | \$ (000) Omitted | % of Net Sales |
| Metalized Balloons | 12,465 | 49% | 11,977 | 48% |
| Pouches | 3,612 | 14% | 3,861 | 16% |
| Latex Balloons | 5,591 | 22% | 4,821 | 19% |
| Film Products | 2,843 | 11% | 3,350 | 14% |
| Other | 1,113 | 4% | 653 | 3% |
| Total | 25,624 | 100% | 24,662 | 100% |

Metalized Balloons. During the three months ended June 30, 2012 revenues from the sale of metalized balloons decreased by 1.2% compared to the prior year period from \$5,578,000 to \$5,513,000. During the six months ended June 30, 2012 revenues from the sale of metalized balloons increased by 4.1% compared to the prior year period from \$11,977,000 to \$12,465,000. During the first half of 2012, sales of metalized balloons sales to our largest customer decreased slightly to \$7,124,000 from \$7,317,000, while sales of metalized balloons to other customers increased in this period. For the first half of this year, sales of metalized balloons to other customers were \$5,341,000 compared to \$4,660,000 for the same period last year. These included sales to customers in the United States, Mexico, the United Kingdom and Europe.

Pouches. During the three months ended June 30, 2012 revenues from the sale of pouches decreased by 1.5% compared to the prior year period from \$1,707,000 to \$1,682,000. During the six months ended June 30, 2012 revenues from the sale of pouches decreased by 6.4% compared to the prior year period from \$3,861,000 to \$3,612,000. Virtually all of our pouch sales in 2011 and 2012 have been of vacuumable pouches in two categories: (i) zippered pouches and (ii) open-top pouches or rolls. For the three and six months ended 2012 and 2011, sales of pouch products in these categories have been as follows:

| | Three Months Ended | | Six Months Ended June | |
|-------------------|--------------------|-------------|-----------------------|-------------|
| | June 30, 2012 | 2011 | 30, 2012 | 2011 |
| Pouches | | | | |
| Zippered | \$941,000 | \$974,000 | \$1,834,000 | \$2,471,000 |
| Open-Top or Rolls | 741,000 | 733,000 | 1,778,000 | 1,390,000 |
| Total | \$1,682,000 | \$1,707,000 | \$3,612,000 | \$3,861,000 |

Most of our sales of zippered pouches have been of branded products to a principal customer, although we have had limited sales of our ZipVac® pouch line as well.

During 2010, we introduced a line of open-top pouches and rolls for use with existing vacuum sealing machines which we have sold under the ZipVac® label as well as on a private label basis. In the first quarter 2012, we introduced and began to market and sell a branded line of vacuum sealing machines and associated open-top bags and rolls. We had limited initial sales of products in that line during the second quarter 2012 and those revenues are included in the revenues indicated for open-top bags or rolls. As indicated in the chart, we have experienced increasing levels of sales of this product line during the six months ended June 30, 2012.

Latex Balloons. During the three months ended June 30, 2012 revenues from the sale of latex balloons increased by 4.1% compared to the prior year period from \$2,725,000 to \$2,837,000. During the six months ended June 30, 2012 revenues from the sale of latex balloons increased by 16.0% compared to the prior year period from \$4,821,000 to \$5,591,000. The increase is attributable to increased sales in Mexico by Flexo Universal, our subsidiary there, as well as increased sales to various customers in the United States.

Films. During the three months ended June 30, 2012 revenues from the sale of laminated film products decreased by 26.4% compared to the prior year period from \$1,606,000 to \$1,182,000. During the six months ended June 30, 2012 revenues from the sale of laminated film products decreased by 15.1% compared to the prior year period from \$3,350,000 to \$2,843,000. The decrease is attributable to a decrease in sales to a principal customer. Approximately 86.3% of the sales of laminated film products during the six months ended June 30, 2012 were to a principal customer.

Sales to a limited number of customers continue to represent a large percentage of our net sales. The table below illustrates the impact on sales of our top three and ten customers for the three and six months ended June 30, 2012 and 2011.

| | Three Months Ended June 30, % of Sales | | Six Months Ended June 30, % of Sales | |
|------------------|----------------------------------------------|-------|--------------------------------------------|-------|
| | 2012 | 2011 | 2012 | 2011 |
| Top 3 Customers | 44.8% | 50.2% | 45.0% | 52.1% |
| Top 10 Customers | 65.5% | 70.9% | 64.6% | 72.3% |

During the three and six months ended June 30, 2012, there was one customer whose purchases represented more than 10% of the Company's consolidated net sales. Sales to this customer for the three months ended June 30, 2012 were \$3,581,000 or 30.3% consolidated net sales. Sales to the top two customers in the same period of 2011 were \$3,549,000 or 29.7%, and \$1,563,000 or 13.1% of consolidated net sales, respectively. The sales to our largest customer for the six months ended June 30, 2012 were \$7,335,000 or 28.6% of consolidated net sales. Sales to the top two customers in the same period of 2011 were \$7,433,000 or 30.1%, and \$3,196,000 or 13.0% of consolidated net sales, respectively. As of June 30, 2012, the total amount owed to the Company by our largest customer was \$972,000 or 17.1% of the Company's consolidated net accounts receivables. The amounts owed at June 30, 2011 by our two largest customers were \$1,717,000 or 21.7%, and \$1,113,000 or 14.1% of the Company's consolidated net accounts receivables, respectively.

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Cost of Sales. During the three months ended June 30, 2012, the cost of sales represented 80.1% of net sales compared to 82.7% for the three months ended June 30, 2011. During the six months ended June 30, 2012, the cost of sales represented 78.7% of net sales compared to 81.6% for the six months ended June 30, 2011. During the six months ended June 30, 2012, cost of sales declined compared to the same period last year as the result of several factors including: (i) moderation in the cost of certain raw materials, particularly latex, (ii) increases in the selling prices of certain of our products and (iii) a shift in the mix of products sold to products having higher margin.

General and Administrative. During the three months ended June 30, 2012, general and administrative expenses were \$1,539,000 or 13.0% of net sales, compared to \$1,350,000 or 11.3% of net sales for the same period in 2011. During the six months ended June 30, 2012, general and administrative expenses were \$2,871,000 or 11.2% of net sales, compared to \$2,680,000 or 10.9% of net sales for the same period in 2011. The increase in general and administrative expenses is attributable to (i) an increase in salary expense of \$55,000 and (ii) an increase in legal expenses of \$45,000. Also, our European subsidiary general and administrative expenses increased due to an increase in a number of accounts and geographic areas covered. These expenses include rent, travel, legal, and accounting, in aggregate these expenses increased by \$90,000.

Selling. During the three months ended June 30, 2012, selling expenses were \$411,000 or 3.5% of net sales, compared to \$207,000 or 1.7% of net sales for the same period in 2011. During the six months ended June 30, 2012, selling expenses were \$822,000 or 3.2% of net sales, compared to \$421,000 or 1.7% of net sales for the same period in 2011. The increase in selling expenses is attributable principally to (i) an increase in salary expense of \$93,000, (ii) an increase in travel expenses of \$65,000, (iii) an increase in outside services of \$141,000 (iv) an increase in engineering and testing services related to the vacuum sealer machines of \$55,000 and (v) an increase in royalty expense of \$59,000.

Advertising and Marketing. During the three months ended June 30, 2012, advertising and marketing expenses were \$391,000 or 3.3% of net sales for the period, compared to \$364,000 or 3.0% of net sales for the same period of 2011. During the six months ended June 30, 2012, advertising and marketing expenses were \$899,000 or 3.5% of net sales for the period, compared to \$692,000 or 2.8% of net sales for the same period of 2011. The increase in advertising and marketing expense is attributable to (i) an increase in commission expense of \$119,000 and (ii) an increase in artwork & films for creative of \$67,000.

Other Income (Expense). During the three months ended June 30, 2012, the Company incurred net interest expense of \$167,000, compared to net interest expense during the same period of 2011 in the amount of \$144,000. During the six months ended June 30, 2012, the Company incurred net interest expense of \$348,000, compared to net interest expense during the same period of 2011 in the amount of \$283,000.

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For the three months ended June 30, 2012, the Company had a foreign currency transaction gain of \$6,000 compared to a foreign currency transaction gain of \$15,000 during the same period of 2011. For the six months ended June 30, 2012, the Company had a foreign currency transaction gain of \$8,000 compared to a foreign currency transaction gain of \$26,000 during the same period of 2011.

Income Taxes. For the three months ended June 30, 2012, the Company reported a consolidated income tax benefit of \$53,000, compared to a consolidated income tax expense of \$35,000 for the same period of 2011. For the six months ended June 30, 2012, the Company reported a consolidated income tax expense of \$197,000, compared to a consolidated income tax expense of \$241,000 for the same period of 2011. For the three and six months ended June 30, 2012, this income tax provision was composed of provisions for United States income tax on the Company, income tax in Mexico of Flexo Universal, our Mexican subsidiary, income tax in the United Kingdom of CTI Balloons Limited, our United Kingdom subsidiary, and income tax in Germany of CTI Europe, our Germany subsidiary.

Net Income. For the three months ended June 30, 2012, the Company had net loss of \$78,000 or (\$0.02) per share (basic and diluted), compared to net income of \$13,000 for the same period of 2011 or \$0.00 per share (basic and diluted). For the six months ended June 30, 2012, the Company had net income of \$311,000 or \$0.10 per share (basic and diluted), compared to net income of \$310,000 for the same period of 2011 or \$0.10 per share (basic and diluted).

Financial Condition, Liquidity and Capital Resources

Cash Flow Items.

Operating Activities. During the six months ended June 30, 2012, net cash provided by operations was \$743,000, compared to net cash used in operations during the six months ended June 30, 2011 of \$1,074,000.

Significant changes in working capital items during the six months ended June 30, 2012 consisted of (i) a decrease in accounts receivable of \$1,490,000, (ii) an increase in inventories of \$541,000, (iii) depreciation and amortization in the amount of \$839,000 and (iv) a decrease in trade payables of \$1,413,000.

Investing Activity. During the six months ended June 30, 2012, cash used in investing activity for the purchase or improvement of equipment was \$527,000, compared to \$545,000 in the same period of 2011. Substantially all of this expense is related to equipment maintenance and upgrades, tooling and related expense.

Financing Activities. During the six months ended June 30, 2012, cash used in financing activities was \$300,000 compared to cash provided by financing activities for the same period of 2011 in the amount of \$825,000. During the six months ended June 30, 2012, financing activities included payment of \$470,000 on long-term debt obligations and \$914,000 on the revolving line of credit.

Liquidity and Capital Resources. At June 30, 2012, the Company had cash balances of \$261,000 compared to cash balances of \$494,000 for the same period in 2011 and there was \$1,200,000 available to advance under the Company's revolving line of credit.

At June 30, 2012, the Company had a working capital balance of \$5,730,000 compared to a working capital balance of \$5,746,000 at December 31, 2011.

The Company's liquidity is dependent significantly on its bank financing and the Company relies on its revolving line of credit to maintain liquidity. On April 29, 2010, the Company entered into a Credit Agreement with Harris N.A. ("Harris") replacing and paying off the Company's credit line with RBS Citizens N.A. (formerly Charter One Bank). Under the Credit Agreement, Harris agreed to provide loans and credits to the Company in the aggregate maximum amount of \$14,417,000. The arrangement includes:

- i. A revolving credit up to a maximum amount of \$9,000,000 based upon a borrowing base of 85% of eligible receivables and 60% of eligible inventory (up to a maximum of \$5,000,000);
- ii. A mortgage loan in the principal amount of \$2,333,350, amortized over 25 years, the principal balance due on April 29, 2013;
- iii. A term loan in the principal amount of \$583,333 maturing in monthly principal installments of \$58,333; and
- iv. An equipment loan commitment in the amount of up to \$2,500,000 providing for loan advances from time to time until April 29, 2012 based upon 100% of the purchase price of equipment purchased, the loans to be amortized on a five year basis commencing April 29, 2012, the balance due on April 29, 2013.

The Credit Agreement includes various representations, warranties and covenants of the Company, including various financial covenants.

In connection with the Credit Agreement, the Company executed and delivered to Harris, a Term Loan Note, a Mortgage Loan Note, an Equipment Note and a Revolving Note, as well as a form of Mortgage, Security Agreement, Pledge Agreement (pursuant to which shares of capital stock of the Registrant's Mexico subsidiary were pledged as security for the loans), Patent Security Agreement and Trademark Security Agreement. Two officers and principal shareholders of the Company, John H. Schwan and Stephen M. Merrick each executed Limited Guaranties of the loans and also executed Subordination Agreements with respect to obligations of the Company to them.

On April 29, 2010, Harris advanced a total of \$11,963,518 under these loans on behalf of the Company for the pay-off of all outstanding loan and lease financing balances of the Company to RBS Citizens N.A. and RBS Asset Finance.

Under the terms of the Credit Agreement, in order to obtain advances under the revolving line of credit and the equipment loan, the Company is required to meet various financial covenants including a senior leverage ratio, fixed charge coverage ratio and tangible net worth. As of June 30, 2012, we were in compliance with these covenants.

The Credit Agreement provides that the outstanding balance of all loans under the agreement will bear interest with reference to a base rate or, at the option of the Company, with reference to an adjusted LIBOR. At June 30, 2012, the effective rate on the outstanding loan balances was 4.0%.

As of June 30, 2012, the outstanding balances on the loans with Harris were: (i) revolving line of credit, \$6,243,000, (ii) mortgage loan, \$2,131,000, and (iii) equipment loan, \$1,272,000.

On July 1, 2011, we entered into a swap agreement with BMO Capital Markets with respect to \$6,780,000 of our loan balances with Harris. This swap agreement is designated as a cash flow hedge to hedge the Company's exposure to interest rate fluctuations on the Company's floating rate loans. The swap agreement has the effect of fixing the interest rate on the loan balances covered by the swap at 4.65% per annum. The swap agreement is a derivative financial instrument and we will determine and record the fair market value of the swap agreement each quarter. This value will be recorded on the balance sheet of the Company and the amount of the unrealized gain or loss for each period will be recorded as interest income or expense.

On July 17, 2012, the Company entered into Amendment Number 3 to the Credit Agreement among the Company and BMO Harris Bank N.A. ("BMO Harris") pursuant to which (i) the amount of the loan commitment on the revolver loan of BMO Harris was increased from \$9 million to \$12 million, (ii) BMO Harris consented to a transaction among the Company and BMO Private Equity (U.S.), Inc. ("BMO Equity") and (iii) the term of credit and loans to the Company provided in the Credit Agreement and BMO Harris was extended to July 17, 2017.

Also, on July 17, 2012, the Company entered into a Note and Warrant Purchase Agreement with BMO Equity pursuant to which (i) BMO Equity advanced to the Company the sum of \$5 million and (ii) the Company issued to BMO Equity a warrant to purchase up to Four Percent (4%) of the outstanding shares of common stock of the Company on a fully-diluted basis (140,048 shares of common stock of the Company) at the price of One Cent (\$0.01) per share. The term of the loan provided for in this Agreement is five and a half years. Interest is payable on the outstanding balance of the loan at the rate of 11.5% per annum.

The Note and Warrant Purchase Agreement includes provisions for:

- (i) a closing fee of \$100,000
- (ii) payment of the principal amount in five and a half years with optional prepayment subject to certain prepayment premiums;
- (iii) security for the note obligations in all assets of the Company junior to the security interest of BMO Harris;
- (iv) various representations and warranties and covenants of the Company;
- (v) financial covenants including an applicable senior leverage ratio, fixed charge coverage ratio and tangible net worth amount.

Management believes that the funds provided by this new financing arrangement as well as internally generated funds will be sufficient for the Company to meet its working capital needs for at least the next 12 months.

Seasonality

In recent years, sales in the metalized balloon product line have historically been seasonal with approximately 40% occurring in the period from December through March and 24% being generated in the period from July through October. The sales of latex balloons and laminated film products have not historically been seasonal.

Critical Accounting Policies

Please see pages 24-26 of our Annual Report on Form 10-K for the year ended December 31, 2011 for a description of policies that are critical to our business operations and the understanding of our results of operations. The impact and any associated risks related to these policies on our business operations is discussed throughout Management's Discussion and Analysis of Financial Condition and Results of Operations where such policies affect our reported and expected financial results. No material changes to such information have occurred during the three and six months ended June 30, 2012.

New Accounting Pronouncements

See "New Accounting Pronouncements" in Note 1 to the Notes to Unaudited Condensed Consolidated Financial Statements which is here incorporated by reference.

Item 3. Quantitative and Qualitative Disclosures Regarding Market Risk

Not applicable.

Item 4. Controls and Procedures

Our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, has reviewed and evaluated the effectiveness of the design and operation of our disclosure controls and

procedures as of June 30, 2012. Based on such review and evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that the disclosure controls and procedures were effective as of June 30, 2012, to ensure that the information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, (a) is recorded, processed, summarized and reported within the time period specified in the SEC's rules and forms and (b) is accumulated and communicated to our management, including the officers, as appropriate to allow timely decisions regarding required disclosure. There were no material changes in our internal control over financial reporting during the second quarter of 2012 that have materially affected or are reasonably likely to materially affect our internal controls over financial reporting.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

Not applicable.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Not applicable.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Submission of Matters to a Vote of Security Holders

Reference made to Company's Report on Form 8-K dated June 8, 2012.

Item 5. Other Information

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The Certifications of the Chief Executive Officer and the Chief Financial Officer of Registrant Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 are attached as Exhibits to this Report on Form 10-Q.

Item 6. Exhibits

The following are being filed as exhibits to this report:

| Exhibit Number | <u>Description</u> |
|-------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1 | Third Restated Certificate of Incorporation of CTI Industries Corporation (incorporated by reference to Exhibit A contained in Registrant's Schedule 14A Definitive Proxy Statement for solicitation of written consent of shareholders, as filed with Commission on October 25, 1999). |
| 3.2 | By-laws of CTI Industries Corporation (incorporated by reference to Exhibit 3.1 contained in Registrant's Form SB-2 Registration Statement (File No. 333-31969) effective November 5, 1997). |
| 10.1 | Third Amendment to Loan Agreement between BMO Harris Bank, N.A. and the Company dated July 17, 2012. |
| 10.2 | Replacement Revolving Note between BMO Harris Bank, N.A. and the Company dated July 17, 2012. |
| 10.3 | Note and Warrant Purchase Agreement between BMO Private Equity (U.S.), Inc. and the Company dated July 17, 2012. |
| 10.4 | Warrant Agreement between BMO Private Equity (U.S.), Inc. and the Company dated July 17, 2012. |
| 10.5 | Senior Secured Subordinated Promissory Note between BMO Private Equity (U.S.), Inc. and the Company dated July 17, 2012. |
| 31.1 | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and rule 15d-14(a) of the Securities Exchange Act, as amended (filed herewith). |
| 31.2 | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and rule 15d-14(a) of the Securities Exchange Act, as amended (filed herewith). |

32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).

101 Interactive Data Files, including the following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, formatted in XBRL: (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Cash Flows, and (iv) the Notes to Consolidated Financial Statements.

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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.

Dated: August 14, 2012 CTI INDUSTRIES CORPORATION

By: /s/ Howard W. Schwan
Howard W. Schwan, President and
Chief Executive Officer

By: /s/ Stephen M. Merrick
Stephen M. Merrick
Executive Vice President and
Chief Financial Officer

By: /s/ Timothy S. Patterson
Timothy S. Patterson
Vice President Finance / Controller

Exhibit Index

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