NATURAL ALTERNATIVES INTERNATIONAL INC
Form 10-Q
February 13, 2012
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT

pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

FOR THE QUARTERLY PERIOD ENDED DECEMBER 31, 2011

000-15701

(Commission file number)

NATURAL ALTERNATIVES INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware	**84-1007839**
(State of incorporation)	(IRS Employer Identification No.)
1185 Linda Vista Drive	
San Marcos, California 92078	**(760) 744-7340**
(Address of principal executive offices)	(Registrant s telephone number)

Indicate by check mark whether Natural Alternatives International, Inc. (NAI) (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 NAI was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

[X] Yes [_] No

Indicate by check mark whether NAI 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 during the preceding 12 months (or for such shorter period that NAI was required to submit and post such files).

[X] Yes [_] No

Indicate by check mark whether NAI is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer [__]   Accelerated filer [__]   Non-accelerated filer [__]   Smaller reporting company [X]

Indicate by check mark whether NAI is a shell company (as defined in Rule 12b-2 of the Exchange Act).

[_] Yes   [X] No

As of February 13, 2012, 6,968,687 shares of NAI s common stock were outstanding, net of 331,990 treasury shares.

TABLE OF CONTENTS

Table of Contents

SPECIAL NOTE ABOUT FORWARD-LOOKING STATEMENTS

Certain statements in this report, including information incorporated by reference, are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934, and the Private Securities Litigation Reform Act of 1995. Forward-looking statements reflect current views about future events and financial performance based on certain assumptions. They include opinions, forecasts, intentions, plans, goals, projections, guidance, expectations, beliefs or other statements that are not statements of historical fact. Words such as may, will, should, could, would, expects, plans, believes, anticipates, intends, estimates, ap projects, or the negative or other variation of such words, and similar expressions may identify a statement as a forward-looking statement. Any statements that refer to projections of our future financial performance, our anticipated growth and trends in our business, our goals, strategies, focus and plans, and other characterizations of future events or circumstances, including statements expressing general optimism about future operating results, are forward-looking statements. Forward-looking statements in this report may include statements about:

- future financial and operating results, including projections of net sales, revenue, income or loss, net income or loss per share, profit margins, expenditures, liquidity, and other financial items;
- our ability to develop relationships with new customers and maintain or improve existing customer relationships;
- the outcome of regulatory, tax and litigation matters, the cost associated with such matters and the effect of such matters on our business and results of operations;
- currency exchange rates, their effect on our results of operations, including amounts that may be reclassified as earnings, our ability to effectively hedge against foreign exchange risks, and the extent to which we may seek to hedge against such risks;
- future levels of our revenue concentration risk;
- sources and availability of raw materials;
- inventories, including the adequacy of inventory levels to meet future customer demand and the timing of our ability to liquidate our inventory of beta-alanine, as well as the adequacy and intended use of our facilities;
- development of new products and marketing strategies;
- our ability to increase our marketing and advertising efforts for our Pathway to Healing® product line, the timing of such efforts and their effect on future sales;
- distribution channels, product sales and performance, and timing of product shipments;
- current or future customer orders;

the impact on our business and results of operations and variations in quarterly net sales from seasonal and other factors;

inflation rates and their impact on our operations and profitability;

management s goals and plans for future operations;

our ability to improve operational efficiencies, manage costs and business risks and improve or maintain profitability;

growth, expansion, diversification, acquisition, divestment and consolidation strategies, the success of such strategies, and the benefits we believe can be derived from such strategies;

personnel;

our ability to operate within the standards set by the Food and Drug Administration s Good Manufacturing Practices;

operations outside the United States (U.S.);

the adequacy of reserves and allowances;

overall industry and market performance;

competition and competitive advantages resulting from our quality commitment;

current and future economic and political conditions;

the impact of accounting pronouncements; and

other assumptions described in this report underlying or relating to any forward-looking statements.

The forward-looking statements in this report speak only as of the date of this report and caution should be taken not to place undue reliance on any such forward-looking statements. Forward-looking statements are subject to certain events, risks, and uncertainties that may be outside of our control. When considering forward-looking statements, you should carefully review the risks, uncertainties and other cautionary statements in this report as they identify certain important factors that could cause actual results to differ materially from those expressed in or implied by the forward-looking statements. These factors include, among others, the risks described under Item 1A of Part II and elsewhere in this report, as well as in other reports and documents we file with the U.S Securities and Exchange Commission (SEC).

Table of Contents

Unless the context requires otherwise, all references in this report to the Company, NAI, we, our, and us refer to Natural Alternatives International, Inc. and, as applicable, Natural Alternatives International Europe S.A. (NAIE), and our other wholly owned subsidiary.

2

Table of Contents

PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

NATURAL ALTERNATIVES INTERNATIONAL, INC.

Condensed Consolidated Balance Sheets

(In thousands, except share and per share data)

	December 31, 2011 (Unaudited)	June 30, 2011
Assets		
Current assets:		
Cash and cash equivalents	$ 11,193	$ 15,461
Accounts receivable - less allowance for doubtful accounts of $130 at December 31, 2011 and $73 at June 30, 2011	4,888	3,287
Inventories, net	12,693	6,499
Deferred income taxes	1,639	1,639
Prepaids and other current assets	1,935	942
Total current assets	32,348	27,828
Property and equipment, net	10,826	11,411
Deferred income taxes	1,388	1,388
Long-term pension asset	39	64
Other noncurrent assets, net	661	453
Total assets	$ 45,262	$ 41,144
Liabilities and Stockholders Equity		
Current liabilities:		
Accounts payable	$ 3,331	$ 2,232
Accrued liabilities	1,126	1,009
Accrued compensation and employee benefits	982	1,234
Income taxes payable	679	472
Total current liabilities	6,118	4,947
Deferred rent	611	719
Total liabilities	6,729	5,666
Commitments and contingencies		
Stockholders equity:		
Preferred stock; $.01 par value; 500,000 shares authorized; none issued or outstanding	0	0
Common stock; $.01 par value; 20,000,000 shares authorized; issued and outstanding (net of treasury shares) 6,968,687 at December 31, 2011 and 7,013,713 at June 30, 2011	72	72
Additional paid-in capital	19,471	19,357
Accumulated other comprehensive income (loss)	465	(365)
Retained earnings	20,252	17,939
Treasury stock, at cost, 331,990 shares at December 31, 2011 and 286,964 at June 30, 2011	(1,727)	(1,525)
Total stockholders equity	38,533	35,478

Total liabilities and stockholders equity	$	45,262	$	41,144

See accompanying notes to condensed consolidated financial statements.

Table of Contents

NATURAL ALTERNATIVES INTERNATIONAL, INC.

Condensed Consolidated Statements of Income and Comprehensive Income

(In thousands, except share and per share data)

(Unaudited)

	Three Months Ended December 31, 2011	Three Months Ended December 31, 2010	Six Months Ended December 31, 2011	Six Months Ended December 31, 2010
Net sales	$ 16,161	$ 14,754	$ 34,502	$ 28,109
Cost of goods sold	12,808	11,905	26,466	22,585
Gross profit	3,353	2,849	8,036	5,524
Selling, general & administrative expenses	2,127	1,735	4,463	3,475
Income from operations	1,226	1,114	3,573	2,049
Other (expense) income:				
Interest income	5	5	10	8
Interest expense	(31)	(17)	(66)	(29)
Foreign exchange (loss) gain	(5)	(35)	106	21
Other, net	4	1	6	2
	(27)	(46)	56	2
Income before income taxes	1,199	1,068	3,629	2,051
Provision for income taxes	414	214	1,316	285
Net income	$ 785	854	$ 2,313	$ 1,766
Unrealized gain resulting from change in fair value of derivative instruments, net of tax	436	212	830	212
Comprehensive income	$ 1,221	$ 1,066	$ 3,143	$ 1,978
Net income per common share:				
Basic	$ 0.11	$ 0.12	$ 0.33	$ 0.25
Diluted	$ 0.11	$ 0.12	$ 0.33	$ 0.25
Weighted average common shares outstanding:				
Basic	6,971,486	7,109,736	6,992,371	7,109,736
Diluted	6,985,341	7,120,257	6,999,604	7,120,550

See accompanying notes to condensed consolidated financial statements.

Table of Contents

NATURAL ALTERNATIVES INTERNATIONAL, INC.

Condensed Consolidated Statements of Cash Flows

(In thousands)

(Unaudited)

	Six Months Ended December 31, 2011	Six Months Ended December 31, 2010
Cash flows from operating activities		
Net income	$ 2,313	$ 1,766
Adjustments to reconcile net income to net cash provided by operating activities:		
Increase (decrease) of uncollectible accounts receivable	57	(7)
Depreciation and amortization	1,543	1,628
Non-cash compensation	114	110
Pension expense	25	25
Loss (gain) on disposal of assets	5	(2)
Changes in operating assets and liabilities:		
Accounts receivable	(1,658)	562
Inventories, net	(6,194)	710
Other assets	86	132
Accounts payable and accrued liabilities	1,123	(1,011)
Income taxes payable	(265)	127
Accrued compensation and employee benefits	(252)	(833)
Net cash (used in) provided by operating activities	(3,103)	3,207
Cash flows from investing activities		
Capital expenditures	(963)	(1,052)
Proceeds from the sale of property & equipment	0	45
Net cash used by investing activities	(963)	(1,007)
Cash flows from financing activities		
Repurchase of common stock	(202)	0
Net cash used by financing activities	(202)	0
Net (decrease) increase in cash and cash equivalents	(4,268)	2,200
Cash and cash equivalents at beginning of period	15,461	8,547
Cash and cash equivalents at end of period	$ 11,193	$ 10,747
Supplemental disclosures of cash flow information		
Cash paid during the period for:		
Interest	$ 13	$ 20
Taxes	$ 1,592	$ 168

See accompanying notes to condensed consolidated financial statements.

Table of Contents

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

A. Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation

The accompanying interim unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and applicable rules and regulations. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. In management s opinion, all adjustments necessary for a fair presentation of the financial position, results of operations and cash flows have been included and are of a normal, recurring nature. The results of operations for the three and six months ended December 31, 2011 are not necessarily indicative of the operating results for the full fiscal year or any future periods.

You should read the financial statements and these notes, which are an integral part of the financial statements, together with our audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2011 (2011 Annual Report). The accounting policies used to prepare the financial statements included in this report are the same as those described in the notes to the consolidated financial statements in our 2011 Annual Report unless otherwise noted below.

Reclassifications

Certain items previously reported in our prior year s consolidated financial statements have been reclassified to conform with current year presentation. Such reclassifications had no effect on previously reported total assets, stockholder s equity, or net income.

Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS. The amendments in this update are the result of the work of the FASB and the International Accounting Standards Board (IASB) to develop common requirements for measuring fair value and for disclosing information about fair value measurements. The amendment becomes effective for interim and annual periods beginning after December 15, 2011, which will be the third quarter of our fiscal 2012. We are currently assessing the future impact of this ASU to our consolidated financial statements.

In June 2011, the FASB issued ASU 2011-05, Presentation of Comprehensive Income. ASU 2011-05 requires all non-owner changes in stockholders equity be presented either in a single continuous statement of comprehensive income or in two separate but continuous statements. If presented in two separate statements, the first statement should present total net income and its components followed immediately by a second statement of total other comprehensive income, its components and the total comprehensive income. In December 2011, the FASB issued ASU 2011-12, Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05. ASU 2011-12 defers those changes in ASU 2011-05 that relate to the presentation of reclassification adjustments. The FASB has deferred those changes in order to reconsider whether to present on the face of the financial statements the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income for all periods presented. ASU 2011-12 does not impact the requirement of ASU 2011-05 to report comprehensive income either in a single continuous financial statement or in two separate but consecutive financial statements. ASU 2011-05 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2011, which will be the first quarter of our fiscal 2013. ASU 2011-05 concerns disclosures only and will not have a material impact on our financial position or results of operations.

Net Income per Common Share

We compute net income per common share using the weighted average number of common shares outstanding during the period, and diluted net income per common share using the additional dilutive effect of all dilutive securities. The dilutive impact of stock options account for the additional weighted average shares of common stock outstanding for our diluted net income per common share computation. We calculated basic and diluted net income per common share as follows (in thousands, except per share data):

	Three Months Ended December 31,		Six Months Ended December 31,	
	2011	2010	2011	2010
Numerator				
Net income	$ 785	$ 854	$ 2,313	$ 1,766
Denominator				
Basic weighted average common shares outstanding	6,971	7,110	6,992	7,110
Dilutive effect of stock options	14	10	8	11
Diluted weighted average common shares outstanding	6,985	7,120	7,000	7,121
Basic net income per common share	$ 0.11	$ 0.12	$ 0.33	$ 0.25
Diluted net income per common share	$ 0.11	$ 0.12	$ 0.33	$ 0.25

Shares related to stock options representing the right to acquire 535,000 shares of common stock for the three months ended December 31, 2011, and 555,875 shares for the six months ended December 31, 2011, were excluded from the calculation of diluted net income per common share, as the effect of their inclusion would have been anti-dilutive.

Shares related to stock options representing the right to acquire 616,750 shares of common stock for the three months ended December 31, 2010, and 545,875 shares for the six months ended December 31, 2010, were excluded from the calculation of diluted net income per common share, as the effect of their inclusion would have been anti-dilutive.

Revenue Recognition

To recognize revenue, four basic criteria must be met: 1) there is evidence that an arrangement exists; 2) delivery has occurred; 3) the fee is fixed or determinable; and 4) collectability is reasonably assured. Revenue from sales transactions where the buyer has the right to return the product is recognized at the time of sale only if (1) the seller s price to the buyer is substantially fixed or determinable at the date of sale; (2) the buyer has paid the seller, or the buyer is obligated to pay the seller and the obligation is not contingent on resale of the product; (3) the buyer s obligation to the seller would not be changed in the event of theft or physical destruction or damage of the product; (4) the buyer acquiring the product for resale has economic substance apart from that provided by the seller; (5) the seller does not have significant obligations for future performance to directly bring about resale of the product by the buyer; and (6) the amount of future returns can be reasonably estimated. We recognize revenue upon determination that all criteria for revenue recognition have been met. The criteria are usually met at the time title passes to the customer, which usually occurs upon shipment. Revenue from shipments where title passes upon delivery is deferred until the shipment has been delivered.

We also enter into arrangements whereby revenues are derived from multiple deliverables. In these arrangements, we record revenue as separate elements if the delivered items have value to the customer on a standalone basis, and if the arrangement includes a general right of return relative to the delivered item, delivery or performance of the undelivered items is considered probable and substantially in the seller s control. Arrangement consideration should be allocated at the inception of the arrangement to all deliverables using the relative selling price method that is based on a three-tier hierarchy. The relative selling price method allocates any discount in the arrangement proportionally to each deliverable on the basis of each deliverable s estimated selling price. Applicable revenue recognition criteria are also considered separately for separate units of accounting. Revenues from multiple-element arrangements involving license fees, up-front payments and milestone payments, which are received and/or billable in connection with other rights and services that represent our continuing obligations, are deferred until all applicable revenue recognition criteria are met for each separable element. Contract interpretation is normally required to determine the appropriate accounting, including whether the deliverables specified in a multiple element arrangement should be treated as separate units of accounting for revenue recognition purposes, and if so, how the price should be allocated among the multiple-elements, when to begin to recognize revenue for each element, and the period over which revenue should be recognized.

We record reductions to gross revenue for estimated returns of private label contract manufacturing products and branded products. The estimated returns are based on the trailing six months of private label contract manufacturing gross sales and our historical experience for both private label contract manufacturing and branded product returns. However, the estimate for product returns does not reflect the impact of a potential large product recall resulting from product nonconformance or other factors as such events are not predictable nor is the related economic impact estimable.

We currently own certain U.S. patents, and each patent s corresponding foreign patent applications. All of these patents and patent rights relate to the ingredient known as beta-alanine marketed and sold under the CarnoSyn® trade name. We have sold this ingredient to a customer for use in a limited market, and since March 2009 have had an agreement with Compound Solutions, Inc. (CSI) under which we have agreed to grant a license of certain of our patent rights to customers of CSI who purchase beta-alanine from CSI. Before October 1, 2011, we received a fee from CSI that varied based on the amount of net sales of beta-alanine sold by CSI less CSI s costs and other agreed upon expenses. As of October 1, 2011, we receive a fee from CSI that varies based on the quantity of beta-alanine sold by CSI and the source of such beta-alanine.

In June 2011, we entered into a license and supply agreement with Abbott Laboratories (Abbott) under which we agreed to grant an exclusive license for the use of beta-alanine in certain medical foods and medical nutritionals. Under the agreement, Abbott paid an initial license fee of $300,000 and an additional $300,000 in January 2012. The Abbott agreement is for a term of 10 years but Abbott may terminate the agreement at any time up to March 31, 2012. Unless sooner terminated by Abbott, upon achievement of certain milestones, the Abbott agreement requires Abbott to pay additional license fees to NAI of $150,000 on or before March 31, 2012. Unless terminated before March 31, 2012, the agreement also requires Abbott to pay to NAI additional license fees in the amount of $4,250,000 in six annual payments beginning on March 31, 2012. Subject to certain other conditions set forth in the agreement, after April 1, 2012 and until terminated by either party, Abbott is required to purchase certain material exclusively from NAI and make royalty payments to NAI upon Abbott s sale of products subject to the agreement. Because Abbott may terminate the agreement at any time up to March 31, 2012, there is no assurance NAI will receive any of the additional license fees or royalty payments described above. No royalty payments were received during the three or six months ended December 31, 2011.

We recorded royalty income as a component of revenue in the amount of $720,000 during the three months ended December 31, 2011 and $2.1 million during the six months ended December 31, 2011. We recorded royalty income as a component of revenue in the amount of $301,000 during the three months ended December 31, 2010 and $617,000 during the six months ended December 31, 2010. These royalty income amounts resulted in royalty expense paid to the original patent holders from whom NAI acquired the patents and its patent rights. We recognized royalty expense as a component of cost of goods sold in the amount of $108,000 during the three months ended December 31, 2011 and $370,000 during the six months ended December 31, 2011. We recognized royalty expense as a component of cost of goods sold in the amount of $48,000 during the three months ended December 31, 2010 and $107,000 during the six months ended December 31, 2010.

Stock-Based Compensation

We have an omnibus incentive plan that was approved by our Board of Directors effective as of October 15, 2009 and approved by our stockholders at the Annual Meeting of Stockholders held on November 30, 2009. Under the plan, we may grant nonqualified and incentive stock options and other stock-based awards to employees, non-employee directors and consultants. Our prior equity incentive plan was terminated effective as of November 30, 2009.

We estimate the fair value of stock option awards at the date of grant using the Black-Scholes option valuation model. The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. Option valuation models require the input of highly subjective assumptions. Black-Scholes uses assumptions related to volatility, the risk-free interest rate, the dividend yield (which we assume to be zero, as we have not paid any cash dividends) and employee exercise behavior. Expected volatilities used in the model are based mainly on the historical volatility of our stock price. The risk-free interest rate is derived from the U.S. Treasury yield curve in effect in the period of grant. The expected life of stock option grants is derived from historical experience.

Our net income included stock based compensation expense of approximately $58,000 for the three months ended December 31, 2011 and approximately $114,000 for the six months ended December 31, 2011. Our net income included stock based compensation expense of approximately $48,000 for the three months ended December 31, 2010 and approximately $110,000 for the six months ended December 31, 2010.

Fair Value of Financial Instruments

Fair value is defined as the exchange price that would be received to sell an asset or paid to transfer a liability (i.e., the exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. We use a three-level hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from independent sources. Unobservable inputs are inputs that reflect our assumptions about the inputs that market participants would use in pricing the asset or liability and are developed based on the best information available under the circumstances.

The fair value hierarchy is broken down into three levels based on the source of inputs. In general, fair values determined by Level 1 inputs use quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access. We classify cash, cash equivalents, and marketable securities balances as Level 1 assets. Fair values determined by Level 2 inputs are based on quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active and models for which all significant inputs are observable or can be corroborated, either directly or indirectly by observable market data. Level 3 inputs are unobservable inputs for the asset or liability, and include situations where there is little, if any, market activity for the asset or liability. These include certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

8

Table of Contents

Our financial statements include the following Level 1 financial instruments: cash equivalents, accounts receivable, short-term investments, accounts payable, and accrued expenses. We believe the carrying amounts of these assets and liabilities in the financial statements approximate the fair values of these financial instruments at December 31, 2011 and June 30, 2011. We classify derivative forward exchange contracts as Level 2 assets. The fair value of our forward exchange contracts as of December 31, 2011 was $1.4 million. The fair value of our forward exchange contracts as of June 30, 2011 was $15,000. As of December 31, 2011 and June 30, 2011, we did not have any financial assets or liabilities classified as Level 3.

B. Inventories

Inventories, net consisted of the following (in thousands):

	December 31, 2011	June 30, 2011
Raw materials	$ 9,000	$ 5,524
Work in progress	2,058	971
Finished goods	2,065	925
Reserves	(430)	(921)
	$ 12,693	$ 6,499

C. Property and Equipment

Property and equipment consisted of the following (dollars in thousands):

	Depreciable Life In Years	December 31, 2011	June 30, 2011
Land	N/A	$ 393	$ 393
Building and building improvements	7 39	2,755	2,755
Machinery and equipment	3 12	26,127	26,130
Office equipment and furniture	3 5	3,089	3,014
Vehicles	3	136	136
Leasehold improvements	1 15	10,088	10,083
Total property and equipment		42,588	42,511
Less: accumulated depreciation and amortization		(31,762)	(31,100)
Property and equipment, net		$ 10,826	$ 11,411

D. Debt

On December 16, 2010, we executed a new Credit Agreement (Credit Agreement) with Wells Fargo Bank, National Association. This Credit Agreement replaced our previous credit facility and provides us with a line of credit of up to $5.0 million. The line of credit may be used to finance working capital requirements. In consideration for granting the line of credit, we paid a commitment fee of $12,500 upon execution of the agreement and paid an additional commitment fee of $12,500 in December 2011. There are no amounts currently drawn under the line of credit.

Under the terms of the Credit Agreement, borrowings are subject to eligibility requirements including maintaining (i) net income after taxes of not less than $750,000 on a trailing four quarter basis as of the end of each calendar quarter beginning with the four quarter period ended December 31, 2010; and (ii) a ratio of total liabilities to tangible net worth of not greater than 1.25 to 1.0 at any time. Any amounts outstanding under the line of credit will bear interest at a fixed or fluctuating interest rate as elected by NAI from time to time; provided, however, that if the outstanding principal amount is less than $100,000 such amount shall bear interest at the then applicable fluctuating rate of interest. If elected, the fluctuating rate per annum would be equal to 2.75% above the daily one month LIBOR rate as in effect from time to time. If a fixed rate is elected, it would equal a per annum rate of 2.50% above the LIBOR rate in effect on the first day of the applicable fixed rate term. Any amounts outstanding under the line of credit must be paid in full on or before November 1, 2013; provided, however, that we must maintain a zero balance on advances under the line of credit for a period of at least 30 consecutive days during each fiscal year. Amounts outstanding that are subject to a fluctuating interest rate may be prepaid at any time without penalty. Amounts outstanding that are subject to a fixed interest rate may be prepaid at any time in minimum amounts of $100,000, subject to a prepayment fee equal to the sum of the discounted monthly differences for each month from the month of prepayment through the month in which the then applicable fixed rate term matures.

Our obligations under the Credit Agreement are secured by our accounts receivable and other rights to payment, general intangibles, inventory, equipment and fixtures. We also have a foreign exchange facility with Wells Fargo in effect until November 1, 2013, and with Bank of America, N.A. in effect until March 15, 2012.

Table of Contents

On December 31, 2011, we were in compliance with all of the financial and other covenants required under the Credit Agreement.

On September 22, 2006, NAIE, our wholly owned subsidiary, entered into a credit facility to provide it with a credit line of up to CHF 1.3 million, or approximately $1.4 million, which was the initial maximum aggregate amount that could be outstanding at any one time under the credit facility. This maximum amount is reduced annually by CHF 160,000, or approximately $170,000. On February 19, 2007, NAIE amended its credit facility to provide that the maximum aggregate amount that may be outstanding under the facility cannot be reduced below CHF 500,000, or approximately $532,000. As of December 31, 2011, there was no outstanding balance under this credit facility.

Under its credit facility, NAIE may draw amounts either as current account loan credits to its current or future bank accounts or as fixed loans with a maximum term of 24 months. Current account loans will bear interest at the rate of 5% per annum. Fixed loans will bear interest at a rate determined by the parties based on current market conditions and must be repaid pursuant to a repayment schedule established by the parties at the time of the loan. If a fixed loan is repaid early at NAIE s election or in connection with the termination of the credit facility, NAIE will be charged a pre-payment penalty equal to 0.1% of the principal amount of the fixed loan or CHF 1,000 (approximately $1,064), whichever is greater. The bank reserves the right to refuse individual requests for an advance under the credit facility, although its exercise of such right will not have the effect of terminating the credit facility as a whole.

We did not use our working capital line of credit nor did we have any long-term debt outstanding during the six months ended December 31, 2011. As of December 31, 2011, we had $5.5 million available under our credit facilities.

E. Defined Benefit Pension Plan

We sponsor a defined benefit pension plan that provides retirement benefits to employees based generally on years of service and compensation during the last five years before retirement. Effective June 20, 1999, we adopted an amendment to freeze benefit accruals to the participants. We contribute an amount not less than the minimum funding requirements of the Employee Retirement Income Security Act of 1974 nor more than the maximum tax-deductible amount.

The components included in the net periodic expense for the periods ended December 31 were as follows (in thousands):

	Three Months Ended December 31, 2011	Three Months Ended December 31, 2010	Six Months Ended December 31, 2011	Six Months Ended December 31, 2010
Interest cost	$ 23	$ 22	$ 46	$ 44
Expected return on plan assets	(10)	(10)	(20)	(20)
Net periodic expense	$ 13	$ 12	$ 26	$ 24

F. Economic Dependency

We had substantial net sales to certain customers during the periods shown in the following table. The loss of any of these customers, or a significant decline in sales, or the growth rate of sales to these customers, or in their ability to make payments when due, could have a material adverse impact on our net sales and net income. Net sales to any one customer representing 10% or more of the respective period s total net sales were as follows (dollars in thousands):

	Three Months Ended December 31, 2011		Three Months Ended December 31, 2010		Six Months Ended December 31, 2011		Six Months Ended December 31, 2010	
	Net Sales by Customer	% of Total Net Sales	Net Sales by Customer	% of Total Net Sales	Net Sales by Customer	% of Total Net Sales	Net Sales by Customer	% of Total Net Sales
Customer 1	$ 8,056	50%	$ 7,559	51%	$ 16,481	48%	$ 14,491	52%
Customer 2	3,551	22	3,224	22	7,836	23	5,767	21
	$ 11,607	72%	$ 10,783	73%	$ 24,317	71%	$ 20,258	73%

Table of Contents

We buy certain products, including beta-alanine, from a limited number of raw material suppliers. The loss of any of these suppliers could have a material adverse impact on our net sales and net income. Raw material purchases from any one supplier representing 10% or more of the respective period s total raw material purchases were as follows (dollars in thousands):

	Three Months Ended December 31,				Six Months Ended December 31,			
	2011		2010		2011		2010	
	Raw Material Purchases by Supplier	% of Total Raw Material Purchases	Raw Material Purchases by Supplier	% of Total Raw Material Purchases	Raw Material Purchases by Supplier	% of Total Raw Material Purchases	Raw Material Purchases by Supplier	% of Total Raw Material Purchases
Supplier 1	$ (a)	(a)	$ 597	11%	$ (a)	(a)	$ (a)	(a)
Supplier 2	2,106	21%	(a)	(a)	2,106	13%	(a)	(a)
	$ 2,106	21%	$ 597	11%	$ 2,106	13%	$ (a)	(a)

(a) Purchases were less than 10% of the respective period s total raw material purchases.

G. Segment Information

As a result of our efforts to commercialize our patent and trademark estate and the increased level of income we have recently received from such efforts, beginning with the first quarter of fiscal 2012, our business consists of three segments for financial reporting purposes. The three segments are identified as (i) private label contract manufacturing, which primarily relates to the provision of private label contract manufacturing services to companies that market and distribute nutritional supplements and other health care products, (ii) patent and trademark licensing, which primarily includes royalty income from our license and supply agreements associated with the sale and use of beta-alanine under our CarnosSyn® trade name, and (iii) branded products, which relates to the marketing and distribution of our branded nutritional supplements and consists primarily of the products sold under our Pathway to Healing® product line.

We evaluate performance based on a number of factors. The primary performance measures for each segment are net sales and income or loss from operations before corporate allocations. Operating income or loss for each segment does not include corporate general and administrative expenses, interest expense and other miscellaneous income and expense items. Corporate general and administrative expenses include, but are not limited to: human resources, corporate legal, finance, information technology, and other corporate level related expenses, which are not allocated to any segment. The accounting policies of our segments are the same as those described in Note A above and in the consolidated financial statements included in our 2011 Annual Report other than the change in the number of segments.

Our operating results by business segment were as follows (in thousands):

	Three Months Ended December 31,		Six Months Ended December 31,	
	2011	2010	2011	2010
Net Sales				
Private label contract manufacturing	$ 15,038	$ 13,987	$ 31,644	$ 26,533
Patent and trademark licensing	720	301	2,054	617
Branded products	403	466	804	959
	$ 16,161	$ 14,754	$ 34,502	$ 28,109

	Three Months Ended December 31,		Six Months Ended December 31,	
	2011	2010	2011	2010
Income from Operations				

Private label contract manufacturing	$ 2,123	$ 2,030	$ 5,106	$ 3,892
Patent and trademark licensing	189	(3)	802	81
Branded products	72	91	120	189
Income from operations of reportable segments	2,384	2,118	6,028	4,162
Corporate expenses not allocated to segments	(1,158)	(1,004)	(2,455)	(2,113)
	$ 1,226	$ 1,114	$ 3,573	$ 2,049

Table of Contents

	December 31, 2011	June 30, 2011
Total Assets		
Private label contract manufacturing	$ 41,417	$ 40,824
Patent and trademark licensing	3,533	111
Branded products	312	209
	$ 45,262	$ 41,144

Our private label contract manufacturing products are sold both in the U.S. and in markets outside the U.S., including Europe, Australia and Asia. Our primary market outside the U.S. is Europe. Our patent and trademark licensing activities are primarily based in the U.S. and our branded products are only sold in the U.S.

Net sales by geographic region, based on the customers location, were as follows (in thousands):

	Three Months Ended December 31,		Six Months Ended December 31,	
	2011	2010	2011	2010
United States	$ 8,869	$ 9,232	$ 19,059	$ 17,720
Markets outside the United States	7,292	5,522	15,443	10,389
Total net sales	$ 16,161	$ 14,754	$ 34,502	$ 28,109

Products manufactured by NAIE accounted for approximately 67% of net sales in markets outside the U.S. for the three months ended December 31, 2011, and 59% for the three months ended December 31, 2010. NAIE accounted for 65% of net sales in markets outside the U.S. for the six months ended December 31, 2011, and 61% for the six months ended December 31, 2010. No products manufactured by NAIE were sold in the U.S. during the six months ended December 31, 2011 and 2010.

Assets and capital expenditures by geographic region, based on the location of the company or subsidiary at which they were located or made, were as follows (in thousands):

	Long-Lived Assets		Total Assets		Capital Expenditures Six Months Ended	
	December 31, 2011	June 30, 2011	December 31, 2011	June 30, 2011	December 31, 2011	December 31, 2010
United States	$ 10,336	$ 10,835	$ 32,391	$ 30,210	$ 813	$ 546
Europe	2,578	2,481	12,871	10,934	150	506
	$ 12,914	$ 13,316	$ 45,262	$ 41,144	$ 963	$ 1,052

H. Income Taxes

The effective tax rate for the three months ended December 31, 2011 was 34.5% and the effective tax rate for the six months ended December 31, 2011 was 36.3%. The rate differs from the U.S. federal statutory rate of 34% primarily due to the recognition of state taxes partially offset by the favorable impact of foreign earnings taxed at less than the U.S. statutory rate.

To determine our quarterly provision for income taxes, we use an estimated annual effective tax rate, which is based on expected annual income, statutory tax rates and tax planning opportunities available in the various jurisdictions to which the Company is subject. Certain significant or unusual items are separately recognized in the quarter in which they occur and can be a source of variability in the effective tax rate from quarter to quarter. We recognize interest and penalties related to uncertain tax positions, if any, as an income tax expense.

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the financial reporting basis and tax basis of our assets and liabilities. 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. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

We are subject to taxation in the U.S., Switzerland and various state jurisdictions. Our tax years for the fiscal year ended June 30, 2006 and forward are subject to examination by U.S. and state tax authorities and our tax years for the fiscal year ended June 30, 2007 and forward are subject to examination by the Switzerland tax authorities.

Table of Contents

We do not record U.S. income tax expense for NAIE s retained earnings that are declared as indefinitely reinvested offshore, thus reducing our overall income tax expense. The amount of earnings designated as indefinitely reinvested in NAIE is based on the actual deployment of such earnings in NAIE s assets and our expectations of the future cash needs of our U.S. and foreign entities. Income tax laws are also a factor in determining the amount of foreign earnings to be indefinitely reinvested offshore.

It is our policy to establish reserves based on management s assessment of exposure for certain positions taken in previously filed tax returns that may become payable upon audit by tax authorities. The tax reserves are analyzed at least annually, generally in the fourth quarter of each year, and adjustments are made as events occur that we believe warrant adjustments to the reserves.

I. Treasury Stock

On June 2, 2011, the Board of Directors authorized the repurchase of up to $2.0 million of our common stock. Under the repurchase plan, we may, from time to time, purchase shares of our common stock, depending upon market conditions, in open market or privately negotiated transactions. For the year ended June 30, 2011, we purchased 106,023 shares at a weighted average cost of $4.02 per share and a total cost of $426,000, including commissions and fees. During the six months ended December 31, 2011, we purchased an additional 45,026 shares at a weighted average cost of $4.49 per share and a total cost of $202,000, including commissions and fees.

J. Derivatives and Hedging

We are exposed to gains and losses resulting from fluctuations in foreign currency exchange rates relating to forecasted product sales denominated in foreign currencies and transactions of NAIE, our foreign subsidiary. As part of our overall strategy to manage the level of exposure to the risk of fluctuations in foreign currency exchange rates, we may use foreign exchange contracts in the form of forward contracts. There can be no guarantee any such contracts, to the extent we enter into such contracts, will be effective hedges against our foreign currency exchange risk.

During the three and six months ended December 31, 2011 we had forward contracts designated as cash flow hedges primarily to protect against the foreign exchange risks inherent in our forecasted sales of products at prices denominated in currencies other than the U.S. Dollar. These contracts are expected to be settled through July 2013. For derivative instruments that are designated and qualify as cash flow hedges, we record the effective portion of the gain or loss on the derivative in accumulated other comprehensive income (OCI) as a separate component of stockholders equity and subsequently reclassify these amounts into earnings in the period during which the hedged transaction is recognized in earnings.

For foreign currency contracts designated as cash flow hedges, hedge effectiveness is measured using the spot rate. Changes in the spot-forward differential are excluded from the test of hedge effectiveness and are recorded currently in earnings as interest expense. We measure effectiveness by comparing the cumulative change in the hedge contract with the cumulative change in the hedged item. During the three and six months ended December 31, 2011, we did not have any material losses or gains related to the ineffective portion of our hedging instruments. No hedging relationships were terminated as a result of ineffective hedging or forecasted transactions no longer probable of occurring for foreign currency forward contracts. We monitor the probability of forecasted transactions as part of the hedge effectiveness testing on a quarterly basis.

As of December 31, 2011, the notional amounts of our foreign exchange contracts designated as cash flow hedges were approximately $16.2 million (EUR 11.3 million). As of December 31, 2011, a net gain of approximately $1.3 million related to derivative instruments designated as cash flow hedges was recorded in OCI. We expect approximately $1.1 million will be reclassified into earnings in the next 12 months along with the earnings effects of the related forecasted transactions.

As of December 31, 2011, $1.2 million of the fair value of our cash flow hedges was classified in prepaids and other current assets and $248,000 was classified in other noncurrent assets, net in our Consolidated Balance Sheets. During the three months ended December 31, 2011 we recognized $942,000 of gains in OCI and reclassified $266,000 of gains from OCI to revenue. During the six months ended December 31, 2011 we recognized $1.7 million of gains in OCI and reclassified $363,000 of gains from OCI to revenue. During the three and six months ended December 31, 2010, we recognized $266,000 of gains in OCI and reclassified $54,000 of gains from OCI to revenue.

K. Contingencies

From time to time, we become involved in various investigations, claims and legal proceedings that arise in the ordinary course of our business. These matters may relate to intellectual property, product liability, employment, tax, regulation, contract or other matters. The resolution of these matters as they arise will be subject to various uncertainties and, even if such claims are without merit, could result in the expenditure of significant financial and managerial resources. While unfavorable outcomes are possible, based on available information, we generally do not believe the resolution of these matters will result in a material adverse effect on our business, consolidated financial condition, or results of operations. However, a settlement payment or unfavorable outcome could adversely impact our results of operations. Our evaluation of the likely impact of these actions could change in the future and we could have unfavorable outcomes that we do not expect.

Table of Contents

As of February 13, 2012, except as described below, neither NAI nor its subsidiaries were a party to any material pending legal proceeding nor was any of their property the subject of any material pending legal proceeding.

On August 20, 2009, NAI filed a lawsuit in the U.S. District Court for the District of Delaware, accusing Vital Pharmaceutical, Inc. (VPX) and DNP International Co., Inc. (DNP) of infringing certain patents owned by NAI relating to the ingredient known as beta-alanine marketed and sold under the CarnoSyn® trade name. NAI asserted claims for unfair competition and false marking, among others, against one or both of the companies named in this lawsuit and sought an injunction against continued infringement and violations and damages for past infringement and violations including, among others, punitive damages and attorneys fees.

On August 8, 2011, a settlement agreement was reached between NAI and VPX. As part of the settlement, NAI granted VPX a limited and restricted covenant not to sue on certain claims of NAI s asserted beta-alanine patents and VPX agreed to dismiss its claims of invalidity and to cease certain business activities.

On August 3, 2011, NAI and CSI filed an amended and supplemental complaint against DNP reasserting claims for unfair competition and violation of the Delaware Deceptive Trade Practices Act. The amended complaint also asserted new facts in support of these claims. On September 8, 2011, NAI and CSI filed a voluntary notice of dismissal of the amended and supplemental complaint against DNP and filed a new complaint in the U.S. District Court for the District of Delaware alleging similar claims of unfair competition, violation of the Delaware Deceptive Trade Practices Act and interference with business relations.

On December 21, 2011, NAI filed a lawsuit in the U.S. District Court for the Southern District of Texas, Houston Division, Civil Action No: 4:11-cv-04511, against Woodbolt Distribution, LLC, also known as Cellucor (Woodbolt), Vitaquest International, Inc., d/b/a Garden State Nutritionals (Garden State) and F.H.G. Corporation, d/b/a Integrity Nutraceuticals (Integrity), for infringing its U.S. Patent No. 8,067,381 (the 381 patent), entitled Methods and compositions for increasing the anaerobic working capacity in tissues. NAI filed the complaint in federal court after Woodbolt failed to comply with a cease and desist demand. The complaint alleges that Woodbolt sells nutritional supplements, including supplements containing beta-alanine such as C4 Extreme , M5 Extreme , and N-Zero Extreme that infringe the 381 patent. NAI also sued Woodbolt s alleged contract manufacturers, Vitaquest International, Inc., d/b/a/ Garden State Nutritionals and F.H.G. Corporation, d/b/a/ Integrity Nutraceuticals for infringing the 381 patent. Woodbolt, in turn, filed a complaint seeking a declaratory judgment of non-infringement and invalidity of the 381 patent in the U.S. District Court for the District of Delaware.

On December 22, 2011, DNP filed a complaint in the U.S. District Court for the District of Delaware against NAI and CSI for declaratory judgment of non-infringement and invalidity of three of NAI s issued U.S. Patent Nos. 5,965,596, 6,172,098, 6,426,361. On January 27, 2012, DNP amended its complaint to add declaratory judgment claims against the 381 patent.

On January 20, 2012 NAI filed two patent litigation lawsuits against BPI Sports Holdings, LLC d/b/a BPI Sports, LLC and BPI Sports (BPI) and Image Sports, LLC d/b/a Image Nutrition LLC (Image) in the U.S. District Court for the Southern District of Texas, Houston Division, for infringing U.S. Patent No. 8,067,381 (the 381 patent), entitled Methods and compositions for increasing the anaerobic working capacity in tissues. NAI filed its complaint against BPI in federal court after BPI failed to comply with a cease and desist demand. The complaint alleges that BPI infringes the 381 patent by making, using, offering for sale and selling nutritional supplements and bundled supplement products containing beta-alanine such as its 1.M.R. product. NAI also filed a separate lawsuit for infringement of the 381 patent alleging that Image makes, uses, offers for sale and sells nutritional supplements and bundled supplement products containing beta-alanine such as its Alarm product. On January 30, 2012, BPI Sports, LLC filed a complaint in the U.S. District Court for the Southern District of Florida for declaratory judgment of non-infringement, invalidity and/or unenforceability of NAI s issued U.S. Patent Nos. 5,965,596, 6,172,098, 6,426,361, 6,680,294 and 8,067,381.

On July 31, 2009, Real Health Laboratories, Inc. (RHL), a former wholly-owned subsidiary, sold substantially all of its remaining assets related to its wholesale and direct-to-consumer business to PharmaCare US Inc. and PharmaCare Laboratories Pty Ltd. for a cash purchase price of $500,000. NAI provided a guarantee of RHL s indemnity obligations under the asset purchase agreement, which potential liability is capped at the amount of the purchase price paid by the buyers to RHL. The guaranty continues for a minimum period of three years from the date of the Asset Purchase Agreement. RHL was dissolved in November 2011.

Table of Contents

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

The following discussion and analysis is intended to help you understand our financial condition and results of operations for the three and six months ended December 31, 2011. You should read the following discussion and analysis together with our unaudited condensed consolidated financial statements and the notes to the condensed consolidated financial statements included under Item 1 in this report, as well as the risk factors and other information included in our 2011 Annual Report and other reports and documents we file with the SEC. Our future financial condition and results of operations will vary from our historical financial condition and results of operations described below based on a variety of factors.

Executive Overview

The following overview does not address all of the matters covered in the other sections of this Item 2 or other items in this report or contain all of the information that may be important to our stockholders or the investing public. This overview should be read in conjunction with the other sections of this Item 2 and this report.

Our primary business activity is providing private label contract manufacturing services to companies that market and distribute vitamins, minerals, herbs and other nutritional supplements, as well as other health care products, to consumers both within and outside the U.S. Historically, our revenue has been largely dependent on sales to one or two private label contract manufacturing customers and subject to variations in the timing of such customers orders, which in turn is impacted by such customers internal marketing programs, supply chain management, entry into new markets, new product introductions, the demand for such customers products, and general industry and economic conditions. We also generate royalty and licensing revenue from our patent estate pursuant to license and supply agreements with third parties for the distribution and use of the ingredient known as beta-alanine and sold under the CarnoSyn® trade name. Royalty and licensing income associated with the distribution and use of CarnoSyn® has grown considerably in recent periods due to the increased popularity of this ingredient as a sports nutrition supplement and expanded distribution channels and efforts.

A cornerstone of our business strategy is to achieve long-term growth and profitability and to diversify our sales base. We have sought and expect to continue to seek to diversify our sales by developing relationships with additional, quality-oriented, private label contract manufacturing customers, developing and growing our own line of branded products and commercializing our patent estate through contract manufacturing, royalty and license agreements. During fiscal 2011, we expanded our beta-alanine licensing programs through the execution of a supply agreement with Nestle Nutrition and a license and supply agreement with Abbott Laboratories. We also incurred litigation and patent compliance expenses of approximately $1.4 million during fiscal 2011 and $284,000 during the three months ended December 31, 2011 and $601,000 during the six months ended December 31, 2011. We expect litigation expenses during the remainder of fiscal 2012 to be approximately $300,000 to $400,000 per quarter, in connection with our efforts to protect our proprietary rights and patent estate. These efforts are described in more detail under Item 1 of Part II of this report. During the current second quarter of fiscal 2012 we purchased approximately $2.9 million of beta-alanine raw material in an effort to secure ample inventory levels for future expected customer demand and to also assist in removing infringing beta-alanine product from the industry supply chain. Subject to customer demand levels and other economic influences, we expect to liquidate this beta-alanine inventory during the next several quarters.

During the first six months of fiscal 2012, our net sales were 22.7% higher than in the first six months of fiscal 2011. Private label contract manufacturing sales increased 19.3% due primarily to higher volumes of existing products in existing markets and sales to new customers. This increase was partially offset by lower product sales to other existing customers. During the six months ended December 31, 2011, CaronSyn® beta-alanine royalty and licensing revenue totaled $2.1 million, representing a 233% increase over the comparable prior year period. Our ability to maintain or further increase our beta-alanine royalty and licensing revenue will depend in large part on the availability of the raw material beta-alanine when and in the amounts needed, the continued compliance by third parties with our patent and trademark rights, and the ability to expand distribution of beta-alanine to new and existing customers.

Our revenue concentration risk for our two largest customers decreased to 71% as a percentage of our total sales for the first six months of fiscal 2012 compared to 73% in the first six months of fiscal 2011. We expect our contract manufacturing revenue concentration percentage for our two largest customers to decrease marginally during the remainder of fiscal 2012 with the anticipated addition of new customer sales and increased sales to other existing customers.

Net sales from our branded products declined 16.2% in the first six months of fiscal 2012 as compared to the first six months of fiscal 2011 due to the continued softening of our Pathway to Healing® product line. Our branded products segment consists primarily of the products sold under our Pathway to Healing® product line. Beginning in April 2007, Dr. Cherry ceased airing his weekly television program, which had served as the primary customer acquisition vehicle in marketing the Pathway to Healing® product line. While sales of the product line have been primarily generated by continuity orders from long-standing repeat customers, the loss of the television program has had a negative impact on our ability to acquire new customers and retain existing customers. During fiscal 2011, we began the process of re-launching a portion of our Pathway to Healing® product line and are continuing to evaluate alternatives for this product line.

15

Table of Contents

During the remainder of fiscal 2012, we plan to continue to focus on:

Leveraging our state of the art, certified facilities to increase the value of the goods and services we provide to our highly valued private label contract manufacturing customers, and assist us in developing relationships with additional quality oriented customers;

Expanding the commercialization of our beta-alanine patent estate through contract manufacturing, royalty and license agreements and protecting our proprietary rights;

Evaluating and implementing focused initiatives to grow our Pathway to Healing® product line; and

Improving operational efficiencies and managing costs and business risks to improve profitability.

Critical Accounting Policies and Estimates

The preparation of our financial statements requires that we make estimates and assumptions that affect the amounts reported in our financial statements and their accompanying notes. We have identified certain policies that we believe are important to the portrayal of our financial condition and results of operations. These policies require the application of significant judgment by our management. We base our estimates on our historical experience, industry standards, and various other assumptions that we believe are reasonable under the circumstances. Actual results could differ from these estimates under different assumptions or conditions. An adverse effect on our financial condition, changes in financial condition, and results of operations could occur if circumstances change that alter the various assumptions or conditions used in such estimates or assumptions.

Our critical accounting policies are discussed under Item 7 of our 2011 Annual Report. There have been no significant changes to these policies during the six months ended December 31, 2011.

Results of Operations

The results of our operations for the periods ended December 31 were as follows (dollars in thousands):

	Three Months Ended December 31,			Six Months Ended December 31,		
	2011	2010	% Change	2011	2010	% Change
Private label contract manufacturing	$ 15,038	$ 13,987	8	$ 31,644	$ 26,533	19
Patent and trademark licensing	720	301	139	2,054	617	233
Branded products	403	466	(14)	804	959	(16)
Total net sales	16,161	14,754	10	34,502	28,109	23
Cost of goods sold	12,808	11,905	8	26,466	22,585	17
Gross profit	3,353	2,849	18	8,036	5,524	46
Gross profit %	20.7%	19.3%		23.3%	19.7%	
Selling, general & administrative expenses	2,127	1,735	23	4,463	3,475	28
% of net sales	13.2%	11.8%		12.9%	&n	