

IPARTY CORP  
Form 10-Q  
November 07, 2005

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q**

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

**For the quarterly period ended September 24, 2005**

**or**

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

**For the transition period from to**

**Commission File Number 0-25507**

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**iPARTY CORP.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**76-0547750**  
(I.R.S. Employer Identification No.)

**270 Bridge Street, Suite 301, Dedham, Massachusetts**  
(Address of principal executive offices)

**02026**  
(Zip Code)

**(781) 329-3952**

(Registrant's telephone number, including area code)

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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

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

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

As of November 2, 2005, there were 22,189,147 shares of common stock, \$.001 par value, outstanding.

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**iPARTY CORP.**

**QUARTERLY REPORT ON FORM 10-Q**

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## PART I - FINANCIAL INFORMATION

## Item 1. Financial Statements

## iPARTY CORP.

## CONSOLIDATED BALANCE SHEETS

|  | Sep 24, 2005<br>(Unaudited) | Dec 25, 2004  |
|--|-----------------------------|---------------|
| <b>ASSETS</b>  |                             |               |
| Current assets:  |                             |               |
| Cash and cash equivalents  | \$ 1,001,298                | \$ 1,757,157  |
| Restricted cash  | 451,798                     | 561,407       |
| Accounts receivable  | 945,417                     | 700,961       |
| Inventory, net   | 17,399,118                  | 11,400,971    |
| Prepaid expenses and other assets  | 809,662                     | 476,046       |
| Total current assets   | 20,607,293                  | 14,896,542    |
| Property and equipment, net  | 5,311,804                   | 4,483,705     |
| Other assets   | 102,775                     | 99,690        |
| Total assets   | \$ 26,021,872               | \$ 19,479,937 |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>   |                             |               |
| Current liabilities:   |                             |               |
| Accounts payable   | \$ 9,459,521                | \$ 3,421,195  |
| Accrued expenses   | 3,036,100                   | 2,615,835     |
| Current portion of capital lease obligations   | 425,847                     | 365,674       |
| Borrowings under line of credit  | 9,519,470                   | 5,257,690     |
| Total current liabilities  | 22,440,938                  | 11,660,394    |
| Long-term liabilities:   |                             |               |
| Capital lease obligations, net of current portion  | 555,150                     | 796,693       |
| Other liabilities  | 565,146                     | 471,759       |
| Total long-term liabilities  | 1,120,296                   | 1,268,452     |
| Commitments and contingencies  |                             |               |
| Stockholders' equity:  |                             |               |
| Convertible preferred stock - \$.001 par value; 10,000,000 shares authorized,            |                             |               |
| Series B convertible preferred stock - 1,150,000 shares authorized; 501,402 and 507,460  |                             |               |
| shares issued and outstanding at September 24, 2005 and Dec 25, 2004, respectively       |                             |               |
| (aggregate liquidation value of \$10,028,039 at September 24, 2005)                      |                             |               |
|  | 7,460,861                   | 7,551,002     |
| Series C convertible preferred stock - 100,000 shares authorized, issued and outstanding |                             |               |
| (aggregate liquidation value of \$2,000,000 at September 24, 2005)                       |                             |               |
|  | 1,492,000                   | 1,492,000     |
| Series D convertible preferred stock - 250,000 shares authorized, issued and outstanding |                             |               |
| (aggregate liquidation value of \$5,000,000 at September 24, 2005)                       |                             |               |
|  | 3,652,500                   | 3,652,500     |
| Series E convertible preferred stock - 296,667 shares authorized, issued and outstanding |                             |               |
| (aggregate liquidation value of \$1,112,500 at September 24, 2005)                       |                             |               |
|  | 1,112,500                   | 1,112,500     |
| Series F convertible preferred stock - 114,286 shares authorized, issued and outstanding |                             |               |
| (aggregate liquidation value of \$500,000 at September 24, 2005)                         |                             |               |
|  | 500,000                     | 500,000       |
| Total convertible preferred stock  | 14,217,861                  | 14,308,002    |

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|  |               |               |
|--|---------------|---------------|
| Common stock - \$.001 par value; 150,000,000 shares authorized; 22,189,147 and 22,092,717 shares issued and outstanding at September 24, 2005 and Dec 25, 2004, respectively | 22,189        | 22,093        |
| Additional paid-in capital   | 50,570,243    | 50,448,100    |
| Accumulated deficit  | (62,349,655)  | (58,227,104)  |
| Total stockholders' equity   | 2,460,638     | 6,551,091     |
| Total liabilities and stockholders' equity   | \$ 26,021,872 | \$ 19,479,937 |

The accompanying notes are an integral part of these Consolidated Financial Statements.

## iPARTY CORP.

## CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

|   | For the three months ended |                | For the nine months ended |                |
|---|----------------------------|----------------|---------------------------|----------------|
|   | Sep 24, 2005               | Sep 25, 2004   | Sep 24, 2005              | Sep 25, 2004   |
| Revenues                                  | \$ 14,839,051              | \$ 13,157,546  | \$ 44,516,336             | \$ 40,554,000  |
| Operating costs:                          |                            |                |                           |                |
| Cost of products sold and occupancy costs | 9,042,165                  | 7,897,580      | 26,752,342                | 23,454,594     |
| Marketing and sales                       | 6,204,540                  | 5,276,532      | 16,316,817                | 14,367,835     |
| General and administrative                | 1,852,047                  | 1,509,548      | 5,187,189                 | 4,674,898      |
| Operating loss                            | (2,259,701)                | (1,526,114)    | (3,740,012)               | (1,943,327)    |
| Other income                              |                            | 28,000         |                           | 382,500        |
| Loss before interest                      | (2,259,701)                | (1,498,114)    | (3,740,012)               | (1,560,827)    |
| Interest income                           | 477                        | 271            | 758                       | 1,280          |
| Interest expense                          | (151,437)                  | (77,580)       | (383,298)                 | (148,900)      |
| Net loss                                  | \$ (2,410,661)             | \$ (1,575,423) | \$ (4,122,552)            | \$ (1,708,447) |
| Basic and diluted net loss per share      | \$ (0.11)                  | \$ (0.07)      | \$ (0.19)                 | \$ (0.08)      |
| Weighted-average shares outstanding:      |                            |                |                           |                |
| Basic and diluted                         | 22,147,063                 | 22,019,408     | 22,123,289                | 21,123,511     |

The accompanying notes are an integral part of these Consolidated Financial Statements.

## iPARTY CORP.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

|   | For the nine months ended |                    |
|---|---------------------------|--------------------|
|   | Sep 24, 2005              | Sep 25, 2004       |
| <b>Operating activities:</b>  |                           |                    |
| Net loss  | \$ (4,122,552)            | \$ (1,708,447)     |
| Adjustments to reconcile net loss to net cash used in operating activities: |                           |                    |
| Depreciation and amortization   | 785,693                   | 406,576            |
| Deferred rent   | 93,387                    | 38,723             |
| Changes in operating assets and liabilities:                                |                           |                    |
| Accounts receivable   | (244,456)                 | (350,294)          |
| Inventory   | (5,998,147)               | (5,548,275)        |
| Prepaid expenses and other assets   | 56,431                    | 29,682             |
| Accounts payable  | 6,038,326                 | 4,697,756          |
| Accrued expenses and other liabilities                                      | 45,830                    | 143,980            |
| Net cash used in operating activities                                       | (3,345,488)               | (2,290,299)        |
| <b>Investing activities:</b>  |                           |                    |
| Purchase of property and equipment  | (1,480,824)               | (1,648,300)        |
| Net cash used in investing activities                                       | (1,480,824)               | (1,648,300)        |
| <b>Financing activities:</b>  |                           |                    |
| Net borrowings under line of credit   | 4,261,780                 | 2,499,908          |
| Increase (decrease) in restricted cash                                      | 109,609                   | (59,031)           |
| Principal payments on capital lease obligations                             | (314,338)                 | (72,995)           |
| Deferred financing costs  | 9,804                     | (32,921)           |
| Proceeds from exercise of stock options                                     | 3,598                     | 4,529              |
| Net cash provided by financing activities                                   | 4,070,453                 | 2,339,490          |
| <b>Net decrease in cash and cash equivalents</b>                            | <b>(755,859)</b>          | <b>(1,599,109)</b> |
| <b>Cash and cash equivalents, beginning of period</b>                       | <b>1,757,157</b>          | <b>2,442,471</b>   |
| <b>Cash and cash equivalents, end of period</b>                             | <b>\$ 1,001,298</b>       | <b>\$ 843,362</b>  |
| <b>Supplemental disclosure of non-cash financing activities:</b>            |                           |                    |
| Conversion of Series A convertible preferred stock to common stock          | \$                        | \$ 1,000,000       |
| Conversion of Series B convertible preferred stock to common stock          | 90,141                    | 1,541,869          |
| Conversion of Series E convertible preferred stock to common stock          |                           | 347,895            |
| Total conversion of convertible preferred stock to common stock             | \$ 90,141                 | \$ 2,889,764       |
| Acquisition of assets under capital lease                                   | \$ 132,968                | \$ 891,465         |

The accompanying notes are an integral part of these Consolidated Financial Statements.





**iPARTY CORP.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**September 24, 2005**

**(Unaudited)**

**1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES:**

*Interim Financial Information*

The interim consolidated financial statements as of September 24, 2005 have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (the SEC) for interim financial reporting. These consolidated statements are unaudited and, in the opinion of management, include all adjustments (consisting of normal recurring adjustments and accruals) necessary to present fairly the consolidated balance sheets, consolidated operating results, and consolidated cash flows for the periods presented in accordance with generally accepted accounting principles. The consolidated balance sheet at December 25, 2004 has been derived from the audited consolidated financial statements at that date. Operating results for the Company on a quarterly basis may not be indicative of the results for the entire year due, in part, to the seasonality of the party goods industry. Historically, higher revenues and operating income have been experienced in the second and fourth fiscal quarters. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted in accordance with the rules and regulations of the SEC. These consolidated financial statements should be read in conjunction with the audited consolidated financial statements, and accompanying notes, included in the Company's Annual Report on Form 10-K, as amended, for the year ended December 25, 2004.

*Principles of Consolidation*

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries after elimination of all significant intercompany transactions and balances.

*Revenues Recognition*

Revenues include the selling price of party goods sold, net of returns and discounts, and are recognized at the point of sale. The Company estimates returns based upon historical return rates and such amounts have not been significant.

*Concentrations*

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The Company purchases its inventory from a diverse group of vendors and is not overly dependent upon any single source for its merchandise, often using more than one vendor for similar kinds of products.

Accounts receivable primarily represent amounts due from credit card companies and vendors for inventory rebates. Management does not provide for doubtful accounts as such amounts have not been significant to date; the Company does not require collateral.

### *Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

*Cash and Cash Equivalents and Restricted Cash*

The Company considers all highly liquid investments with an original maturity date of three months or less to be cash equivalents. Cash equivalents consist primarily of money market accounts and are carried at cost plus accrued interest, which approximates fair value.

The Company uses controlled disbursement banking arrangements as part of its cash management program. Outstanding checks, which were included in accounts payable, totaled \$1,071,143 at September 24, 2005 and \$950,156 at December 25, 2004. The Company had sufficient funds available to fund the outstanding checks when they were presented for payment.

Restricted cash represents money deposited in blocked accounts established for the benefit of and under the control of Wells Fargo Retail Finance II, LLC, the Company's lender under its line of credit, and constitutes collateral for amounts outstanding under the Company's line of credit.

*Fair Value of Financial Instruments*

The carrying values of cash and cash equivalents, accounts receivable and accounts payable approximate fair value because of the short-term nature of these instruments. The fair value of borrowings under its line of credit approximates carrying value because the debt bears interest at a variable market rate.

*Inventories*

Inventories consist of party supplies and are valued at the lower of moving weighted-average cost or market. Inventory has been reduced by an allowance for obsolete and excess inventory, which is based on management's review of inventories on hand compared to estimated future sales. The activity in the allowance for obsolete and excess inventory is as follows:

|                            | Sep 24, 2005 |           | Dec 25, 2004 |           |
|----------------------------|--------------|-----------|--------------|-----------|
| Beginning balance          | \$           | 1,296,855 | \$           | 1,400,262 |
| Increases to reserve       |              | 196,477   |              | 200,000   |
| Write-offs against reserve |              | (368,375) |              | (303,407) |
| Ending balance             | \$           | 1,124,975 | \$           | 1,296,855 |

The Company records vendor rebates, discounts and certain other adjustments to inventory, including freight costs, and these amounts are recognized in the income statement as the related goods are sold.

*Net Income (Loss) per Share*

Net income per basic share is computed by dividing net income by the weighted-average number of common shares outstanding plus the common share equivalents of all outstanding Series B, C, D, E and F convertible preferred stock. The common share equivalents of Series B, C, D, E and F convertible preferred stock are included in the calculation of net income per basic share in accordance with EITF Topic D-95, Effect of Participating Convertible Securities on the Computation of Basic Earnings Per Share, since these convertible preferred stockholders are entitled to participate in dividends when and if declared by the Board of Directors. For the periods with net losses, the Company excludes those common share equivalents since their impact would be anti-dilutive.

Net income per diluted share is computed by dividing net income by the weighted-average number of common shares outstanding, plus the common share equivalents of all outstanding Series B, C, D, E and F convertible preferred stock, plus the common share equivalents of the in the money stock options and warrants as computed by the treasury method. For the periods with net losses, the Company excludes those common share equivalents since their impact would be anti-dilutive.

On August 26, 2005, a total of 5,723,512 warrants issued in connection with the issuance of Series B and Series C convertible preferred stock which were exercisable for 9,157,619 shares of common stock expired.

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On September 10, 2005, a total of 929,929 warrants issued in connection with the issuance of Series E convertible preferred stock which were exercisable for 1,487,886 shares of common stock expired.

As of September 24, 2005, there were 28,273,403 potential additional common share equivalents outstanding, which were not included in the calculation of basic and diluted net loss per share because their effect would be anti-dilutive. These included 15,535,370 shares upon the conversion of immediately convertible preferred stock, 2,365,711 shares upon the exercise of warrants with a weighted-average exercise price of \$1.90 and 10,372,322 shares upon the exercise of stock options with a weighted-average exercise price of \$0.95.

### *Stock Option Compensation Expense*

The Company accounts for its stock option compensation agreements with employees under the provisions of Accounting Principles Board ( APB ) Opinion No. 25, *Accounting for Stock Issued to Employees*. The Company has adopted the disclosure-only provisions of Statement of Financial Accounting Standards ( SFAS ) No. 123, *Accounting for Stock-Based Compensation*.

In response to FAS No. 123R, on September 21, 2005, our Board of Directors approved an acceleration of the vesting of certain unvested and out-of-the-money stock options previously awarded to employees and officers with exercise prices equal to or greater than \$0.69 per share. Options held by non-employee directors were excluded from the vesting acceleration. As a result, options to purchase approximately 1.0 million shares of iParty stock became exercisable immediately. Based upon our closing stock price of \$0.46 on September 21, 2005, none of these options had economic value on the date of acceleration.

In making the decision to accelerate these options, the Company's Board of Directors considered the interest of the stockholders as it will reduce the company's reported compensation expense in future periods following the effectiveness of FAS No. 123R. The future stock option expense that was eliminated was approximately \$508,000 on a pre-tax basis and is reflected in the pro forma footnote disclosure for the three and nine months ended September 24, 2005.

The Company has computed the value of options using the Black-Scholes option pricing model prescribed by SFAS No. 123. The weighted-average fair value of the options granted was \$0.36 per share during the third quarter of fiscal 2005 and \$0.59 per share during the third quarter of fiscal 2004, using the following assumptions: no dividend yield, volatility of 109% in 2005 and 117% in 2004, a risk-free interest rate of 4.01% in the third quarter of fiscal 2005 and 3.26% in the third quarter of fiscal 2004 and an expected life of five years from the date of the grant. If compensation cost for the Company's stock option plan been determined based upon the fair value at the grant date for awards under the plan consistent with the methodology prescribed under SFAS 123, the Company's net loss and net loss per share would have been the following pro forma amounts:

|                                   | For the three months ended |                | For the nine months ended |                |
|-----------------------------------|----------------------------|----------------|---------------------------|----------------|
|                                   | Sep 24, 2005               | Sep 25, 2004   | Sep 24, 2005              | Sep 25, 2004   |
| Net income (loss):                |                            |                |                           |                |
| Reported                          | \$ (2,410,661)             | \$ (1,575,423) | \$ (4,122,552)            | \$ (1,708,447) |
| Stock option compensation expense | (717,743)                  | (117,460)      | (927,744)                 | (652,745)      |
| Pro forma                         | \$ (3,128,404)             | \$ (1,692,883) | \$ (5,050,296)            | \$ (2,361,192) |
| Net income (loss) per share:      |                            |                |                           |                |
| Reported                          |                            |                |                           |                |

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|                    |    |        |    |        |    |        |    |        |
|--------------------|----|--------|----|--------|----|--------|----|--------|
| Basic and diluted: | \$ | (0.11) | \$ | (0.07) | \$ | (0.19) | \$ | (0.08) |
| Pro forma          |    |        |    |        |    |        |    |        |
| Basic and diluted: | \$ | (0.14) | \$ | (0.08) | \$ | (0.23) | \$ | (0.11) |

*Property and Equipment*

Property and equipment are stated at cost less accumulated depreciation and are depreciated on the straight-line method over the estimated useful lives of the assets. Expenditures for maintenance and repairs are charged to operations as incurred. A listing of the estimated useful life of the various categories of property and equipment is as follows:

| <b>Asset Classification</b>    | <b>Estimated Useful Life</b>        |
|--------------------------------|-------------------------------------|
| Leasehold improvements         | Lesser of term of lease or 10 years |
| Furniture and fixtures         | 7 years                             |
| Computer hardware and software | 3 years                             |
| Equipment                      | 5 years                             |

*Accounting for the Impairment of Long-Lived Assets*

In accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, the Company reviews each store for impairment indicators whenever events and changes in circumstances suggest that the carrying amounts may not be recoverable from estimated future store cash flows. Our review considers store operating results, future sales growth and cash flows.

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

This information should be read in conjunction with the unaudited consolidated financial statements and related notes included in Item 1 of this Quarterly Report on Form 10-Q and the audited consolidated financial statements and related notes and Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, contained in our Annual Report on Form 10-K, as amended, for the fiscal year ended December 25, 2004.

**Forward Looking Statements**

This Quarterly Report on Form 10-Q, including this discussion and analysis by management, contains or incorporates forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are based on current expectations, estimates, forecasts and projections about the industry and markets in which we operate and our management's beliefs and assumptions. In addition, other written or oral statements that constitute forward-looking statements may be made by or on our behalf. Words such as expect, anticipate, intend, plan, believe, seek, estimate, va of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. We have included important factors in the cautionary statements below under the heading Factors That May Affect Future Results that we believe could cause our actual results to differ materially from the forward-looking statements we make. We do not intend to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.



**Overview**

We believe we are a leading brand in the party industry in the markets we serve and a leading resource in those markets for consumers seeking party goods, party planning advice and party-related information. We are a party goods retailer operating stores throughout New England, where 45 of our 50 retail stores are located. Our other five stores are located in Florida. We also license the name [iparty.com](http://iparty.com) (at [www.iparty.com](http://www.iparty.com)) to a third party in exchange for royalties from Internet sales, which to date have not been significant.

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The following table shows the number of stores in operation:

|                     | For the three months ended |              | For the nine months ended |              |
|---------------------|----------------------------|--------------|---------------------------|--------------|
|                     | Sep 24, 2005               | Sep 25, 2004 | Sep 24, 2005              | Sep 25, 2004 |
| Beginning of period | 45                         | 40           | 44                        | 38           |
| Openings            | 5                          | 2            | 6                         | 4            |
| Closings            |                            |              |                           |              |
| End of period       | 50                         | 42           | 50                        | 42           |

Our stores feature over 20,000 products ranging from greeting cards and balloons to more unique merchandise such as piñatas, tiny toys, masquerade and Hawaiian Luau items. Our sales are driven by the following events: Halloween, Christmas, Easter, Valentine's Day, New Year's, Independence Day, St. Patrick's Day, Thanksgiving and Chanukah. We also focus our business closely on lifetime events such as anniversaries, graduations, birthdays, and bridal or baby showers. The following table shows a summary of our revenues and the increase in revenues from the prior year periods:

|                      | For the three months ended |               | For the nine months ended |               |
|----------------------|----------------------------|---------------|---------------------------|---------------|
|                      | Sep 24, 2005               | Sep 25, 2004  | Sep 24, 2005              | Sep 25, 2004  |
| Revenues             | \$ 14,839,051              | \$ 13,157,546 | \$ 44,516,336             | \$ 40,554,000 |
| Increase in revenues | 12.8%                      | 10.8%         | 9.8%                      | 12.7%         |

Our business has a seasonal pattern. In the past three years we have realized over one-third of our annual revenues in our fourth quarter, which includes Halloween and Christmas, and approximately 25% of our revenues in the second quarter, which includes school graduations. Also, during the past three years, we have had net income in our second and fourth quarters and generated losses in our first and third quarters.

### Results of Operations

Fiscal year 2005 has 53 weeks and ends on December 31, 2005. Fiscal year 2004 had 52 weeks and ended on December 25, 2004.

The third quarter of fiscal year 2005 had 13 weeks and ended on September 24, 2005. The third quarter of fiscal year 2004 had 13 weeks and ended on September 25, 2004.

### Three Months Ended September 24, 2005 Compared to Three Months Ended September 25, 2004

#### *Revenues*

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Our consolidated revenues for the third quarter of fiscal 2005 were \$14,839,051, an increase of \$1,681,505, or 12.8% from the third quarter of the prior fiscal year. Revenues include the selling price of party goods sold, net of returns and discounts, and are recognized at the point of sale.

Sales for the third quarter of fiscal 2005 included sales from eight new stores that opened subsequent to the third quarter of 2004, as well as an increase of 2.5% in comparable store sales. Comparable store sales are defined as sales from those stores open for at least one full year. The increase in comparable store sales was mostly driven by higher sales of Boston Red Sox related merchandise which we feel was due to increased exposure for our brand through our Red Sox sponsorship program as well as better inventory levels.

### *Cost of goods sold and occupancy costs*

Our cost of goods sold and occupancy costs for the third quarter of fiscal 2005 was \$9,042,165, or 60.9% of revenues, an increase of \$1,144,585 and an increase of 0.9 percentage points, as a percentage of revenues, from the third quarter of the prior fiscal year. Cost of goods sold and occupancy costs consists of the cost of merchandise

sold to customers and the occupancy costs for our stores. As a percentage of revenues, the increase was primarily attributable to our new stores, which operate at a higher occupancy to sales ratio until they reach maturity.

*Marketing and sales expense*

Our consolidated marketing and sales expense for the third quarter of fiscal 2005 was \$6,204,540, or 41.8% of revenues, an increase of \$928,008 and an increase of 1.7 percentage points, as a percentage of revenues, from the third quarter of the prior fiscal year. Marketing and sales expense consists primarily of advertising and promotional expenditures, all store payroll and related expenses for personnel engaged in marketing and selling activities and other non-payroll expenses associated with operating our stores. As a percentage of revenues, the increase in marketing and sales expense was primarily due to increased advertising, including our sponsorship program with the Boston Red Sox, and higher depreciation expenses related to the acquisition of fixed assets for new stores.

*General and administrative expense*

Our consolidated general and administrative ( G&A ) expense for the third quarter of fiscal 2005 was \$1,852,047, or 12.5% of revenues, an increase of \$342,499 and 1.0 percentage points, as a percentage of revenues, from the third quarter of fiscal 2004. G&A expense consists of payroll and related expenses for executive, merchandising, finance and administrative personnel, as well as information technology, professional fees and other general corporate expenses. The increase in G&A expense is largely attributable to consultant costs associated with the selection of a new merchandise system that we are currently planning to install in 2006.

*Other income*

In the second quarter of fiscal 2004 we reached a settlement with a third party in connection with the special charge pertaining to our preferred stock previously recorded in fiscal year 2002. We had recorded a net settlement of \$354,500 in the second quarter of 2004 and we recorded a final adjustment of \$28,000, relating to this previously recorded amount, in the third quarter of 2004 as other income.

*Interest expense*

Our interest expense in the third quarter of fiscal 2005 was \$151,437, an increase of \$73,857 from the third quarter of fiscal 2004. The increase in the third quarter of fiscal 2005 as compared to the prior fiscal year was due to a higher average loan balance, increase in interest rates and additional interest expense resulting from capital leases associated with our new point-of-sale system that were executed in the third quarter of fiscal 2004. Our average loan balance was approximately \$6,691,000 during the third quarter of fiscal 2005 compared to \$4,531,000 in the third quarter of fiscal 2004, which increased interest expense by approximately \$40,500. The effective interest rate on our borrowings under our line of credit increased to 7.5% during the third quarter of fiscal 2005 compared to 5.4% in the third quarter of fiscal 2004, which increased interest expense by approximately \$24,000. The interest rate is based on the bank's base rate plus 50 basis points.

*Income taxes*

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We have not provided for income taxes for the third quarter of fiscal 2005 or fiscal 2004 due to the uncertainty of future taxable income.

At the end of fiscal 2004 we had estimated net operating loss carryforwards of approximately \$23.0 million, which begin to expire in 2018. In accordance with Section 382 of the Internal Revenue Code, the use of these carryforwards will be subject to annual limitations based upon certain ownership changes of our stock that have occurred or that may occur.

### *Net Loss*

Our net loss in the third quarter of fiscal 2005 was \$2,410,661, or \$0.11 per basic and diluted share, compared to a net loss of \$1,575,423, or \$0.07 per basic and diluted share, in the third quarter of fiscal 2004.

**Nine months ended September 24, 2005 compared to nine months ended September 25, 2004**

*Revenues*

Our consolidated revenues for the first nine months of fiscal 2005 were \$44,516,336, an increase of \$3,962,336, or 9.8% from the first nine months of the prior fiscal year. Revenues include the selling price of party goods sold, net of returns and discounts, and are recognized at the point of sale.

Sales for the first nine months of fiscal 2005 included sales from eight new stores that opened since the end of the third quarter of 2004, as well as a slight increase of 0.4% in comparable store sales. Comparable store sales are defined as sales from those stores open for at least one full year. Comparable store sales for the first nine months of fiscal 2005 were affected by the severe weather that impacted our New England region stores during the first quarter of 2005.

*Cost of goods sold and occupancy costs*

Our cost of products sold and occupancy costs for the first nine months of fiscal 2005 was \$26,752,342, or 60.1% of revenues, an increase of \$3,297,748 and an increase of 2.3 percentage points, as a percentage of revenues, from the first nine months of the prior fiscal year. Cost of products sold and occupancy costs consists of the cost of merchandise sold to customers and the occupancy costs for our stores. As a percentage of revenues, the increase was attributable to our new stores, which operate at a higher occupancy to sales ratio until they reach maturity, and increases in our product costs charged to us by certain key vendors.

*Marketing and sales expense*

Our consolidated marketing and sales expense for the first nine months of fiscal 2005 was \$16,316,817, or 36.7% of revenues, an increase of \$1,948,982 and an increase of 1.3 percentage points, as a percentage of revenues, from the first nine months of the prior fiscal year. Marketing and sales expense consists primarily of advertising and promotional expenditures, all store payroll and related expenses for personnel engaged in marketing and selling activities and other non-payroll expenses associated with operating our stores. As a percentage of revenues, the increase in marketing and sales expense was primarily due to increased advertising, including our sponsorship program with the Boston Red Sox, and higher depreciation expenses related to the acquisition of fixed assets for new stores.

*General and administrative expense*

Our consolidated general and administrative ( G&A ) expense for the first nine months of fiscal 2005 was \$5,187,189, or 11.7% of revenues, an increase of \$512,291 and an increase of 0.2 percentage points, as a percentage of revenues, from the first nine months of the prior fiscal year. G&A expense consists of payroll and related expenses for executive, merchandising, finance and administrative personnel, as well as information technology, professional fees and other general corporate expenses. The increase in G&A expense is largely attributable to professional fees related to our compliance work for Section 404 of Sarbanes-Oxley Act and consultant costs associated with the selection of a

new merchandise system that we are currently planning to install in 2006.

*Other income*

In fiscal 2004 we reached a settlement with a third party in connection with the special charge pertaining to our preferred stock previously recorded in fiscal year 2002. We recorded the net settlement of \$382,500 as other income.

*Interest expense*

Our interest expense in the first nine months of fiscal 2005 was \$383,298, an increase of \$234,398 from the first nine months of fiscal 2004. The increase during the first nine months of fiscal 2005 was due to an increase in interest rates, a higher average loan balance and additional interest expense resulting from capital leases associated with our new point-of-sale system. Our average loan balance was approximately \$5,919,000 during the first nine months of fiscal 2005 compared to \$3,021,000 in the first nine months of fiscal 2004, which increased interest

expense by approximately \$126,000. The effective interest rate on our borrowings under our line of credit increased to 6.0% during the first nine months of fiscal 2005 compared to 4.7% in the first nine months of fiscal 2004, which increased interest expense by approximately \$45,000. The interest rate is based on the bank's base rate plus 50 basis points.

#### *Income taxes*

We have not provided a benefit for income taxes for the first nine months of fiscal 2005 or fiscal 2004 due to the uncertainty of future taxable income.

At the end of fiscal 2004 we had estimated net operating loss carryforwards of approximately \$23.0 million, which begin to expire in 2018. In accordance with Section 382 of the Internal Revenue Code, the use of these carryforwards will be subject to annual limitations based upon certain ownership changes of our stock that have occurred or that may occur.

#### *Net Loss*

Our net loss in the first nine months of fiscal 2005 was \$4,122,552 or \$0.19 per basic and diluted share, compared to a net loss of \$1,708,447, or \$0.08 per basic and diluted share, in the first nine months of fiscal 2004.

#### **Liquidity and Capital Resources**

Our operating activities used \$3,345,488 in the first nine months of fiscal 2005 compared to using \$2,290,299 in the first nine months of fiscal 2004, an increase of \$1,055,189. The increase was primarily due to the \$2,414,105 increase in our net loss in the first nine months of fiscal 2005 compared to the first nine months of fiscal 2004. The increase in net loss was partially offset by the increases in depreciation expense and the timing and terms of vendor payments related to our Halloween inventory.

We used \$1,480,824 in investing activities in the first nine months of fiscal 2005 compared to \$1,648,300 in the first nine months of 2004. The cash invested in the first nine months of 2005 was primarily for fixed assets associated with new stores, an existing store expansion and point-of-sale system enhancements. The cash invested in the first nine months of fiscal 2004 was predominantly for fixed assets associated with new stores and the new point-of-sale system.

We provided \$4,070,453 by financing activities in the first nine months of 2005 compared to \$2,339,490 in the first nine months of 2004. We increased our borrowings under our line of credit by \$4,261,780 in the first nine months of 2005 compared to a \$2,499,908 increase in the first nine months of 2004. This increase was primarily used to fund the net operating loss for the first nine months of fiscal 2005.



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We have a line of credit (the line ) with Wells Fargo Retail Finance II, LLC, which was amended on January 2, 2004. The amendment extended the maturity date of the line to January 2, 2007, eliminated the minimum interest rate of 6.5%, established a new interest rate at the bank's base rate plus 50 basis points and added the option to increase the line in increments of \$2,500,000 beyond the previous limit of \$7,500,000, to a limit of \$12,500,000, upon 15 days written notice, as long as we are in compliance with all debt covenants and the other provisions of the loan agreement. Our inventory and accounts receivable secure our line of credit. We borrow against these assets at agreed upon advance rates, which may vary at different times of the year.

On September 12, 2005, we increased our line of credit to \$12,500,000 to help finance our present operations and current year new store expansion plans.

Our inventory consists of party supplies which are valued at the lower of weighted-average cost or market and are reduced by an allowance for obsolete and excess inventory and other adjustments, including vendor rebates, discounts and freight costs. Our line of credit availability calculation allows us to borrow against acceptable inventory at cost, which takes our inventory at cost and reflects adjustments that our lender has approved which may be different than adjustments we use for valuing our inventory in our financial statements, such as the

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adjustment to reserve for inventory shortage. The amount of acceptable inventory at cost was approximately \$18,731,000 at September 24, 2005.

Our accounts receivable consists primarily of vendor rebates receivables and credit card receivables. Our line of credit availability calculation allows us to borrow against eligible credit card receivables, which are the credit card receivables for the previous three days of business. The amount of eligible credit card receivables was approximately \$335,000 at September 24, 2005.

The total borrowing base is then determined by adding the acceptable inventory at cost times an agreed upon advance rate plus the eligible credit card receivables times an agreed upon advance rate but not to exceed our established credit limit. The total borrowing base at September 24, 2005 was limited to our credit limit of \$12,500,000. Under the terms of our line of credit, the credit limit amount of \$12,500,000 was then further reduced by (1) a minimum availability block, (2) customer deposits, (3) gift certificates, (4) merchandise credits and (5) outstanding letters of credit. Therefore, our additional availability at September 24, 2005 was approximately \$1,881,000

The amounts outstanding under our line were \$9,519,470 as of September 24, 2005 and \$5,257,690 as of December 25, 2004. The outstanding balances under our line are classified as current liabilities in the accompanying consolidated balance sheets since we are required to apply daily lock-box receipts to reduce the amount outstanding.

On April 27, 2005, we amended our agreement to allow for a special subline that would increase our borrowing base by \$500,000. Upon activation of the special subline, the interest rate on the line of credit will be the bank's base rate plus 75 basis points through the special subline termination date. The special subline can be activated upon 5 days written notice and terminates as of November 1, 2005 or earlier upon written notice. As of September 24, 2005, we had not activated the special subline and the special subline terminated on November 1, 2005.

Our prospective cash flows are subject to certain trends, events and uncertainties, including demands for capital to support growth, improve our infrastructure, respond to economic conditions, and meet contractual commitments. We expect our capital expenditures for 2005 to be primarily related to new stores, store improvements and other technology advancements in support of growth and operational enhancement. We currently believe that we have the ability to generate the cash needed from operations and available borrowings under the line to meet our short-term working capital requirements for our operating activities. However, we believe that we will need to raise additional cash sometime in the next 12 months through debt, equity, or a combination of both to continue to fund our investing activities with respect to our growth and infrastructure improvement goals.

|  | Within<br>1 Year | Within<br>2 - 3<br>Years | Within<br>4 - 5<br>Years | After<br>5 Years | Total         |
|--|------------------|--------------------------|--------------------------|------------------|---------------|
| Line of credit                                   | \$ 9,519,470     |                          |                          |                  | \$ 9,519,470  |
| Capital lease obligations                        | 425,847          | 555,150                  |                          |                  | 980,997       |
| Financed Insurance Premiums                      | 402,935          |                          |                          |                  | 402,935       |
| Operating leases (including retail space leases) | 8,165,799        | 13,204,624               | 10,569,133               | 14,735,766       | 46,675,322    |
| Total contractual obligations                    | \$ 18,514,051    | \$ 13,759,774            | \$ 10,569,133            | \$ 14,735,766    | \$ 57,578,724 |

### Seasonality

Due to the seasonality of our business, sales and operating income are typically higher in our second and fourth quarters. Our business is highly dependent upon sales of Easter, graduation and summer merchandise in the second quarter and sales of Halloween and Christmas merchandise in the fourth quarter.

**Geographic Concentration**

As of October 28, 2005 we operated a total of 50 stores, 45 of which are located in New England. As a result, a severe or prolonged regional recession or regional changes in demographics, employment levels, population,

weather patterns, real estate market conditions or other factors specific to the New England region may adversely affect us more than a company that is more geographically diverse.

### **Effects of Inflation**

We do not view the effects of inflation to have a material effect upon our business.

### **Factors That May Affect Future Results**

Various risks, uncertainties and contingencies could cause our actual results, performance or achievements to differ materially from those expressed in, or implied by, statements contained in this Quarterly Report on Form 10-Q, including, but not limited to, the following:

the success or failure of our efforts to implement our business strategy

our inability to obtain additional financing, if required

third-party suppliers' failure to fulfill their obligations to us

unseasonable weather, particularly in the New England area

intense competition from other party supply stores and stores that merchandise and market party supplies, including big discount retailers and dollar store chains

the availability of retail store space on reasonable lease terms

the failure of any of our systems, including, without limitation, our newly-installed point-of-sale system and our merchandise management system, the latter of which was developed by a vendor who is no longer in business

general economic and other developments affecting consumer confidence or spending patterns, particularly in the New England region and particularly during the Halloween season, which is our single most important season and

compliance with evolving federal securities, accounting, and stock exchange rules and regulations applicable to publicly-traded companies listed on the American Stock Exchange.

### **Critical Accounting Policies and Estimates**

Our financial statements are based on the application of significant accounting policies, many of which require management to make significant estimates and assumptions (see Note 1 to the consolidated financial statements). We believe the following accounting policies to be those most

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important to the portrayal of our financial condition and those that require the most subjective judgment. If actual results differ significantly from management's estimates and projections, there could be a material effect on our financial statements.

### *Inventory and Related Allowance for Obsolete and Excess Inventory*

Our inventory consists of party supplies and is valued at the lower of moving weighted-average cost or market. We record vendor rebates, discounts and certain other adjustments to inventory, including freight costs, and we recognize these amounts in the income statement as the related goods are sold.

### *Revenue Recognition*

Revenues include the selling price of party goods sold, net of returns and discounts, and are recognized at the point of sale. We estimate returns based upon historical return rates and such amounts have not been significant.

### *Impairment of Long-Lived Assets*

In accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, we perform a review of each store for impairment indicators whenever events and changes in circumstances suggest that the carrying amounts may not be recoverable from estimated future store cash flows. Our review considers store operating results, future sales growth and cash flows. The conclusion regarding impairment may differ from current estimates if underlying assumptions or business strategies change.

*Income Taxes*

Historically, we have not recognized an income tax benefit for our losses. Accordingly we record a valuation allowance against our deferred tax assets because of the uncertainty of future taxable income and the realizability of the deferred tax assets. In determining if a valuation allowance against our deferred tax asset is appropriate, we consider both positive and negative evidence. The positive evidence that we considered included (1) we were profitable for the last two years due to the success of our Halloween seasons and (2) we have achieved positive comparable store sales growth and improved merchandise margins during these two years of profitability. The negative evidence that we considered included (1) our merchandise margins decreased during the first nine months of 2005, (2) we have been profitable for only two years and we have been unprofitable for the first nine months of those years, (3) our future profitability is vulnerable to certain risks, including (a) the risk that we may not be able to generate significant taxable income to fully utilize our net operating loss carryforwards of approximately \$23.0 million, (b) the risk of unseasonable weather and other factors in a single geographic region, New England, where our stores are concentrated, (c) the risk of being so dependent upon a single season, Halloween, for a significant amount of annual sales and profitability and (d) the risk of rising prices for petroleum products, which are a key raw material for much of our merchandise and which affect our freight costs, (4) the costs that opening new stores will put pressure on our profit margins until these stores reach maturity (5) the investment in infrastructure required to support our store expansion plan will increase our costs and (6) the expected costs of increased regulatory compliance, including, without limitation, those associated with Section 404 of the Sarbanes-Oxley Act, will likely have a negative impact on our profitability.

The negative evidence is strong enough for us to conclude that the level of our future profitability is uncertain at this time. We believe that it is prudent for us to maintain a valuation allowance until we have a longer track record of profitability and we can reduce our exposure to the risks described above. Should we determine that we will be able to realize our deferred tax assets in the future, an adjustment to our deferred tax assets would increase income in the period we made such a determination.

*Stock Option Compensation Expense*

We account for our stock option compensation agreements with employees under the provisions of Accounting Principles Board ( APB ) Opinion No. 25, *Accounting for Stock Issued to Employees*. We have adopted the disclosure-only provisions of SFAS No. 123, *Accounting for Stock-Based Compensation*, as amended by SFAS No. 148, *Accounting for Stock-Based Compensation Transition and Disclosure, an amendment of Financial Accounting Standards Board ( FASB ) Statement No. 123*.

*Property and Equipment*

Property and equipment are stated at cost less accumulated depreciation and are depreciated on the straight-line method over the estimated useful lives of the assets. Expenditures for maintenance and repairs are charged to operations as incurred.

*Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Our actual results could differ from

our estimates.

### **New Accounting Pronouncements**

On December 16, 2004, the Financial Accounting Standards Board ( FASB ) issued FASB Statement No. 123 (revised 2004), *Share-Based Payment*, which is a revision of FASB Statement No. 123, *Accounting for Stock-Based Compensation*. Statement 123(R) supersedes APB Opinion No. 25, *Accounting for Stock Issued to Employees*, and amends FASB Statement No. 95, *Statement of Cash Flows*. Generally, the approach in Statement 123(R) is similar to the approach described in Statement 123. However, Statement 123(R) requires all share-based

payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure is no longer an alternative.

On April 14, 2005, the SEC announced that it would provide for a phased-in implementation process for Statement 123(R) for public companies. As a result, we will not be required to adopt Statement 123(R) until January 1, 2006 (a delay of six months). Early adoption will be permitted in periods in which financial statements have not yet been issued. We expect to adopt Statement 123(R) on January 1, 2006.

Statement 123(R) permits public companies to adopt its requirements using one of two methods:

A modified prospective method in which compensation cost is recognized beginning with the effective date (a) based on the requirements of Statement 123(R) for all share-based payments granted after the effective date and (b) based on the requirements of Statement 123 for all awards granted to employees prior to the effective date of Statement 123(R) that remain unvested on the effective date.

A modified retrospective method which includes the requirements of the modified prospective method described above, but also permits entities to restate based on the amounts previously recognized under Statement 123 for purposes of pro forma disclosures either (a) all prior periods presented or (b) prior interim periods of the year of adoption.

We have not yet determined which method we will use.

As permitted by Statement 123, we currently account for share-based payments to employees using Opinion 25's intrinsic value method and, as such, generally recognize no compensation cost for employee stock options. Accordingly, the adoption of Statement 123(R)'s fair value method will have a significant impact on our results of operations, although it will have no impact on our overall financial position. The impact of adoption of Statement 123(R) cannot be predicted at this time because it will depend on levels of share-based payments granted in the future. However, had we adopted Statement 123(R) in prior periods, the impact of that standard would have approximated the impact of Statement 123 as described in the disclosure of pro forma net loss and net loss per share discussed above.

In February 2005, the Chief Accountant of the SEC issued a letter clarifying his staff's interpretation of certain accounting issues and their application under generally accepted accounting principles (GAAP) relating to operating leases. In summary, their interpretation is that (1) leasehold improvements should be amortized by the lessee over the shorter of their economic lives or the lease term, which could include lease renewal terms when the renewals are reasonably assured, (2) free or reduced rents should be recognized by the lessee on a straight-line basis over the lease term (including any free or reduced rent period) and (3) the statement of cash flows should reflect cash received from the lessor that is accounted for as a lease incentive within operating activities and the acquisition of leasehold improvements for cash within investing activities. These positions are based upon existing accounting literature. We believe that our present accounting policies are consistent with the positions described by the Chief Accountant and his staff in this letter. Our policy is to amortize leasehold improvements for 10 years or the life of the lease, whichever period is shorter. Our policy is to amortize free or reduced rent on a straight-line basis over the lease term (including any free or reduced rent periods). We generally do not enter into agreements that involve receiving cash from lessors/landlords.





**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

There has been no material change in our market risk exposure since the filing of our Annual Report on Form 10-K, as amended.

**Item 4. Controls and Procedures**

(a) *Evaluation of Disclosure Controls and Procedures.* Our management, with the participation of our Chief Executive Officer, or CEO, and Chief Financial Officer, or CFO, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act) as of September 24, 2005. In designing and evaluating our disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and our management necessarily applied its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on this evaluation, our CEO and CFO concluded that, as of September 24, 2005, our disclosure controls and procedures were (1) designed to ensure that material information relating to us, including our consolidated subsidiaries, is made known to our CEO and CFO by others within those entities, particularly during the period in which this report was being prepared and (2) effective, in that they provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

(b) *Changes in Internal Controls.* No change in our internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act) occurred during the fiscal quarter ended September 24, 2005 that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

**PART II - OTHER INFORMATION**

**Item 1. Legal Proceedings**

Not applicable.

**Item 2. Unregistered Sales of Equity and 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**

Not applicable.

**Item 5. Other Information**

Not applicable.

**Item 6. Exhibits**

The exhibits listed in the Exhibit Index immediately preceding the exhibits are filed as part of this Quarterly Report on Form 10-Q.



**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.

iPARTY CORP.

By: */s/ SAL PERISANO*  
Sal Perisano  
Chairman of the Board and Chief Executive Officer  
(Principal Executive Officer)

By: */s/ PATRICK FARRELL*  
Patrick Farrell  
President and Chief Financial Officer  
(Principal Financial and Accounting Officer)

Dated: November 7, 2005

**EXHIBIT INDEX**

| <b>EXHIBIT<br/>NUMBER</b> | <b>DESCRIPTION</b>   |
|---------------------------|--|
| Ex. 31.1                  | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act |
| Ex. 31.2                  | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act |
| Ex. 32.1                  | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350                |
| Ex. 32.2                  | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350                |