

PARK CITY GROUP INC  
Form 10-Q  
November 06, 2014

---

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 September 30, 2014

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

For the transition period from            to            .

Commission File Number 001-34941

PARK CITY GROUP, INC.  
(Exact name of small business issuer as specified in its charter)

Nevada  
(State or other jurisdiction of incorporation or  
organization)

37-1454128  
(IRS Employer Identification No.)

299 South Main Street, Suite 2370  
Salt Lake City, UT 84111  
(Address of principal executive  
offices)

(435) 645-2000  
(Registrant's telephone number)

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 and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large-accelerated filer," "accelerated filer" and "smaller reporting

company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

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

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. Common Stock, \$0.01 par value: 17,176,132 shares as of November 5, 2014.

---

---

PARK CITY GROUP, INC.  
TABLE OF CONTENTS

PART I - FINANCIAL INFORMATION		Page
<u>Item 1.</u>	<u>Financial Statements</u>	1
	<u>Consolidated Condensed Balance Sheets as of September 30, 2014 (Unaudited) and June 30, 2014</u>	1
	<u>Consolidated Condensed Statements of Operations for the Three Months Ended September 30, 2014 and 2013 (Unaudited)</u>	2
	<u>Consolidated Condensed Statements of Cash Flows for the Three Months Ended September 30, 2014 and 2013 (Unaudited)</u>	3
	<u>Notes to Consolidated Condensed Financial Statements</u>	4
<u>Item 2.</u>	<u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	9
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	17
<u>Item 4.</u>	<u>Controls and Procedures</u>	17
PART II – OTHER INFORMATION		
<u>Item 1.</u>	<u>Legal Proceedings</u>	18
<u>Item 1A.</u>	<u>Risk Factors</u>	18
<u>Item 2.</u>	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	26
<u>Item 3.</u>	<u>Defaults Upon Senior Securities</u>	26
<u>Item 5.</u>	<u>Other Information</u>	26
<u>Item 6.</u>	<u>Exhibits</u>	27
<u>Signature</u>		28
Exhibit 31	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	
Exhibit 32	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	



Table of Contents

PARK CITY GROUP, INC.  
Consolidated Condensed Balance Sheets

	September 30, 2014 (unaudited)	June 30, 2014
Assets		
Current assets:		
Cash	\$ 3,277,949	\$ 3,352,559
Receivables, net of allowance of \$75,000 and \$70,000 at September 30, 2014 and June 30, 2014, respectively	2,635,208	2,857,983
Prepaid expenses and other current assets	324,824	250,855
<b>Total current assets</b>	<b>6,237,981</b>	<b>6,461,397</b>
Property and equipment, net	667,934	740,753
Other assets:		
Deposits and other assets	14,866	14,866
Note receivable	3,458,111	2,996,664
Customer relationships	1,812,440	1,918,019
Goodwill	4,805,933	4,805,933
Capitalized software costs, net	-	-
<b>Total other assets</b>	<b>10,091,350</b>	<b>9,735,482</b>
<b>Total assets</b>	<b>\$ 16,997,265</b>	<b>\$ 16,937,632</b>
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 905,412	\$ 738,289
Accrued liabilities	1,566,816	1,801,355
Deferred revenue	1,754,234	1,840,811
Line of credit	1,200,000	1,200,000
Notes payable	169,412	226,900
<b>Total current liabilities</b>	<b>5,595,874</b>	<b>5,807,355</b>
Long-term liabilities:		
Notes payable, less current portion	381,751	422,248
Other long-term liabilities	87,433	88,948
<b>Total liabilities</b>	<b>6,065,058</b>	<b>6,318,551</b>
Commitments and contingencies		
Stockholders' equity:		
Series B Convertible Preferred Stock, \$0.01 par value, 30,000,000 shares authorized; 411,927 shares issued and outstanding at September 30, 2014 and June	4,119	4,119

30, 2014.

Common Stock, \$0.01 par value, 50,000,000 shares authorized; 17,106,645 and 16,928,025 shares issued and outstanding at September 30, 2014 and June 30, 2014, respectively	171,066	169,280
Additional paid-in capital	47,634,612	46,792,736
Accumulated deficit	(36,877,590)	(36,347,054)
Total stockholders' equity	10,932,207	10,619,081
Total liabilities and stockholders' equity	\$ 16,997,265	\$ 16,937,632

See accompanying notes to consolidated condensed financial statements.

-1-

---

Table of Contents

PARK CITY GROUP, INC.  
Consolidated Condensed Statements of Operations (unaudited)

	Three Months Ended September 30,	
	2014	2013
Revenues:		
Subscription	\$ 2,637,084	\$ 2,134,656
Other Revenue	696,435	641,280
<b>Total revenues</b>	<b>3,333,519</b>	<b>2,775,936</b>
Operating expenses:		
Cost of services and product support	1,348,379	1,209,103
Sales and marketing	1,337,435	1,239,643
General and administrative	894,972	1,148,473
Depreciation and amortization	187,395	227,575
<b>Total operating expenses</b>	<b>3,768,181</b>	<b>3,824,794</b>
<b>(Loss) income from operations</b>	<b>(434,662)</b>	<b>(1,048,858)</b>
Other expense:		
Interest income (expense)	58,599	1,493
<b>(Loss) income before income taxes</b>	<b>(376,063)</b>	<b>(1,047,365)</b>
<b>(Provision) benefit for income taxes:</b>		<b>-</b>
<b>Net (loss) income</b>	<b>(376,063)</b>	<b>(1,047,365)</b>
<b>Dividends on preferred stock</b>	<b>(154,473)</b>	<b>(154,473)</b>
<b>Net (loss) applicable to common shareholders</b>	<b>\$ (530,536)</b>	<b>\$ (1,201,838)</b>
<b>Weighted average shares, basic and diluted</b>	<b>17,088,000</b>	<b>16,364,000</b>
<b>Basic and diluted loss per share</b>	<b>\$ (0.03)</b>	<b>\$ (0.07)</b>

See accompanying notes to consolidated condensed financial statements.

Table of Contents

PARK CITY GROUP, INC.  
Consolidated Condensed Statements of Cash Flows (Unaudited)

	Three Months Ended September 30,	
	2014	2013
<b>Cash Flows From Operating Activities:</b>		
Net (loss) income	\$ (376,063)	\$ (1,047,365)
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation and amortization	187,395	227,575
Stock issued for charitable contribution	-	96,900
Stock compensation expense	543,972	375,515
Bad debt expense	7,033	-
(Increase) decrease in:		
Receivables	215,742	2,882
Prepays and other assets	(135,416)	57,805
(Decrease) increase in:		
Accounts payable	167,123	(193,771)
Accrued liabilities	(34,778)	352,126
Deferred revenue	(86,577)	(466,637)
<b>Net cash provided by (used in) operating activities</b>	<b>488,431</b>	<b>(594,970)</b>
<b>Cash Flows From Investing Activities:</b>		
Cash from sales of property and equipment	-	6,505
Cash advanced on note receivable	(400,000)	-
Purchase of property and equipment	(8,997)	(66,590)
<b>Net cash used in investing activities</b>	<b>(408,997)</b>	<b>(60,085)</b>
<b>Cash Flows From Financing Activities:</b>		
Proceeds from issuance of stock	-	1,493,818
Proceeds from exercise of options and warrants	-	129,043
Proceeds from employee stock plans	98,414	62,134
Proceeds from issuance of note payable	8,213	-
Dividends paid	(154,473)	(123,578)
Payments on notes payable	(106,198)	(225,678)
<b>Net cash provided by financing activities</b>	<b>(154,044)</b>	<b>1,335,739</b>
<b>Net (decrease) increase in cash</b>	<b>(74,610)</b>	<b>680,684</b>
Cash at beginning of period	3,352,559	3,616,585
<b>Cash at end of period</b>	<b>\$ 3,277,949</b>	<b>\$ 4,297,269</b>
<b>Supplemental Disclosure of Cash Flow Information:</b>		
Cash paid for income taxes	\$ -	\$ 6,500
Cash paid for interest	\$ 10,016	\$ 31,793



Supplemental Disclosure of Non-Cash Investing and Financing Activities:			
Common stock to pay accrued liabilities	\$	745,248	\$ 257,209
Dividends accrued on preferred stock	\$	154,473	\$ 154,473
Dividends paid with preferred stock	\$	-	\$ -

See accompanying notes to consolidated condensed financial statements.

Table of Contents

PARK CITY GROUP, INC.  
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS  
(unaudited)

NOTE 1. DESCRIPTION OF BUSINESS

The Company is incorporated in the state of Nevada. The Company has two subsidiaries, PC Group, Inc. (formerly, Park City Group, Inc., a Delaware corporation), a Utah Corporation (98.76% owned), and Park City Group, Inc., (formerly, Prescient Applied Intelligence, Inc.), a wholly owned Delaware Corporation. All intercompany transactions and balances have been eliminated in consolidation.

The Company designs, develops, markets and supports proprietary software products. These products are designed for businesses having multiple locations to assist in the management of business operations on a daily basis and communicate results of operations in a timely manner. In addition, the Company has built a consulting practice for business improvement that centers on the Company's proprietary software products. The principal markets for the Company's products are multi-store retail and convenience store chains, branded food manufacturers, suppliers and distributors, and manufacturing companies, which have operations in North America, Europe, Asia and the Pacific Rim.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The financial statements presented herein reflect the consolidated financial position of Park City Group, Inc. and subsidiaries, including Prescient. All inter-company transactions and balances have been eliminated in consolidation.

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that materially affect the amounts reported in the condensed consolidated financial statements. Actual results could differ from these estimates. The methods, estimates and judgments the Company uses in applying its most critical accounting policies have a significant impact on the results it reports in its financial statements. The Securities and Exchange Commission has defined the most critical accounting policies as those that are most important to the portrayal of the Company's financial condition and results, and require the Company to make its most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Based on this definition, the Company's most critical accounting policies include: income taxes, goodwill and other long-lived asset valuations, revenue recognition, stock-based compensation, and capitalization of software development costs.

Receivables

The Company's accounts receivable are derived from sales of products and services primarily to customers operating multi-location retail and grocery stores. Amounts that have been invoiced are recorded in accounts receivable and in deferred revenue or revenue, depending on whether the revenue recognition criteria have been met.

Table of Contents

Trade account and notes receivable are stated at the amount the Company expects to collect. Receivables are reviewed individually for collectability. If the financial condition of the Company's customers were to deteriorate, adversely affecting their ability to make payments, allowances may be required. Interest income on current notes receivable is recognized on an accrual basis at a stated interest rate of 8%.

## Allowance for Doubtful Accounts Receivable

The Company offers credit terms on the sale of the Company's products to a significant majority of the Company's customers and requires no collateral from these customers. The Company performs ongoing credit evaluations of customers' financial condition and maintains an allowance for doubtful accounts receivable based upon the Company's historical experience and a specific review of accounts receivable at the end of each period. As of September 30, 2014 and 2013, the allowance for doubtful accounts was \$75,000 and \$190,000, respectively.

## Depreciation and Amortization

Depreciation and amortization of property and equipment is computed using the straight line method based on the following estimated useful lives:

	Years
Furniture and fixtures	5-7
Computer Equipment	3
Equipment under capital leases	3
Leasehold improvements	See below

Leasehold improvements are amortized over the shorter of the remaining lease term or the estimated useful life of the improvements.

Amortization of intangible assets are computed using the straight line method based on the following estimated useful lives:

	Years
Customer relationships	10
Acquired developed software	5
Developed software	3
Goodwill	See below

Goodwill and intangible assets deemed to have indefinite lives are subject to annual impairment tests. Other intangible assets are amortized over their useful lives.

## Warranties

The Company offers a limited warranty against software defects. Customers who are not completely satisfied with their software purchase may attempt to be reimbursed for their purchases outside the warranty period. For the three months ending September 30, 2014 and 2013, the Company did not incur any expense associated with warranty claims.

## Revenue Recognition

We recognize revenue when all of the following conditions are satisfied: (i) there is persuasive evidence of an arrangement, (ii) the service has been provided to the customer, (iii) the collection of our fees is probable and (iv) the amount of fees to be paid by the customer is fixed or determinable.

-5-

---

## Table of Contents

We recognize subscription and hosting revenue ratably over the length of the agreement beginning on the commencement dates of each agreement or when revenue recognition conditions are satisfied based on their relative fair values. For a fee, subscriptions provide the customer with access to the software and data over the Internet, or on demand, and provide technical support services, premium analytical services and software upgrades when and if available. Under subscriptions, customers do not have the right to take possession of the software and such arrangements are considered service contracts. Accordingly, we recognize professional services as incurred based on their relative fair values. In situations where we have contractually committed to an individual customer specific technology, we defer all of the revenue for that customer until the technology is delivered and accepted. Once delivery occurs, we then recognize the revenue ratably over the remaining contract term. When subscription service or hosting service is paid in advance, deferred revenue is recognized and revenue is recorded ratably over the term as services are consumed.

Set up fees paid by customers in connection with subscription services are deferred and recognized ratably over the life of the applicable agreement.

Premium support and maintenance service revenue is derived from services beyond the basic services provided in standard arrangements. We recognize premium service and maintenance revenue ratably over the contract terms beginning on the commencement dates of each contract or when revenue recognition conditions are satisfied. Instances where these services are paid in advance, deferred revenue is recognized and revenue is recorded ratably over the term as services are consumed.

Professional services revenue consists primarily of fees associated with application and data integration, data cleansing, business process re-engineering, change management and education and training services. Fees charged for professional services are recognized when delivered. We believe the fees for professional services qualify for separate accounting because: (i) the services have value to the customer on a stand-alone basis, (ii) objective and reliable evidence of fair value exists for these services and (iii) performance of the services is considered probable and does not involve unique customer acceptance criteria.

The Company's revenue, to a lesser extent, is earned under license arrangements. Licenses generally include multiple elements that are delivered up front or over time. Vendor specific objective evidence of fair value of the hosting and support elements is based on the price charged at renewal when sold separately, and the license element is recognized into revenue upon delivery. The hosting and support elements are recognized ratably over the contractual term.

### Software Development Costs

The Company accounts for research costs of computer software to be sold, leased or otherwise marketed as expense until technological feasibility has been established for the product. Once technological feasibility is established, all software costs are capitalized until the product is available for general release to customers. Judgment is required in determining when technological feasibility of a product is established. We have determined that technological feasibility for our software products is reached shortly after a working prototype is complete and meets or exceeds design specifications including functions, features, and technical performance requirements. Costs incurred after technological feasibility is established have been and will continue to be capitalized until such time as when the product or enhancement is available for general release to customers.

The Company completed amortization of its capitalized development costs during 2013. Capitalized development cost of \$36,541 was amortized into expense. The Company amortizes its developed and purchased software on a straight-line basis over three and five years, respectively.

### Earnings Per Share

Basic net income or loss per common share (“Basic EPS”) excludes dilution and is computed by dividing net income or loss by the weighted average number of common shares outstanding during the period. Diluted net income or loss per common share (“Diluted EPS”) reflects the potential dilution that could occur if stock options or other contracts to issue shares of common stock were exercised or converted into common stock. The computation of Diluted EPS does not assume exercise or conversion of securities that would have an anti-dilutive effect on net income (loss) per common share.

Table of Contents

For the three months ended September 30, 2014 and 2013 warrants to purchase 317,373 and 465,196 shares of common stock, respectively, were not included in the computation of diluted EPS due to the anti-dilutive effect. Warrants to purchase shares of common stock were outstanding at prices ranging from \$3.50 to \$6.45 per share at September 30, 2014.

For the three months ended September 30, 2014 and 2013, 1,029,818 shares of common stock issuable upon conversion of the Company's Series B Convertible Preferred Stock ("Series B Preferred") were not included in the diluted EPS calculation as the effect would have been anti-dilutive.

## Fair Value of Financial Instruments

The Company's financial instruments consist of cash, receivables, payables, accruals and notes payable. The carrying amount of cash, receivables, payables and accruals approximates fair value due to the short-term nature of these items. The notes payable also approximate fair value based on evaluations of market interest rates.

## NOTE 3. STOCK-BASED COMPENSATION

The Company recognizes the cost of employee services received in exchange for awards of equity instruments based on the grant-date fair value of those awards. The Company records compensation expense on a straight-line basis. The fair value of options granted are estimated at the date of grant using a Black-Scholes option pricing model with assumptions for the risk-free interest rate, expected life, volatility, dividend yield and forfeiture rate.

## NOTE 4. OUTSTANDING STOCK

The following tables summarize information about warrants outstanding and exercisable at September 30, 2014:

Range of exercise prices	Warrants Outstanding at September 30, 2014			Warrants Exercisable at September 30, 2014		
	Number outstanding at September 30, 2014	Weighted average remaining contractual life (years)	Weighted average exercise price	Number exercisable at September 30, 2014	Weighted average exercise price	
Warrants						
\$ 3.50 – 3.60	240,629	3.46	\$ 3.56	240,629	\$ 3.56	
\$ 6.45	76,744	3.91	\$ 6.45	76,744	\$ 6.45	
	317,373	3.57	\$ 4.26	317,373	\$ 4.26	

## NOTE 5. RELATED PARTY TRANSACTIONS

During the year ended June 30, 2014, the Company entered into to a five-year Service Agreement with Fields Management, Inc. ("FMI"), pursuant to which FMI provided certain executive management services to the Company, including designating Mr. Randall K. Fields to perform the functions of President and Chief Executive Officer for the Company. Randall K. Fields, FMI's designated Executive, who also serves as the Company's Chairman of the Board of Directors, controls FMI. Pursuant to the Services Agreement, FMI is paid an annual base fee of \$500,000, subject to annual increases equal to 75% of the Company's percentage annual revenue growth beginning in the 2014 fiscal year.

FMI may also be eligible for an annual incentive bonus, awarded at the discretion of the Company's Board of Directors.

-7-

---



Table of Contents

The Company did not have any other related party transactions as of September 30, 2014.

## NOTE 6. PROPERTY AND EQUIPMENT

Property and equipment are stated at cost and consist of the following as of:

	September 30, 2014 (unaudited)	June 30, 2014
Computer equipment	\$ 2,908,864	\$ 2,899,867
Furniture and fixtures	260,574	260,574
Leasehold improvements	231,782	231,782
	3,401,220	
Less accumulated depreciation and amortization	(2,733,286)	(2,651,470)
	\$ 667,934	\$ 740,753

## NOTE 7. ACCRUED LIABILITIES

Accrued liabilities consist of the following as of:

	September 30, 2014 (unaudited)	June 30, 2014
Accrued stock-based compensation	\$ 820,912	\$ 1,122,188
Accrued compensation	412,515	352,764
Accrued other liabilities	178,916	171,930
Accrued dividends	154,473	154,473
	\$ 1,566,816	\$ 1,801,355

## NOTE 8. PREFERRED DIVIDENDS

Holders of Series B Preferred are entitled to a 15.00% annual dividend payable quarterly in cash, which annual dividend increases to 18.00% effective July 1, 2015. The Company's Series B Preferred are held by affiliates of the Company, consisting of the Chief Executive Officer, his spouse, and a director.

## NOTE 9. INCOME TAXES

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction, and various states. With few exceptions, the Company is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for years before 2009.

Table of Contents

NOTE 10. SUBSEQUENT EVENTS

We have evaluated subsequent events through the date of this filing in accordance with the Subsequent Events Topic of the FASB ASC 855, and have determined that no subsequent events are reasonably likely to impact the financial statements.

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

The Company's Annual Report on Form 10-K for the year ended June 30, 2014 is incorporated herein by reference.

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements. The words or phrases "would be," "will allow," "intends to," "will likely result," "are expected to," "will continue," "is anticipated," "estimate," "project," or similar expressions are intended to identify "forward-looking statements." Actual results could differ materially from those projected in the forward looking statements as a result of a number of risks and uncertainties, including those risks factors contained in our June 30, 2014 Annual Report on Form 10-K, incorporated herein by reference. Statements made herein are as of the date of the filing of this Form 10-Q with the Securities and Exchange Commission and should not be relied upon as of any subsequent date. Unless otherwise required by applicable law, we do not undertake, and specifically disclaim any obligation, to update any forward-looking statements to reflect occurrences, developments, unanticipated events or circumstances after the date of such statement.

Overview

Park City Group, Inc. (the "Company") is a SaaS provider that brings unique visibility to the consumer goods supply chain, delivering actionable information that ensures product is on the shelf when the consumer expects it. Our service increases our customers' sales and profitability while enabling lower inventory levels for both retailers and their suppliers.

Our services are delivered principally through proprietary software products designed, developed, marketed and supported by the Company. These products are designed to facilitate improved business processes among all key constituents in the supply chain, starting with the retailer and moving back to suppliers and eventually raw material providers. In addition, the Company has built a consulting practice for business process improvement that centers around the Company's proprietary software products and through establishment of a neutral and "trusted" third party relationship between retailers and suppliers. The principal markets for the Company's products are multi-store retail and convenience store chains, branded food manufacturers, suppliers and distributors and manufacturing companies.

Historically, the Company offered applications and related maintenance contracts to new customers for a one-time, non-recurring up front license fee. Although not completely abandoning the license fee and maintenance model, since the acquisition of Prescient in January 2009, the Company has focused its strategic initiatives and resources to marketing and selling prospective customers a subscription for its product offerings. In support of this strategic shift toward a subscription-based model, the Company has scaled its contracting process, streamlined its customer on-boarding and implemented a financial package that integrates multiple systems in an automated fashion. As a result, subscription based revenue has grown from \$203,000 for the 2008 fiscal year to \$9.4 million for fiscal year 2014. During that same period our revenue has transitioned from 6% subscription revenue and 94% license and other revenue basis to 79% subscription revenue and 21% license and other revenue basis.

Edgar Filing: PARK CITY GROUP INC - Form 10-Q

The Company is incorporated in the state of Nevada. The Company has two subsidiaries, PC Group, Inc. (formerly, Park City Group, Inc., a Delaware corporation), a Utah Corporation (98.76% owned), and Park City Group, Inc., (formerly, Prescient Applied Intelligence, Inc.), a wholly owned Delaware corporation. All intercompany transactions and balances have been eliminated in consolidation. The Company is incorporated in the state of Nevada. The Company's 98.76% and 100% owned subsidiaries, PC Group, Inc. and Prescient, which recently changed its name to Park City Group, Inc., respectively, are incorporated in the states of Utah and Delaware, respectively. All intercompany transactions and balances have been eliminated in consolidation.

-9-

---

Table of Contents

Our principal executive offices of the Company are located at 299 South Main Street, Suite 2370, Salt Lake City, Utah 84111. Our telephone number is (435) 645-2000. Our website address is <http://www.parkcitygroup.com>.

## Results of Operations

Comparison of the Three Months Ended September 30, 2014 to the Three Months Ended September 30, 2013.

## Revenue

	Fiscal Quarter Ended		Variance	
	September 30,		Dollars	Percent
	2014	2013		
Subscription	\$ 2,637,084	\$ 2,134,656	\$ 502,438	24%
Other revenue	696,435	641,280	55,155	9
Total revenue	\$ 3,333,519	\$ 2,775,936	\$ 557,583	20%

Total revenue was \$3,333,519 and \$2,775,936 for the three months ended September 30, 2014 and 2013, respectively, a 20% increase. This \$557,583 increase in total revenue was principally due to an increase of \$502,438 in subscription revenue, also contributing to the increase was an increase of \$55,155 in other revenue, as more particularly described below.

Management believes that the Company's strategy of pursuing contracts with suppliers ("spokes") to connect to retail customers ("hubs") that have been added in the most recently completed fiscal year will continue to result in increased revenue during the fiscal year ending June 30, 2015, and in subsequent periods. In addition, management believes that revenue in subsequent periods will increase as a result of the receipt of subscription payments from ReposiTrak™ resulting from the license of the Company's technology necessary to power ResposiTrak™. ResposiTrak™ enables grocery, supermarkets, packaged goods manufacturers, food processing facilities, drug stores and drug manufacturers, as well as logistics partners, to track and trace products and components to products throughout the food, drug and dietary supplement supply chains.

## Subscription Revenue

Subscription revenue was \$2,637,084 and \$2,134,656 for the three months ended September 30, 2014 and 2013, respectively, a 24% increase in the three months ended September 30, 2014 when compared with the three months ended September 30, 2013. The net increase of \$502,438 is principally due to the growth of existing customers and the addition of new customers. While no assurances can be given, management currently anticipates that revenue from subscription-based services will continue to increase on a year-over-year basis. Management's belief is based on, in addition to the anticipated growth in its core subscription-based revenue, the anticipated recognition of revenue attributable to ReposiTrak that, while relatively flat in the current quarter compared to the preceding quarter and the quarter ended September 30, 2013, is expected to accelerate in subsequent quarters.

The Company continues to focus its strategic initiatives on increasing the number of retailers, suppliers and manufacturers that use its software on a subscription basis. However, while management believes that marketing its suite of software solutions as a renewable and recurring subscription is an effective strategy, it cannot be assured that subscribers will renew the service at the same level in future years, propagate services to new categories or recognize the need for expanding the service offering of the Company's suite of actionable products and services.

## Other Revenue

Edgar Filing: PARK CITY GROUP INC - Form 10-Q

Other revenue was \$696,435 and \$641,280 for the three months ended September 30, 2014 and 2013, respectively, an increase of 9% in the three months ended September 30, 2014 compared with the three months ended September 30, 2013. The net increase of \$55,155 is principally due to an increase in professional service fees, partially offset by a decrease in maintenance fees. Other revenue includes management fees from the relationship with Repositrak which totaled \$229,904 and \$164,878 for the three months ended September 30, 2014 and 2013, respectively.

-10-

---

Table of Contents

While these other sources of revenue will continue in future periods, management's focus on recurring subscription-based revenue will cause license, maintenance, and consulting services to fluctuate and be difficult to predict.

## Cost of Services and Product Support

	Fiscal Quarter Ended		Variance	
	September 30,		Dollars	Percent
	2014	2013		
Cost of services and product support	\$ 1,348,379	\$ 1,209,103	\$ 139,276	12%
Percent of total revenue	40%	44%		

Cost of services and product support was \$1,348,379 and \$1,209,103 for the three months ended September 30, 2014 and 2013, respectively, a 12% increase in the three months ended September 30, 2014 compared with the three months ended September 30, 2013. This increase of \$139,276 for the quarter ended September 30, 2014 when compared with the same period ended September 30, 2013 is principally due to a \$157,000 increase in employee related expense. This increase was partially offset by a decrease of (i) \$11,000 in travel related expense and (ii) \$7,000 in other product support costs.

## Sales and Marketing Expense

	Fiscal Quarter Ended		Variance	
	September 30,		Dollars	Percent
	2014	2013		
Sales and marketing	\$ 1,337,435	\$ 1,239,643	\$ 97,792	8%
Percent of total revenue	40%	45%		

Sales and marketing expense was \$1,337,435 and \$1,239,643 for the three months ended September 30, 2014 and 2013, respectively, an 8% increase. This \$97,792 increase over the comparable quarter was primarily the result of an increase of approximately \$242,000 in marketing expense. This increase was partially offset by (i) a decrease in salary and sales consulting and related expenses of \$109,000 and (ii) a decrease of \$35,000 in travel related expense. Management expects sales and marketing expenses to remain at current levels to support anticipated growth in subscription revenue, among other factors.

## General and Administrative Expense

	Fiscal Quarter Ended		Variance	
	September 30,		Dollars	Percent
	2014	2013		
General and administrative	\$ 894,972	\$ 1,148,473	\$ (253,501)	22%
Percent of total revenue	27%	41%		

General and administrative expense was \$894,972 and \$1,148,473 for the three months ended September 30, 2014 and 2013, respectively, a 22% decrease in the three months ended September 30, 2014 compared with the three months ended September 30, 2013. This \$253,501 decrease when comparing expenditures for the quarter ended September 30, 2014 with the same period ended September 30, 2013 is principally due to (i) a decrease in stock compensation, bonus and salary expense of approximately \$246,000 and (ii) a \$54,000 in decrease in estimated taxes. The decrease in general and administrative expense during the comparable period ended June 30, 2014 was partially offset by (i) an increase in professional fees of \$26,000 and (ii) an increase of \$20,000 in travel and other expenses.



Table of Contents

## Depreciation and Amortization Expense

	Fiscal Quarter Ended September 30,		Variance	
	2014	2013	Dollars	Percent
Depreciation and amortization	\$ 187,395	\$ 227,575	\$ (40,180)	18%
Percent of total revenue	6%	8%		

Depreciation and amortization expense was \$187,395 and \$227,575 for the three months ended September 30, 2014 and 2013, respectively, a decrease of 18% in the three months ended September 30, 2014 compared with the three months ended September 30, 2013. This comparative decrease of \$40,180 is related to the amortization of capitalized software costs that was completed in the prior year.

## Other Income and Expense

	Fiscal Quarter Ended September 30,		Variance	
	2014	2013	Dollars	Percent
Interest income (expense)	\$ 58,599	\$ 1,493	\$ 57,106	3825%
Percent of total revenue	2%	-%		

Interest income (expense) was income of \$58,599 and \$1,493 for the three months ended September 30, 2014 and 2013, respectively. This change of \$57,106 for the quarter ended September 30, 2014 when compared to the quarter ended September 30, 2013 is due to interest income on notes receivable as well as a decrease in interest expense related to lower outstanding balances on notes payable.

## Preferred Dividends

	Fiscal Quarter Ended September 30,		Variance	
	2014	2013	Dollars	Percent
Preferred dividends	\$ 154,473	\$ 154,473	\$ -	-%
Percent of total revenue	5%	6%		

Dividends accrued on the Company's Series B Preferred was \$154,473 for the three months ended September 30, 2014, and September 30, 2013. Holders of Series B Preferred are entitled to a 15.00% annual dividend payable quarterly in cash, which rate increased from 12.00% in the prior year under the terms of the certificate of designation of the Series B Preferred. Dividends on the Series B Preferred increase to 18.00% annually effective July 1, 2015.

## Financial Position, Liquidity and Capital Resources

We believe our existing cash and short-term investments, together with funds generated from operations, are sufficient to fund operating and investment requirements for at least the next twelve months. Our future capital requirements will depend on many factors, including our rate of revenue growth and expansion of our sales and marketing activities, the timing and extent of spending required for research and development efforts and the continuing market acceptance of our products.

	As of September 30,		Variance	
	2014	2013	Dollars	Percent



Edgar Filing: PARK CITY GROUP INC - Form 10-Q

Cash	\$ 3,277,949	\$ 4,297,269	\$ (1,019,320)	24%
------	--------------	--------------	----------------	-----

We have historically funded our operations with cash from operations, equity financings and debt borrowings. Cash was \$3,277,949 and \$4,297,269 at September 30, 2014 and 2013, respectively. This \$1,019,320 decrease from September 30, 2013 to September 30, 2014 was principally the result of the use of cash in operations resulting from net losses incurred during the period.

-12-

---

Table of Contents

## Net Cash Flows from Operating Activities

	Three Months Ended September 30,		Variance	
	2014	2013	Dollars	Percent
Cash (used in) provided by operating activities	\$ 488,431	\$ (594,970)	\$ 1,083,401	182%

Net cash provided by operating activities is summarized as follows:

	Three Months Ended September 30,	
	2014	2013
Net (loss) income	\$ (376,063)	\$ (1,047,365)
Noncash expense and income, net	738,400	699,990
Net changes in operating assets and liabilities	126,094	(247,595)
	\$ 488,431	\$ (594,970)

Noncash expense increased by \$38,410 in the three months ended September 30, 2014 compared to September 30, 2013. Noncash expense increased as a result of a \$168,000 increase in stock compensation expense and a \$7,000 in bad debt expense. These increases were partially offset by decreases of \$97,000 in stock issued as a charitable contribution, and \$40,000 in amortization expense.

## Net Cash Flows from Investing Activities

	Three Months Ended September 30,		Variance	
	2014	2013	Dollars	Percent
Cash used in investing activities	\$ 408,997	\$ 60,085	\$ 348,912	581%

Net cash used in investing activities for the three months ended September 30, 2014 was \$408,996 compared to net cash used in investing activities of \$60,085 for the three months ended September 30, 2013. This \$348,911 increase in cash used in investing activities for the three months ended September 30, 2014 when compared to the same period in 2013 was the result of funds loaned to ReposiTrak, which loans are reflected as notes receivable in the Company's financial statements, partially offset by a reduction in cash spent on property plant and equipment.

## Net Cash Flows from Financing Activities

	Three Months Ended September 30,		Variance	
	2014	2013	Dollars	Percent
Cash (used in) provided by financing activities	\$ (154,044)	\$ 1,335,739	\$ 1,489,783	112%

Net cash used in financing activities totaled \$154,044 for the three months ended September 30, 2014 as compared to cash flows provided by financing activities of \$1,335,739 for the three months ended September 30, 2013. The change in net cash related to financing activities is primarily attributable to the decreases in (i) stock issued for cash and (ii) cash from the exercise of options and warrants.



Table of Contents

## Working Capital

At September 30, 2014, the Company had working capital of \$642,107 when compared with working capital of \$654,042 at June 30, 2014. This \$11,935 decrease in working capital is principally due to decreases in cash and accounts receivable and an increase in accounts payable. The decreases were partially offset by an increase in prepaid expenses and decreases in accrued liabilities, deferred revenue, and current notes payable. While no assurances can be given, management currently believes that the Company will increase its working capital position in subsequent periods, and thereby reduce its indebtedness utilizing existing cash resources and projected cash flow from operations.

	As of September 30, 2014	As of June 30, 2014	Variance	
			Dollars	Percent
Current assets	\$ 6,237,981	\$ 6,461,397	\$ (223,416)	3%

Current assets as of September 30, 2014 totaled \$6,237,981, a decrease of \$223,416 when compared to \$6,461,397 as of June 30, 2014. This 3% decrease in current assets is due a decrease in cash and accounts receivable partially offset by an increase in prepaid expenses.

	As of September 30, 2014	As of June 30, 2014	Variance	
			Dollars	Percent
Current liabilities	\$ 5,595,874	\$ 5,807,355	\$ (211,481)	4%

Current liabilities totaled \$5,595,874 as of September 30, 2014 as compared to \$5,807,355 as of June 30, 2014. The \$211,481 comparative decrease in current liabilities is principally due to decreases in accrued liabilities, deferred revenue and current notes payable. These decreases were partially offset by an increase in accounts payable.

While no assurances can be given, management currently intends to continue to reduce its indebtedness in subsequent periods utilizing existing cash resources and projected cash flow from operations. In addition, management may also continue to pay down, pay off or refinance certain of the Company's indebtedness. Management believes that these initiatives will enable us to address our debt service requirements during the next twelve months without negatively impacting our working capital, as well as fund our currently anticipated operations and capital spending requirements.

## Note Receivable from ReposiTrak

In connection with the Company's contractual relationship with ReposiTrak, the Company has loaned ReposiTrak approximately \$3.5 million at September 30, 2014. ReposiTrak may make future payments to the Company for annual and other fees due the Company in the form of promissory notes, which may affect the Company's financial condition. In the event of a default under any such notes, the Company's results from operations, including its financial condition, may be adversely affected.

## Off-Balance Sheet Arrangements

The Company does not have any off balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, revenues, and results of operation, liquidity or capital expenditures.

Recent Accounting Pronouncements

In June 2014, the FASB issued ASU 2014-12, Compensation – Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period. This Update clarifies the accounting for equity awards in which the performance target (i.e. an initial public offering) could be achieved after the requisite service period. The guidance require a performance target that affects vesting and that could be achieved after the service period be treated as a performance condition and not be reflected in the fair value of the award. Therefore, the compensation costs will begin to be recognized when it becomes probable that the performance target will be achieved. If the requisite service period is complete, the entire amount of compensation costs should be recognized at that time. This Update is effective for reporting periods beginning after December 15, 2015. The Company currently does not have any stock-based awards meeting the criteria noted so the Company doesn't expect this Update to have a significant impact on its financials However, it will evaluate new grants and ensure the guidance is followed if these types of grants are made.

## Table of Contents

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customer (Topic 606). This Update provides new revenue recognition guidance that will be applicable for all industries and develops a common revenue standard for GAAP and IFRS. The main purpose of the new guidance is to remove inconsistencies, provide a more robust framework, improve comparability among industries, improve disclosure requirements and reduce the number of requirements to which an entity must refer. The guidance outlines the following five steps that should be followed in recognizing revenue:

1. Identify contract with customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognize revenue when the performance obligation is satisfied.

The update also provides disclosure requirements requiring entities to provide sufficient information to enable users to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. This Update is effective for public entities for reporting periods beginning after December 15, 2016 and for all other entities, it is effective for periods beginning after December 15, 2017. Due to the extensive nature of this Update, the Company is evaluating the impact this new guidance will have on its financials.

## Critical Accounting Policies

This Management's Discussion and Analysis of Financial Condition and Results of Operations discusses the Company's financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles.

We commenced operations in the software development and professional services business during 1990. The preparation of our financial statements requires management to make estimates and assumptions that affect reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenue and expenses during the reporting period. On an ongoing basis, management evaluates its estimates and assumptions. Management bases its estimates and judgments on historical experience of operations and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Management believes the following critical accounting policies, among others, will affect its more significant judgments and estimates used in the preparation of our consolidated financial statements.

## Income Taxes

In determining the carrying value of the Company's net deferred income tax assets, the Company must assess the likelihood of sufficient future taxable income in certain tax jurisdictions, based on estimates and assumptions, to realize the benefit of these assets. If these estimates and assumptions change in the future, the Company may record a reduction in the valuation allowance, resulting in an income tax benefit in the Company's statements of operations. Management evaluates whether or not to realize the deferred income tax assets and assesses the valuation allowance quarterly.

## Revenue Recognition

We recognize revenue when all of the following conditions are satisfied: (i) there is persuasive evidence of an arrangement, (ii) the service has been provided to the customer, (iii) the collection of our fees is probable and (iv) the amount of fees to be paid by the customer is fixed or determinable.

-15-

---

## Table of Contents

We recognize subscription revenue ratably over the length of the agreement beginning on the commencement dates of each agreement or when revenue recognition conditions are satisfied. For a fee, subscriptions provide the customer with access to the software and data over the Internet, or on demand, and provide technical support services and software upgrades when and if available. Under subscriptions, customers do not have the right to take possession of the software and such arrangements are considered service contracts. Accordingly, we recognize subscription revenue ratably over the length of the agreement and professional services are recognized as incurred based on their relative fair values. In situations where we have contractually committed to an individual customer specific technology, we defer all of the revenue for that customer until the technology is delivered and accepted. Once delivery occurs, we then recognize the revenue ratably over the remaining contract term. When subscription service is paid in advance, deferred revenue is recognized and revenue is recorded ratably over the term as services are consumed.

Set up fees paid by customers in connection with subscription services are deferred and recognized ratably over the life of the applicable agreement.

Hosting, premium support and maintenance service revenue is derived from services beyond the basic services provided in standard arrangements. We recognize hosting, premium service and maintenance revenue ratably over the contract terms beginning on the commencement dates of each contract or when revenue recognition conditions are satisfied. Instances where hosting, premium support or maintenance service is paid in advance, deferred revenue is recognized and revenue is recording ratably over the term as services are consumed.

We also sell software licenses. For software license sales, we recognize revenue when all of the following conditions are satisfied: (i) there is persuasive evidence of an arrangement, (ii) the service has been provided to the customer, (iii) the collection of our fees is probable and (iv) the amount of fees to be paid by the customer is fixed or determinable. Licenses generally include multiple elements that are delivered up front or over time. Vendor specific objective evidence of fair value of the hosting and support elements is based on the price charged at renewal when sold separately, and the license element is recognized into revenue upon delivery. The hosting and support elements are recognized ratably over the contractual term.

## Stock-Based Compensation

The Company recognizes the cost of employee services received in exchange for awards of equity instruments based on the grant-date fair value of those awards. The Company records compensation expense on a straight-line basis. The fair value of options granted are estimated at the date of grant using a Black-Scholes option pricing model with assumptions for the risk-free interest rate, expected life, volatility, dividend yield and forfeiture rate.

## Capitalization of Software Development Costs

The Company accounts for research costs of computer software to be sold, leased or otherwise marketed as expense until technological feasibility has been established for the product. Once technological feasibility is established, all software costs are capitalized until the product is available for general release to customers. Judgment is required in determining when technological feasibility of a product is established. We have determined that technological feasibility for our software products is reached shortly after a working prototype is complete and meets or exceeds design specifications including functions, features, and technical performance requirements. Costs incurred after technological feasibility is established have been and will continue to be capitalized until such time as when the product or enhancement is available for general release to customers.

## Goodwill and Long-lived Assets



Goodwill is assigned to specific reporting units and is reviewed for possible impairment at least annually or more frequently upon the occurrence of an event or when circumstances indicate that a reporting unit's carrying amount is greater than its fair value. Management reviews the long-lived tangible and intangible assets for impairment when events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Management evaluates, at each balance sheet date, whether events and circumstances have occurred which indicate possible impairment. The carrying value of a long-lived asset is considered impaired when the anticipated cumulative undiscounted cash flows of the related asset or group of assets is less than the carrying value. In that event, a loss is recognized based on the amount by which the carrying value exceeds the estimated fair market value of the long-lived asset. Economic useful lives of long-lived assets are assessed and adjusted as circumstances dictate.

Table of Contents

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

Our business is currently conducted principally in the United States. As a result, our financial results are not affected by factors such as changes in foreign currency exchange rates or economic conditions in foreign markets. We do not engage in hedging transactions to reduce our exposure to changes in currency exchange rates, although if the geographical scope of our business broadens, we may do so in the future.

Our exposure to risk for changes in interest rates relates primarily to our investments in short-term financial instruments. Investments in both fixed rate and floating rate interest earning instruments carry some interest rate risk. The fair value of fixed rate securities may fall due to a rise in interest rates, while floating rate securities may produce less income than expected if interest rates fall. Partly as a result of this, our future interest income may fall short of expectations due to changes in interest rates or we may suffer losses in principal if we are forced to sell securities that have fallen in estimated fair value due to changes in interest rates. However, as substantially all of our cash consist of bank deposits and short-term money market instruments, we do not expect any material change with respect to our net income as a result of an interest rate change.

Our exposure to interest rate changes related to borrowing has been limited by the use of fixed rate borrowings on the majority of our outstanding debt, and we believe the effect, if any, or reasonably possible near-term changes in interest rates on our financial position, results of operations and cash flows should not be material. At September 30, 2014, the debt portfolio was composed of approximately 69% variable-rate debt and 31% fixed-rate debt.

	September 30, 2014 (unaudited)	Percent of Total Debt
Fixed rate debt	\$ 1,200,000	69%
Variable rate debt	551,163	31%
Total debt	\$ 1,751,163	100%

The table that follows presents fair values of principal amounts and weighted average interest rates for our investment portfolio as of September 30, 2014:

	Aggregate Fair Value	Weighted Average Interest Rate
Cash:		
Cash	\$ 3,277,949	N/A

## ITEM 4. CONTROLS AND PROCEDURES

## (a) Evaluation of disclosure controls and procedures.

Under the supervision and with the participation of our Management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of the design and operations of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as of September 30, 2014. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information required

to be disclosed in the reports submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, including to ensure that information required to be disclosed by the Company is accumulated and communicated to management, including the principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Changes in internal controls over financial reporting.

The Company's Chief Executive Officer and Chief Financial Officer have determined that there have been no changes, in the Company's internal control over financial reporting during the period covered by this report identified in connection with the evaluation described in the above paragraph that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Table of Contents

PART II

OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are, from time to time, involved in various legal proceedings incidental to the conduct of our business. Historically, the outcome of all such legal proceedings has not, in the aggregate, had a material adverse effect on our business, financial condition, results of operations or liquidity. There are no pending or threatened legal proceedings at this time.

ITEM 1A. RISK FACTORS

An investment in our common stock is subject to many risks. You should carefully consider the risks described below, together with all of the other information included in this Quarterly Report on Form 10-Q, including the financial statements and the related notes, before you decide whether to invest in our common stock. Our business, operating results and financial condition could be harmed by any of the following risks. The trading price of our common stock could decline due to any of these risks, and you could lose all or part of your investment.

Risks Related to the Company

The Company has incurred losses in the past and there can be no assurance that the Company will operate profitably in the future.

The Company's marketing strategy emphasizes sales of subscription-based services, instead of annual licenses, and contracting with suppliers ("spokes") to connect to our clients ("hubs"). This strategy has resulted in the development of a foundation of hubs to which suppliers can be "connected", thereby accelerating future growth. If, however, this marketing strategy fails, revenue and operations will be negatively affected.

The Company had a net loss of \$376,063 for the quarter ended September 30, 2014, compared to a net loss of \$1,047,365 for the same period ended September 30, 2013. There can be no assurance that the Company will return to profitability, or reliably or consistently operate profitably in future periods. If the Company does not operate profitably in the future, the Company's current cash resources will be used to fund the Company's operating losses. Continued losses would have an adverse effect on the long-term value of the Company's common stock and any investment in the Company. The Company cannot give any assurance that the Company will continue to generate revenue or have sustainable profits.

Although the Company's cash resources are currently sufficient, the Company's long-term liquidity and capital requirements may be difficult to predict, which may adversely affect the Company's long-term cash position.

Historically, the Company has been successful in raising capital when necessary, including stock issuances and securing loans from its officers and directors, including its Chief Executive Officer and majority stockholder, in order to pay its indebtedness and fund its operations, in addition to cash flow from operations. The Company anticipates that it will have adequate cash resources to fund its operations and satisfy its debt obligations for at least the next 12 months, if not longer.

If the Company is required to seek additional financing in the future in order to fund its operations, retire its indebtedness and otherwise carry out its business plan, there can be no assurance that such financing will be available on acceptable terms, or at all, and there can be no assurance that any such arrangement, if required or otherwise

sought, would be available on terms deemed to be commercially acceptable and in the Company's best interests.

The Company faces risks associated with new product introductions, and because of its contractual obligation to provide management services to ReposiTrak, Inc., the Company faces risks associated with ReposiTrak™.

The first installations of ReposiTrak™ began in August 2012, and market and product data related to these implementations is still being analyzed. The Company also continually receives and analyzes market and product data on other products, and the Company may endeavor to develop and commercialize new product offerings based on this data. The following risks apply to ReposiTrak™ and other potential new product offerings:

it may be difficult for the Company to predict the amount of service and technological resources that will be needed by customers of ReposiTrak™ or other new offerings, and if the Company underestimates the necessary resources, the quality of its service will be negatively impacted thereby undermining the value of the product to the customer;

the Company lacks experience with ReposiTrak™ and the market acceptance to accurately predict if it will be a profitable product;

Table of Contents

technological issues between the Company and customers may be experienced in capturing data, and these technological issues may result in unforeseen conflicts or technological setbacks when implementing additional installations of RespoiTrak™. This may result in material delays and even result in a termination of the RespoiTrak™ engagement;

the customer's experience with RespoiTrak™ and other new offerings, if negative, may prevent the Company from having an opportunity to sell additional products and services to that customer;

if customers do not use RespoiTrak™ as the Company recommends and fails to implement any needed corrective action(s), it is unlikely that customers will experience the business benefits from the software and may therefore be hesitant to continue the engagement as well as acquire any additional software products from the Company; and

delays in proceeding with the implementation of RespoiTrak™ or other new products for a new customer will negatively affect the Company's cash flow and its ability to predict cash flow.

RespoiTrak owes certain fees to the Company under the current contractual relationship between the Company and RespoiTrak, resulting in RespoiTrak issuing the Company promissory notes in order to make required payments, totaling approximately \$3.5 million at September 30, 2014.

Under the terms of the Omnibus Subscription, Management and Option Agreement by and between the Company, RespoiTrak and Levitt (the "Omnibus Agreement"), and in consideration for a warrant to acquire the majority interest in RespoiTrak, effective June 30, 2013, the Company accepted from RespoiTrak a promissory note in the principal amount of approximately \$1.62 million, representing annual fees due and owing the Company at June 30, 2013 under the terms of the initial Subscription Agreement and Management and Operating Agreement between the Company and RespoiTrak, dated April 1, 2012. The Company purchased additional notes from RespoiTrak in the aggregate principal amounts of approximately \$1.2 million and \$400,000 during the year ended June 30, 2014 and quarter ended September 30, 2014, respectively. The current amount of the outstanding notes from RespoiTrak, including interest accrued on the notes, is approximately \$3.5 million. RespoiTrak may make future payments to the Company for annual and other fees due the Company under the terms of the Omnibus Agreement in the form of additional promissory notes. In the event of a default under any such notes, the Company's financial results, including its financial condition, may be adversely and materially affected.

Approximately 15% of our subscription revenue and 33% of our other revenue during the quarter ended September 30, 2014 was attributable to RespoiTrak. In the event the market for RespoiTrak's services fails to develop as anticipated, or RespoiTrak is otherwise unable to execute its business plan, our financial condition and results of operations may be materially and adversely affected.

The Company recognized approximately \$400,000 in subscription fees from RespoiTrak during the period ended September 30, 2014 which was 15% of total subscription revenue. During the same period in 2013 the amount was approximately \$400,000 or 19% of subscription revenue. Management fees, consisting of reimbursement of expenses incurred on behalf of RespoiTrak, totaled \$230,000 and \$165,000 during the periods ended September 30, 2014 and 2013, respectively. Of the \$641,000 in fees paid to us during the quarter by RespoiTrak, approximately \$400,000 was paid by RespoiTrak in cash from proceeds of promissory notes purchased by the Company. In the event the market for RespoiTrak's services fails to develop as anticipated, or RespoiTrak is otherwise unable to execute its business plan,

the Company's financial results, including its financial condition, may be adversely affected.

-19-

---

Table of Contents

Quarterly and annual operating results may fluctuate, which makes it difficult to predict future performance.

Management expects a significant portion of the Company's revenue stream to come from the sale of subscriptions, and to a lesser extent, license sales, maintenance and services charged to new customers. These amounts will fluctuate because predicting future sales is difficult and involves speculation. In addition, the Company may potentially experience significant fluctuations in future operating results caused by a variety of factors, many of which are outside of its control, including:

our ability to retain and increase sales to existing customers, attract new customers and satisfy our customers' requirements;

the renewal rates for our service;

the amount and timing of operating costs and capital expenditures related to the operations and expansion of our business;

changes in our pricing policies whether initiated by us or as a result of competition;

the cost, timing and management effort for the introduction of new features to our service;

the rate of expansion and productivity of our sales force;

new product and service introductions by our competitors;

variations in the revenue mix of editions or versions of our service;

technical difficulties or interruptions in our service;

general economic conditions that may adversely affect either our customers' ability or willingness to purchase additional subscriptions or upgrade their service, or delay a prospective customers' purchasing decision, or reduce the value of new subscription contracts or affect renewal rates;

timing of additional investments in our enterprise cloud computing application and platform services and in our consulting service;

regulatory compliance costs;

the timing of customer payments and payment defaults by customers;

extraordinary expenses such as litigation or other dispute-related settlement payments;

the impact of new accounting pronouncements; and

the timing of stock awards to employees and the related financial statement impact.



Future operating results may fluctuate because of the foregoing factors, making it difficult to predict operating results. Period-to-period comparisons of operating results are not necessarily meaningful and should not be relied upon as an indicator of future performance. In addition, a relatively large portion of the Company's expenses will be fixed in the short-term, particularly with respect to facilities and personnel. Therefore, future operating results will be particularly sensitive to fluctuations in revenue because of these and other short-term fixed costs.

-20-

---

Table of Contents

The Company will need to effectively manage its growth in order to achieve and sustain profitability. The Company's failure to manage growth effectively could reduce its sales growth and result in continued net losses.

To achieve continual and consistent profitable operations on a fiscal year on-going basis, the Company must have significant growth in its revenue from its products and services, specifically subscription-based services. If the Company is able to achieve significant growth in future subscription sales, and expands the scope of its operations, the Company's management, financial condition, operational capabilities, and procedures and controls could be strained. The Company cannot be certain that its existing or any additional capabilities, procedures, systems, or controls will be adequate to support the Company's operations. The Company may not be able to design, implement or improve its capabilities, procedures, systems or controls in a timely and cost-effective manner. Failure to implement, improve and expand the Company's capabilities, procedures, systems or controls in an efficient and timely manner could reduce the Company's sales growth and result in a reduction of profitability or increase of net losses.

The Company's officers and directors have significant control over it, which may lead to conflicts with other stockholders over corporate governance.

The Company's officers and directors, including our Chief Executive Officer, Randall K. Fields, control approximately 37.3% of the Company's common stock. Mr. Fields, individually, controls 29.5% of the Company's common stock. Consequently, Mr. Fields individually, and the Company's officers and directors, as stockholders acting together, are able to significantly influence all matters requiring approval by the Company's stockholders, including the election of directors and significant corporate transactions, such as mergers or other business combination transactions.

The Company's corporate charter contains authorized, unissued "blank check" preferred stock issuable without stockholder approval with the effect of diluting then current stockholder interests.

The Company's certificate of incorporation currently authorizes the issuance of up to 30,000,000 shares of 'blank check' preferred stock with designations, rights, and preferences as may be determined from time to time by the Company's Board of Directors. As of September 30, 2014, a total of 411,927 shares of Series B Preferred were issued and outstanding. The Company's board of directors is empowered, without stockholder approval, to issue one or more additional series of preferred stock with dividend, liquidation, conversion, voting, or other rights that could dilute the interest of, or impair the voting power of, the Company's common stockholders. The issuance of an additional series of preferred stock could be used as a method of discouraging, delaying or preventing a change in control.

Because the Company has never paid dividends on its common stock, investors should exercise caution before making an investment in the Company.

The Company has never paid dividends on its common stock and does not anticipate the declaration of any dividends pertaining to its common stock in the foreseeable future. The Company intends to retain earnings, if any, to finance the development and expansion of the Company's business. The Company's board of directors will determine future dividend policy at their sole discretion and future dividends will be contingent upon future earnings, if any, obligations of the stock issued, the Company's financial condition, capital requirements, general business conditions and other factors. Future dividends may also be affected by covenants contained in loan or other financing documents, which may be executed by the Company in the future. Therefore, there can be no assurance that dividends will ever be paid on its common stock.

## Table of Contents

The Company's business is dependent upon the continued services of the Company's founder and Chief Executive Officer, Randall K. Fields; should the Company lose the services of Mr. Fields, the Company's operations will be negatively impacted.

The Company's business is dependent upon the expertise of its founder and Chief Executive Officer, Randall K. Fields. Mr. Fields is essential to the Company's operations. Accordingly, an investor must rely on Mr. Fields' management decisions that will continue to control the Company's business affairs. The Company currently maintains key man insurance on Mr. Fields' life in the amount of \$5,000,000; however, that coverage would be inadequate to compensate for the loss of his services. The loss of the services of Mr. Fields would have a materially adverse effect upon the Company's business.

If the Company is unable to attract and retain qualified personnel, the Company may be unable to develop, retain or expand the staff necessary to support its operational business needs.

The Company's current and future success depends on its ability to identify, attract, hire, train, retain and motivate various employees, including skilled software development, technical, managerial, sales, marketing and customer service personnel. Competition for such employees is intense and the Company may be unable to attract or retain such professionals. If the Company fails to attract and retain these professionals, the Company's revenue and expansion plans may be negatively impacted.

The Company's officers and directors have limited liability and indemnification rights under the Company's organizational documents, which may impact its results.

The Company's officers and directors are required to exercise good faith and high integrity in the management of the Company's affairs. The Company's certificate of incorporation and bylaws, however, provide, that the officers and directors shall have no liability to the stockholders for losses sustained or liabilities incurred which arise from any transaction in their respective managerial capacities unless they violated their duty of loyalty, did not act in good faith, engaged in intentional misconduct or knowingly violated the law, approved an improper dividend or stock repurchase or derived an improper benefit from the transaction. As a result, an investor may have a more limited right to action than he would have had if such a provision were not present. The Company's certificate of incorporation and bylaws also require it to indemnify the Company's officers and directors against any losses or liabilities they may incur as a result of the manner in which they operate the Company's business or conduct the Company's internal affairs, provided that the officers and directors reasonably believe such actions to be in, or not opposed to, the Company's best interests, and their conduct does not constitute gross negligence, misconduct or breach of fiduciary obligations.

## Business Operations Risks

If the Company's marketing strategy fails, its revenue and operations will be negatively affected.

The Company plans to concentrate its future sales efforts towards marketing the Company's applications and services, and specifically to contract with suppliers ("spokes") to connect to our existing retail customers ("hubs") previously signed up by the Company. These applications and services are designed to be highly flexible so that they can work in multiple retail and supplier environments such as grocery stores, convenience stores, specialty retail and route-based delivery environments. There is no assurance that the public will accept the Company's applications and services in proportion to the Company's increased marketing of this product line, or that the Company will be able to successfully leverage its hubs to increase revenue by connecting suppliers. The Company may face significant competition that may negatively affect demand for its applications and services, including the public's preference for the Company's competitors' new product releases or updates over the Company's releases or updates. If the Company's applications and services marketing strategies fail, the Company will need to refocus its marketing strategy toward other product

offerings, which could lead to increased development and marketing costs, delayed revenue streams, and otherwise negatively affect the Company's operations.

-22-

---

Table of Contents

Because the Company's emphasis is on the sale of subscription based services, rather than annual license fees, the Company's revenue may be negatively affected.

Historically, the Company offered applications and related maintenance contracts to new customers for a one-time, non-recurring up front license fee and provided an option for annually renewing their maintenance agreements. The Company is now principally offering prospective customers monthly subscription based licensing of its products. The Company's customers may now choose to acquire a license to use the software on an Application Solution Provider basis (also referred to as "ASP") resulting in monthly charges for use of the Company's software products and maintenance fees. The Company's conversion from a strategy of one-time, non-recurring licensing based model to a monthly recurring fees based approach is subject to the following risks:

the Company's customers may prefer one-time fees rather than monthly fees; and

there may be a threshold level (number of locations) at which the monthly based fee structure may not be economical to the customer, and a request to convert from monthly fees to an annual fee could occur.

The Company faces threats from competing and emerging technologies that may affect its profitability.

Markets for the Company's type of software products and that of its competitors are characterized by:

development of new software, software solutions or enhancements that are subject to constant change;

rapidly evolving technological change; and

unanticipated changes in customer needs.

Because these markets are subject to such rapid change, the life cycle of the Company's products is difficult to predict. As a result, the Company is subject to the following risks:

whether or how the Company will respond to technological changes in a timely or cost-effective manner;

whether the products or technologies developed by the Company's competitors will render the Company's products and services obsolete or shorten the life cycle of the Company's products and services; and

whether the Company's products and services will achieve market acceptance.

Interruptions or delays in service from our third-party data center hosting facility could impair the delivery of our service and harm our business.

We currently serve our customers from a third-party data center hosting facility located in the United States. Any damage to, or failure of, our systems generally could result in interruptions in our service. As we continue to add capacity, we may move or transfer our data and our customers' data. Despite precautions taken during this process, any unsuccessful data transfers may impair the delivery of our service. Further, any damage to, or failure of, our systems generally could result in interruptions in our service. Interruptions in our service may reduce our revenue, cause us to issue credits or pay penalties, cause customers to terminate their subscriptions and adversely affect our

renewal rates and our ability to attract new customers. Our business will also be harmed if our customers and potential customers believe our service is unreliable.

-23-

---

Table of Contents

As part of our current disaster recovery arrangements, our production environment and all of our customers' data is currently replicated in near real-time in a separate facility physically located in a different geographic region of the United States. Companies and products added through acquisition may be temporarily served through an alternate facility. We do not control the operation of these facilities, and they are vulnerable to damage or interruption from earthquakes, floods, fires, power loss, telecommunications failures and similar events. They may also be subject to break-ins, sabotage, intentional acts of vandalism and similar misconduct. Despite precautions taken at these facilities, the occurrence of a natural disaster or an act of terrorism, a decision to close the facilities without adequate notice or other unanticipated problems at these facilities could result in lengthy interruptions in our service. Even with the disaster recovery arrangements, our service could be interrupted.

If our security measures are breached and unauthorized access is obtained to a customer's data, our data or our information technology systems, our service may be perceived as not being secure, customers may curtail or stop using our service and we may incur significant legal and financial exposure and liabilities.

Our service involves the storage and transmission of customers' proprietary information, and security breaches could expose us to a risk of loss of this information, litigation and possible liability. These security measures may be breached as a result of third-party action, including intentional misconduct by computer hackers, employee error, malfeasance or otherwise during transfer of data to additional data centers or at any time, and result in someone obtaining unauthorized access to our customers' data or our data, including our intellectual property and other confidential business information, or our information technology systems. Additionally, third parties may attempt to fraudulently induce employees or customers into disclosing sensitive information such as user names, passwords or other information in order to gain access to our customers' data or our data, including our intellectual property and other confidential business information, or our information technology systems. Because the techniques used to obtain unauthorized access, or to sabotage systems, change frequently and generally are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. Any security breach could result in a loss of confidence in the security of our service, damage our reputation, disrupt our business, lead to legal liability and negatively impact our future sales.

We cannot accurately predict subscription renewal or upgrade rates and the impact these rates may have on our future revenue and operating results.

Our customers have no obligation to renew their subscriptions for our service after the expiration of their initial subscription period. Our renewal rates may decline or fluctuate as a result of a number of factors, including customer dissatisfaction with our service, customers' ability to continue their operations and spending levels, and deteriorating general economic conditions. If our customers do not renew their subscriptions for our service or reduce the level of service at the time of renewal, our revenue will decline and our business will suffer.

Our future success also depends in part on our ability to sell additional features and services, more subscriptions or enhanced editions of our service to our current customers. This may also require increasingly sophisticated and costly sales efforts that are targeted at senior management. Similarly, the rate at which our customers purchase new or enhanced services depends on a number of factors, including general economic conditions. If our efforts to upsell to our customers are not successful, our business may suffer.

Weakened global economic conditions may adversely affect our industry, business and results of operations.

Our overall performance depends in part on worldwide economic conditions. The United States and other key international economies have experienced in the past a downturn in which economic activity was impacted by falling demand for a variety of goods and services, restricted credit, poor liquidity, reduced corporate profitability, volatility in credit, equity and foreign exchange markets, bankruptcies and overall uncertainty with respect to the economy.

These conditions affect the rate of information technology spending and could adversely affect our customers' ability or willingness to purchase our enterprise cloud computing services, delay prospective customers' purchasing decisions, reduce the value or duration of their subscription contracts or affect renewal rates, all of which could adversely affect our operating results.



Table of Contents

If the Company is unable to adapt to constantly changing markets and to continue to develop new products and technologies to meet the customers' needs, the Company's revenue and profitability will be negatively affected.

The Company's future revenue is dependent upon the successful and timely development and licensing of new and enhanced versions of its products and potential product offerings suitable to the customer's needs. If the Company fails to successfully upgrade existing products and develop new products, and those new products do not achieve market acceptance, the Company's revenue will be negatively impacted.

The Company faces risks associated with the loss of maintenance and other revenue.

The Company has historically experienced the loss of long-term maintenance customers as a result of the reliability of some of its products. Some customers may not see the value in continuing to pay for maintenance that they do not need or use, and in some cases, customers have decided to replace the Company's applications or maintain the system on their own. The Company continues to focus on these maintenance clients by providing new functionality and enhancements to meet their business needs. The Company also may lose some maintenance revenue due to consolidation of industries, macroeconomic conditions or customer operational difficulties that lead to their reduction of size. In addition, future revenue will be negatively impacted if the Company fails to add new maintenance customers that will make additional purchases of the Company's products and services.

The Company faces risks associated with proprietary protection of the Company's software.

The Company's success depends on the Company's ability to develop and protect existing and new proprietary technology and intellectual property rights. The Company seeks to protect its software, documentation and other written materials primarily through a combination of patents, trademarks, and copyright laws, trade secret laws, confidentiality procedures and contractual provisions. While the Company has attempted to safeguard and maintain the Company's proprietary rights, there are no assurances that the Company will be successful in doing so. The Company's competitors may independently develop or patent technologies that are substantially equivalent or superior to the Company's.

Despite the Company's efforts to protect its proprietary rights, unauthorized parties may attempt to copy aspects of the Company's products or obtain and use information that the Company regards as proprietary. In some types of situations, the Company may rely in part on 'shrink wrap' or 'point and click' licenses that are not signed by the end user and, therefore, may be unenforceable under the laws of certain jurisdictions. Policing unauthorized use of the Company's products is difficult. While the Company is unable to determine the extent to which piracy of the Company's software exists, software piracy can be expected to be a persistent problem, particularly in foreign countries where the laws may not protect proprietary rights as fully as the United States. The Company can offer no assurance that the Company's means of protecting its proprietary rights will be adequate or that the Company's competitors will not reverse engineer or independently develop similar technology.

The Company may discover software errors in its products that may result in a loss of revenue, injury to the Company's reputation or subject us to substantial liability.

Non-conformities or bugs ("errors") may be found from time to time in the Company's existing, new or enhanced products after commencement of commercial shipments, resulting in loss of revenue or injury to the Company's reputation. In the past, the Company has discovered errors in its products and as a result, has experienced delays in the shipment of products. Errors in the Company's products may be caused by defects in third-party software incorporated into the Company's products. If so, the Company may not be able to fix these defects without the cooperation of these software providers. Since these defects may not be as significant to the software provider as they are to us, the Company may not receive the rapid cooperation that may be required. The Company may not have the

contractual right to access the source code of third-party software, and even if the Company does have access to the code, the Company may not be able to fix the defect. In addition, our customers may use our service in unanticipated ways that may cause a disruption in service for other customers attempting to access their data. Since the Company's customers use the Company's products for critical business applications, any errors, defects or other performance problems could hurt the Company's reputation and may result in damage to the Company's customers' business. If that occurs, customers could elect not to renew, delay or withhold payment to us, we could lose future sales or customers may make warranty or other claims against us, which could result in an increase in our provision for doubtful accounts, an increase in collection cycles for accounts receivable or the expense and risk of litigation. These potential scenarios, successful or otherwise, would likely be time consuming and costly.

## Table of Contents

Some competitors are larger and have greater financial and operational resources that may give them an advantage in the market.

Many of the Company's competitors are larger and have greater financial and operational resources. This may allow them to offer better pricing terms to customers in the industry, which could result in a loss of potential or current customers or could force us to lower prices. Any of these actions could have a significant effect on revenue. In addition, the competitors may have the ability to devote more financial and operational resources to the development of new technologies that provide improved operating functionality and features to their product and service offerings. If successful, their development efforts could render the Company's product and service offerings less desirable to customers, again resulting in the loss of customers or a reduction in the price the Company can demand for the Company's offerings.

### Risks Relating to the Company's Common Stock

The limited public market for the Company's securities may adversely affect an investor's ability to liquidate an investment in the Company.

Although the Company's common stock is currently quoted on the NASDAQ Capital Market, there is limited trading activity. The Company can give no assurance that an active market will develop, or if developed, that it will be sustained. If an investor acquires shares of the Company's common stock, the investor may not be able to liquidate the Company's shares should there be a need or desire to do so.

Future issuances of the Company's shares may lead to future dilution in the value of the Company's common stock, will lead to a reduction in shareholder voting power and may prevent a change in Company control.

The shares may be substantially diluted due to the following:

- issuance of common stock in connection with funding agreements with third parties and future issuances of common and preferred stock by the Board of Directors; and

- the Board of Directors has the power to issue additional shares of common stock and preferred stock and the right to determine the voting, dividend, conversion, liquidation, preferences and other conditions of the shares without shareholder approval.

Stock issuances may result in reduction of the book value or market price of outstanding shares of common stock. If the Company issues any additional shares of common or preferred stock, proportionate ownership of common stock and voting power will be reduced. Further, any new issuance of common or preferred stock may prevent a change in control or management.

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

## ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

## ITEM 5. OTHER INFORMATION

None.

-26-

---

Table of Contents

ITEM 6. EXHIBITS

Exhibit 31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.1	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.2	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

Table of Contents

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 6, 2014

PARK CITY GROUP, INC.

By: /s/ Randall K. Fields  
Randall K. Fields  
Chief Executive Officer, Chairman and Director  
(Principal Executive Officer)

Date: November 6, 2014

By: /s/ Edward L. Clissold  
Edward L. Clissold  
Chief Financial Officer  
(Principal Financial Officer & Principal Accounting Officer)