

FRAWLEY CORP
Form 10-Q
October 30, 2003
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U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2003

OR

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

For the transition period from _____ to _____

Commission File Number 1-6436

FRAWLEY CORPORATION

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware
(STATE OR OTHER JURISDICTION OF INCORPORATION)

95-2639686
(I.R.S. EMP I.D. NO)

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5737 Kanan Rd. PMB # 188,

Agoura Hills, California
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

91301
(ZIP CODE)

(818)735-6640

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

(FORMER NAME, ADDRESS AND FISCAL YEAR, IF CHANGED SINCE LAST REPORT)

Indicated by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the close of the latest practicable date.

| | |
|-----------------------------|-----------------------------------|
| Common Stock, Par Value \$1 | 1,222,905 |
| <hr/> | <hr/> |
| Class | Outstanding at September 30, 2003 |

Total Number of Pages 13

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FRAWLEY CORPORATION AND SUBSIDIARIES

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| | SEPTEMBER 30, | DECEMBER 31, |
|--|---------------------|---------------------|
| <u>ASSETS</u> | <u>2003</u> | <u>2002</u> |
| | (Unaudited) | |
| CURRENT ASSETS | | |
| Cash | 18,000 | \$ 38,000 |
| Accounts receivable, net | 4,000 | |
| Prepaid expenses and other assets | | 46,000 |
| | <u>22,000</u> | <u>84,000</u> |
| TOTAL CURRENT ASSETS | 22,000 | 84,000 |
| Real estate investments, net | 1,052,000 | 1,052,000 |
| Investment in partnership | 16,000 | 16,000 |
| | <u>1,090,000</u> | <u>1,152,000</u> |
| TOTAL ASSETS | \$ 1,090,000 | \$ 1,152,000 |
| LIABILITIES AND STOCKHOLDERS DEFICIT | | |
| CURRENT LIABILITIES | | |
| Notes payable to stockholders | \$ 2,437,000 | 2,437,000 |
| Accounts payable and accrued expenses | 205,000 | 210,000 |
| Environmental reserve | 209,000 | 209,000 |
| Deposits | 220,000 | 70,000 |
| Interest payable to related parties | 1,131,000 | 949,000 |
| | <u>4,202,000</u> | <u>3,875,000</u> |
| TOTAL CURRENT LIABILITIES | 4,202,000 | 3,875,000 |
| LONG TERM LIABILITIES | | |
| Environmental reserve | 1,174,000 | 1,174,000 |
| | <u>1,174,000</u> | <u>1,174,000</u> |
| STOCKHOLDERS DEFICIT: | | |
| Preferred stock, par value \$1 per share: | | |
| Authorized, 1,000,000 shares; none issued | | |
| Common stock, par value \$1 per share: | | |
| Authorized, 6,000,000 shares, issued | | |
| 1,414,217 shares | 1,414,000 | 1,414,000 |
| Capital surplus | 17,118,000 | 17,056,000 |
| Accumulated deficit | (22,057,000) | (21,606,000) |
| | <u>(3,525,000)</u> | <u>(3,136,000)</u> |
| Less common stock in treasury, 191,312 shares (at cost) | (761,000) | (761,000) |
| | <u>(4,286,000)</u> | <u>(3,897,000)</u> |
| TOTAL STOCKHOLDERS DEFICIT | (4,286,000) | (3,897,000) |
| TOTAL LIABILITIES AND STOCKHOLDERS DEFICIT | \$ 1,090,000 | \$ 1,152,000 |

See notes to consolidated financial statements.

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FRAWLEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

| | Three Months Ended | |
|--|---------------------------|---------------------|
| | September 30, | |
| | 2003 | 2002 |
| | <u> </u> | <u> </u> |
| REVENUES: | | |
| Net revenues | \$ | \$ 1,000 |
| | <u> </u> | <u> </u> |
| COSTS AND EXPENSES: | | |
| Selling, general and administrative expenses | 85,000 | 55,000 |
| Interest expense | 73,000 | 67,000 |
| | <u> </u> | <u> </u> |
| TOTAL COSTS AND EXPENSES | 158,000 | 122,000 |
| | <u> </u> | <u> </u> |
| LOSS FROM CONTINUING OPERATIONS | (158,000) | (121,000) |
| LOSS FROM DISCONTINUED OPERATIONS | | (45,000) |
| | <u> </u> | <u> </u> |
| NET LOSS | \$ (158,000) | \$ (166,000) |
| | <u> </u> | <u> </u> |
| LOSS PER SHARE FROM CONTINUING OPERATIONS | (0.13) | \$ (0.10) |
| | <u> </u> | <u> </u> |
| NET LOSS PER SHARE, COMMON | \$ (0.13) | \$ (0.14) |
| | <u> </u> | <u> </u> |
| FULLY DILUTED | \$ (0.13) | \$ (0.14) |
| | <u> </u> | <u> </u> |
| Weighted average number of common shares outstanding | 1,222,905 | 1,222,905 |
| | <u> </u> | <u> </u> |

See notes to consolidated financial statements.

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FRAWLEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

| | Nine Months Ended September 30, | |
|--|------------------------------------|-------------------|
| | 2003 | 2002 |
| REVENUES: | | |
| Net operating revenues | \$ 14,000 | \$ 11,000 |
| COSTS AND EXPENSES: | | |
| Selling, general and administrative expenses | 271,000 | 175,000 |
| Interest expense | 194,000 | 190,000 |
| TOTAL COST AND EXPENSES | 465,000 | 365,000 |
| LOSS FROM CONTINUING OPERATIONS | (451,000) | (354,000) |
| INCOME FROM DISCONTINUED OPERATIONS | | 506,000 |
| NET (LOSS)/INCOME | \$ (451,000) | \$ 152,000 |
| LOSS PER SHARE FROM CONTINUING OPERATIONS | \$ (0.37) | (0.29) |
| NET (LOSS)/INCOME PER SHARE, COMMON | \$ (0.37) | 0.12 |
| FULLY DILUTED | \$ (0.37) | \$ 0.12 |
| Weighted average number of common shares outstanding | 1,222,905 | 1,222,905 |

See notes to consolidated financial statements.

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FRAWLEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

| | Nine Months Ended | |
|--|-------------------|------------------|
| | September 30, | |
| | 2003 | 2002 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net (loss)/income | \$ (451,000) | \$ 152,000 |
| Adjustments to reconcile net (loss)/income to net cash used in operating activities: | | |
| Gain on sale of assets | | (781,000) |
| Change in net assets of discontinued operations | | (28,000) |
| Change in net liabilities of discontinued operations | | 121,000 |
| Changes in operating assets and liabilities: | | |
| Short and long-term accounts receivable, net | (4,000) | (6,000) |
| Prepaid expenses and other assets | 46,000 | 25,000 |
| Accounts payable and accrued expenses | 327,000 | 168,000 |
| TOTAL ADJUSTMENTS | 369,000 | (501,000) |
| NET CASH USED IN OPERATING ACTIVITIES | (82,000) | (349,000) |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Real estate investments | | (15,000) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Capital contributions | 62,000 | |
| Short-term borrowings | | 235,000 |
| NET CASH PROVIDED BY FINANCING ACTIVITIES | 62,000 | 235,000 |
| NET CHANGE IN CASH AND CASH EQUIVALENTS | (20,000) | (129,000) |
| CASH, BEGINNING OF PERIOD | 38,000 | 135,000 |
| CASH, END OF PERIOD | \$ 18,000 | \$ 6,000 |

See notes to consolidated financial statements.

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FRAWLEY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1: In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments necessary to present fairly the financial position as of September 30, 2003, and the results of operations and changes in cash flows for the nine months then ended.

NOTE 2: The results of operations for the nine months ended September 30, 2003 as compared to the results of 2002 are not necessarily indicative of results to be expected for the full year.

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FRAWLEY CORPORATION AND SUBSIDIARIES

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

Real Estate

For the quarter ended September 30, 2003, the real estate operating loss was \$92,000 compared to a loss in 2002 of \$87,000. During the nine months ended September 30, 2003, real estate losses were \$248,000 as compared to a loss of \$255,000 for the same period in 2002. Real estate losses continue as the Company incurs carrying costs and costs of improvements required to sell the property.

Although the Company is actively seeking a buyer for its undeveloped real estate, the County of Los Angeles has adopted more stringent rules covering the development of raw land. These revised regulations have made it more difficult to develop the Company's property.

Discontinued Operations

Health Services

Due to the Hospital's continued losses and its inability to pay interest on its secured \$1,022,000 loan on the Hospital property for more than a year, the Board of Directors of the Company had unanimously voted to sell or close this business in 2002.

Effective February 1, 2002, the Company entered into a Settlement Agreement with a related party holding outstanding notes payable in the amount of \$1,022,000, secured by the Hospital property in Seattle, Washington. Under the terms of the agreement, the Company sold the Hospital land, building and related property and equipment to the related party for a purchase price in the amount of the principal of the notes (\$1,022,000) and accrued interest (\$174,000). Also effective February 1st, 2002, the Company entered into a lease agreement with the related party whereby the Company is permitted to lease the Hospital facility for 36 months, with an option to repurchase the property from the related party at an amount equal to the original principal indebtedness plus accumulated interest and attorney's fees.

The original principal amount of indebtedness of \$1,022,000 was owed to Frances Swanson, individually, and Frances Swanson Successor Trustee of the Frawley Family Trust. Frances Swanson is the Chairman's sister.

Prior to the sale of the Schick Program on October 1, 2002, for the nine months ended September 30, 2002, the health care discontinued operations' net income was approximately \$506,000. The net income reflects a gain from the Settlement Agreement of \$781,000, which resulted from the reduction of debt in the amount of \$1,022,000 and accrued interest of \$174,000 less the net book value of assets sold for \$415,000. If the Company had not entered into the Settlement Agreement, the net loss for the Hospital would have been \$275,000 for the nine months ended September 30, 2002.

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On October 1st 2002, the Company entered into asset sale of the Schick Program to a non-related third party group of former patients of the Hospital program in the amount of \$316,000 plus various assumed liabilities. The sales price comprised of \$50,000 in cash, a note

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receivable for \$250,000 for a term of five years at an interest rate of 8% per annum and a 5% interest in the new owner's limited partnership. The Company recorded a gain on the sale of approximately \$158,000. The Hospital incurred legal expenses of approximately \$81,000 related to the sale. As part of the asset sale, the new owners acquired the same option to purchase the Hospital real estate as the Company had. In addition, the Company allowed the new owners to operate the Hospital program under the existing state and federal permits until such time the new owners could obtain their own. In January 2003, the Company was informed that the new owners had obtained all the necessary permits to operate the Hospital and ceased using the Company's permits.

During the first nine months of 2002, Michael Frawley, the Company's Chairman, loaned the Hospital \$55,000 to meet operating expenses.

To complete the sale, the Company's Chairman agreed to release the Company from its indebtedness to him in the amount of \$55,000 and agreed to a new note of \$55,000 to be paid by the new owners at the end of 2003.

The proceeds from the sale were distributed as follows: \$50,000 was deposited into Karr Tuttle & Campbell Trust account, Schick's attorney's, and used as partial payment of outstanding legal fees. The \$250,000 note was assigned to the Chatham Brothers toxic waste PRP Trust.

On October 1, 2003, the Chatham Brothers toxic waste PRP trust received the first annual payment from the \$250,000 note as scheduled.

Liquidity and Capital Resources

The Company's recurring losses from continuing operations and difficulties in generating cash flow sufficient to meet its obligations raise substantial doubt about its ability to continue as a going concern.

Real estate and corporate overhead are producing losses that the operating business is unable to absorb. The required investments in real estate are currently funded by loans.

The Company intends to meet its obligations through real estate sales. The limited resources available to the Company will be directed at reducing operating expenses and selling real estate.

The Company continues to incur legal expenses and had an obligation in 2003 to contribute to the Chatham Brothers toxic waste cleanup lawsuit.

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PART II OTHER INFORMATION

ITEM 1: Legal Proceedings

The Company is named as a defendant in the Chatham Brothers toxic waste cleanup lawsuit. In February 1991, the Company was identified as one of many Potentially Responsible Parties (PRPs) in the Chatham Brothers toxic waste cleanup site case, filed by the State of California Environmental Protection Agency, Department of Toxic Substances Control (DTSC) and involving the Hartley Pen Company previously owned by the Company.

On December 31, 1991, the Company and approximately 90 other companies were named in a formal complaint. The Company joined a group of defendants, each of whom was so notified and which are referred to as Potentially Responsible Parties (PRPs) for the purpose of negotiating with the DTSC and for undertaking remediation of the site. Between 1995 and 1998, the State of California adjusted the estimated cost of remediation on several occasions. As a result, the Company has increased their recorded liability to reflect their share of the changes. In January of 1998, the final remediation plan was approved by the State and in January of 1999, the PRP s consented to it, as well as the allocation of costs, and the consent decree was approved by the Court. As of September 30, 2003, the Company had paid over \$820,000 into the PRP group, which includes the assignment of the \$250,000 note receivable. and had a cash call contribution payable of \$131,000. In addition, the Company carried accrued short-term and long-term liabilities of \$78,000 and \$1,174,000, respectively.

The Company is in dispute with its 1988 licensee over the trademark Classics Illustrated. In 1998, the Company terminated its license agreement for breach of contract. The licensee has objected to the termination stating that the Company failed to notify the licensee of a potential problem with the trademark in Greece. A Greek court has ruled against a sub licensee in Greece. The Company believes that the license agreement supports that it adequately notified the licensee but would have to investigate the international trademark involving Classics Illustrated. Management believes that there is no probable risk of loss related to this dispute.

ITEM 5: Other Information

Related Party Transactions

During the Third Quarter ended September 30, 2003 the Company received approximately \$48,000 from the Frawley Family Trust as an advance on property that the Trust intended to purchase. The specific property has not been identified and the terms of the purchase have not been finalized. The advance is included in deposits.

The Company has charged its principal stockholder for any employee time spent on non-corporate matters. The Company has received \$23,000 from the Frawley Family Trust as reimbursement for payroll expenses during the 3rd Quarter ended September 30, 2003. The funds do not have to be repaid and are accounted for as capital contributions in the financial statements.

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ITEM 6: Exhibits and Reports on Form 8-K

Exhibit 32.1 Certification of CEO and CFO

On October 10, 2003 the Company filed an 8K report.

Other Events and Required FD Disclosure.

On October 3, 2003, the Frawley Family Trust (the Trust) distributed 314,187 of its shares of Frawley Corporation common stock, par value \$1.00 per share, to the following beneficiaries listed below.

It is anticipated that within two weeks, the Trust will distribute an additional 14,596 of its shares of Frawley Corporation common stock, par value \$1.00 per share, for a total of 328,783 shares, to the following beneficiaries listed below:

| <u>Name of Beneficiary</u> | <u>Number of Shares</u> | <u>Percentage of ownership After distribution</u> |
|---|-----------------------------|---|
| Dr. Patrick Joseph Frawley III 436 N. Ontare Rd. Santa Barbara, CA 93105 | 54,796 | 11.5% (1) |
| Miss Mary Louise Frawley 10633 Wilkins Ave. # 1 Los Angeles, CA 90024 | 54,797 | 11.68% |
| Mrs. Eileen Frawley Callahan 10700 Wilshire Blvd. # 303 Los Angeles, CA 90024 | 4,798 | 8.36% |
| Mr. Michael P. Frawley 28756 W. Pisces St. Agoura Hills, Ca 91301 | 54,798 | 54,798 |
| Mrs. Joan Frawley Desmond 7106 44 th St. | 54,797 | 8.86% |

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Chevy Chase, MD 20815

Mrs. Barbara Frawley Ross

315 E. 72nd St. #19B

New York, NY 10021

| | | |
|-------|---------------|--------------|
| | <u>54,797</u> | <u>4.48%</u> |
| Total | 328,783 | 56.07% |

(1) Additionally Dr. Frawley holds 22,456 shares or 1.83% as custodian for his children, as to which he disclaims beneficial ownership.

Upon completion of the distribution, the Trust held no shares or 0 % of the Company's issued and outstanding common stock. The shares were distributed pursuant to an exemption from registration made available under Section 4(2) of the Securities Act of 1933, as amended.

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SIGNATURES

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

FRAWLEY CORPORATION

(REGISTRANT)

Date: October 30, 2003

By: /S/ Michael P. Frawley

MICHAEL P. FRAWLEY, President

(Authorized Officer and

Chief Financial Officer)