

TWEETER HOME ENTERTAINMENT GROUP INC

Form 10-Q

February 14, 2002

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**FORM 10-Q**

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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

For the quarterly period ended December 31, 2001

Commission file number: 0-24091

**TWEETER HOME ENTERTAINMENT GROUP, INC.**  
*(Exact name of Registrant as specified in its charter)*

**DELAWARE** **04-3417513**  
(State or other jurisdiction of (I.R.S. Employer  
Identification No.) incorporation or  
organization)

**40 PEQUOT WAY  
CANTON, MA 02021**  
*(Address of principal executive offices including zip code)*

**781-830-3000**  
*(Registrant's telephone number including area code)*

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

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

<b>TITLE OF CLASS</b>	<b>OUTSTANDING AT FEBRUARY 11, 2002</b>
Common Stock, \$.01 par value	23,368,783

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**Tweeter Home Entertainment Group, Inc. and Subsidiaries**  
**Consolidated Balance Sheets**

	September 30, 2001	December 31, 2001
		<b>(Unaudited)</b>
<b>Assets</b>		
<b>Current Assets:</b>		
Cash and cash equivalents	\$3,277,969	\$11,416,435
Accounts receivable, net of allowance for doubtful accounts of \$850,000 at September 30, 2001 and \$831,000 at December 31, 2001	31,251,444	44,131,150
Inventory	129,172,638	143,057,265
Deferred tax assets	4,054,489	3,984,869
Prepaid expenses and other current assets	3,468,864	4,161,718
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Total current assets	171,225,404	206,751,437
Property and equipment, net	109,141,981	122,515,343
Investment in joint venture	3,397,722	3,154,674
Long-term investments	1,194,425	1,116,055
Intangible assets, net	7,254,832	6,879,582
Other assets, net	536,675	353,516
Goodwill, net	187,676,605	187,676,605
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<b>Total</b>	<b>\$480,427,644</b>	<b>\$528,447,212</b>
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**Liabilities and Stockholders Equity**

Current Liabilities:

Current portion of long-term debt

\$322,245 \$305,362

Amount due to bank

8,464,682 15,192,406

Accounts payable

38,557,984 40,217,914

Accrued expenses

38,887,498 51,934,631

Customer deposits

13,998,996 18,048,181

Deferred warranty

532,681 502,043

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Total current liabilities

100,764,086 126,200,537

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**Long-Term Debt**

36,699,411 45,007,256

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**Other Long-Term Liabilities:**

Rent related accruals

9,326,705 9,317,484

Deferred warranty

1,048,562 925,801

Deferred tax liabilities

197,353 222,916

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Total other long-term liabilities

10,572,620 10,466,201

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Total liabilities  
 148,036,117 181,673,994

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**Stockholders Equity**

Preferred stock, \$.01 par value,  
 10,000,000 shares authorized, no shares  
 issued

Common stock, \$.01 par value,  
 60,000,000 shares authorized; 24,722,974  
 shares issued at September 30, 2001 and  
 25,078,669 at December 31, 2001  
 247,230 250,792

Additional paid in capital  
 285,132,941 285,999,327

Accumulated other comprehensive  
 income  
 65,918 72,108

Retained earnings  
 48,823,695 62,326,943

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Total  
 334,269,784 348,649,170

Less treasury stock: 1,856,146 shares at  
 September 30, 2001 and 1,852,852 shares  
 at December 31, 2001, at cost  
 (1,878,257) (1,875,952)

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Total stockholders equity  
 332,391,527 346,773,218

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**Total**  
 \$480,427,644 \$528,447,212

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See notes to unaudited consolidated financial statements.



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**Tweeter Home Entertainment Group, Inc. and Subsidiaries**  
**Consolidated Statements of Income**  
**(Unaudited)**

	Three Months Ended December 31,	
	2000	2001
Total revenue	\$ 161,968,381	\$ 251,912,948
Cost of sales		
(103,854,565) (160,010,575)		
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Gross Profit		
58,113,816 91,902,373		
Selling expenses		
36,049,203 58,484,462		
Corporate, general and administrative expenses		
6,061,338 10,010,406		
Amortization of intangibles		
480,000 375,250		
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Income from operations		
15,523,275 23,032,255		
Income from joint venture		
485,206 71,952		
Interest income (expense), net		
321,509 (598,792)		
<hr style="border: 0.5px solid black;"/> <hr style="border: 0.5px solid black;"/>		
Income before income taxes		
16,329,990 22,505,415		
Income taxes		
6,531,996 9,002,166		
<hr style="border: 0.5px solid black;"/> <hr style="border: 0.5px solid black;"/>		

NET INCOME

\$9,797,994 \$13,503,249

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Basic earnings per share

\$0.53 \$0.59

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Diluted earnings per share

\$0.51 \$0.56

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Weighted average shares outstanding:

Basic

18,481,100 23,020,589

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Diluted

19,237,496 24,214,744

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See notes to unaudited consolidated financial statements.

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**Tweeter Home Entertainment Group, Inc. and Subsidiaries**  
**Consolidated Statements of Cash Flows**

Three Months Ended  
December 31,

2000	2001
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**CASH FLOWS FROM OPERATING ACTIVITIES:**

Net income		
\$9,797,994	\$13,503,249	
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization		
2,329,930	3,620,052	
Income from joint venture		
(485,206)	(71,952)	
Gain on disposal of equipment		
(5,000)		
Deferred income tax provision		
91,056		
Changes in operating assets and liabilities, net of effects from acquisition of business:		
Increase in accounts receivable		
(13,679,964)	(12,879,706)	
Increase in inventory		
(5,601,946)	(13,884,627)	
(Increase) decrease in prepaid expenses and other assets		
164,758	(520,645)	
Increase in accounts payable and accrued expenses		
17,844,039	14,707,061	
Increase in customer deposits		
2,204,648	4,049,185	
Increase (decrease) in deferred rent		
185,331	(9,221)	
Decrease in deferred warranty		
(128,475)	(153,399)	

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Net cash provided by operating activities		
12,626,109	8,451,053	

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**CASH FLOWS FROM INVESTING  
ACTIVITIES:**

Purchase of property and equipment  
(4,155,931) (16,592,214)  
Proceeds from sale of property and  
equipment  
5,000  
(Purchase) sale of investments  
(200,000) 88,687  
Cash paid for acquisitions  
(3,837,048)  
Dividends from joint venture  
300,000

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Net cash used in investing activities  
(8,187,979) (16,203,527)

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**CASH FLOWS FROM FINANCING  
ACTIVITIES:**

Increase (decrease) in amount due to bank  
(191,289) 6,727,724  
Net proceeds (payments) of long term debt  
(9,363) 8,290,962  
Equity transactions  
156,846 872,254

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Net cash provided (used) by financing  
activities  
(43,806) 15,890,940

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**INCREASE IN CASH AND CASH  
EQUIVALENTS**  
4,394,324 8,138,466  
**CASH AND CASH EQUIVALENTS,  
BEGINNING OF PERIOD**  
34,292,555 3,277,969

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**CASH AND CASH EQUIVALENTS,  
END OF PERIOD**

\$38,686,879 \$11,416,435

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**SUPPLEMENTAL DISCLOSURES OF  
CASH FLOW INFORMATION:**

Cash paid during the period for:

Interest

\$4,569 \$575,914

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Taxes

\$827,500 \$141,169

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See notes to unaudited consolidated financial statements.

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**TWEETER HOME ENTERTAINMENT GROUP, INC. AND SUBSIDIARIES  
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**1. Basis of Presentation**

The unaudited condensed consolidated financial statements of Tweeter Home Entertainment Group, Inc. and its subsidiaries ( Tweeter or the Company ), included herein, should be read in conjunction with the consolidated financial statements and notes thereto included in Tweeter s Annual Report on Form 10-K for the fiscal year ended September 30, 2001.

**2. Accounting Policies**

The unaudited consolidated financial statements of Tweeter have been prepared in accordance with accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation of the interim consolidated financial statements have been included. Operating results for the three-month period ended December 31, 2001 are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2002. Tweeter typically records its highest revenue and earnings in this first fiscal quarter.

**3. Earnings per Share**

The weighted average shares used in computing basic and diluted net income per share are presented in the table below. Options to purchase 432,871 and 313,298 shares of common stock at prices ranging from \$23.125 to \$32.125 and \$21.00 to \$32.125 per share were outstanding for the quarters ended December 31, 2000 and December 31, 2001, respectively, but were not included in the computation of diluted net income per share because options exercise prices were greater than the average market prices of the common shares.

	Three Months Ended December 31,	
	2000	2001
<b>Basic Earnings Per Share:</b>		
Numerator:		
Net income	\$9,797,994	\$13,503,249
Denominator:		
Weighted average common shares outstanding	18,481,100	23,020,589
Basic earnings per share	\$0.53	\$0.59
<b>Diluted Earnings Per Share:</b>		

Numerator:

\$9,797,994 \$13,503,249

Denominator:

Weighted average shares outstanding

18,481,100 23,020,589

Potential common stock outstanding

756,396 1,194,155

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Total

19,237,496 24,214,744

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Diluted earnings per share

\$0.51 \$0.56

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**Table of Contents****4. Comprehensive Income**

Comprehensive income for the three months ended December 31, 2000 and December 31, 2001 was as follows:

	Three Months Ended December 31,	
	2000	2001
Net income	\$9,797,994	\$13,503,249
Change in fair value of long-term investments (net of tax)		
(474,148) 6,190		
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Comprehensive income		
\$9,323,846 \$13,509,439		
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**5. Tweeter@Outpost.com Joint Venture**

On November 9, 2001, the Company received notification from Outpost.com that the Joint Venture was being dissolved effective February 9, 2002. The Company discontinued its Internet operations on December 31, 2001. The Company believes that the carrying amount of its investment in the joint venture of approximately \$3.2 million at December 31, 2001 and its receivable balance from the joint venture of approximately \$720,000 will be realized during fiscal year 2002.

**6. Goodwill and Other Intangibles**

On October 1, 2001 the Company adopted, SFAS No.142, Goodwill and Other Intangible Assets, which eliminated the amortization of purchased goodwill and other intangibles with indefinite useful lives. SFAS No.142 changes the accounting for goodwill and intangible assets with indefinite lives from an amortization method to an impairment approach. Other intangible assets will continue to be amortized over their useful lives. Amortization of goodwill, including goodwill recorded in prior business combinations, ceased upon the adoption of this standard. Under SFAS No.142, goodwill will be tested at least annually and more frequently if an event occurs which indicates that goodwill may be impaired. In connection with this statement, management is required to perform an impairment assessment within six months of adoption. As of December 31, 2001, the Company had not completed the goodwill impairment review and therefore has made no determination of any impairment charge that could result from adoption of this statement.

The following financial information is presented as if the statement was adopted at the beginning of the quarter ended December 31, 2000.



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	December 31, 2000	December 31, 2001
	<hr/>	<hr/>
Reported net income	\$9,797,994	\$13,503,249
Goodwill amortization		
480,000		
Adjusted net income		
\$10,277,994		\$13,503,249
Goodwill		
\$41,223,741		\$187,676,605
Basic income per share:		
Reported net income		
\$0.53		\$0.59
Goodwill amortization		
0.03		
Adjusted net income		
\$0.56		\$0.59
Diluted income per share:		
Reported net income		
\$0.51		\$0.56
Goodwill amortization		
0.02		

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Adjusted net income  
\$0.53 \$0.56

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The financial information for acquired intangible assets is as follows:

	September 30, 2001	December 31, 2001
Non compete Agreements		
Original Cost		
	\$3,905,000	\$3,905,000
Accumulated Amortization		
	130,168	325,420
Tradenames:		
Original Cost		
	\$3,600,000	\$3,600,000
Accumulated Amortization		
	120,000	300,000

For the quarter ended December 31, 2001, the aggregate amortization expense was \$375,250. For each of the fiscal years 2002 through 2005, the amortization expense is estimated to be \$1,501,000 and for the fiscal year 2006 the amortization is estimated to be \$1,251,000.

## 7. Subsequent Events

On January 15, 2002, Tweeter announced that it has reached an agreement in principle to acquire Hillcrest High Fidelity, Inc. ( Hillcrest ), located in the greater Dallas, TX market. Hillcrest, which has operated in Dallas for 53 years, is a two-store specialty retailer with a significant focus on custom installation with annual sales of approximately \$14 million. The companies expect to complete the transaction on or about March 1, 2002. Tweeter expects to fund the acquisition with a combination of cash and stock with an approximate purchase price of \$5.5 million for the Net Assets of Hillcrest. The company intends to issue these shares from its shelf registration filed on April 13, 1999, and amended on December 23, 1999. The transaction will be accounted for as a purchase.

## 8. New Accounting Pronouncements

In August 2001, the FASB issued SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, which addresses financial accounting and reporting for the impairment or disposal of long-lived assets. SFAS No. 144 supersedes SFAS No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of, and the accounting and reporting provisions of Accounting Principles Board ( APB ) Opinion No. 30, Reporting the Results of Operations Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently

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Occurring Events and Transactions. The provisions of SFAS No. 144 are effective for financial statements issued for fiscal years beginning after December 15, 2001, and interim periods within those fiscal years. The Company is in the process of evaluating the impact that implementing SFAS No. 144 will have on its consolidated financial statements.

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

**INTRODUCTION**

Tweeter is a specialty retailer of mid to high-end audio and video consumer electronics products. Tweeter currently operates 155 stores under the Tweeter, HiFi Buys, Sound Advice, Bang & Olufsen, Electronic Interiors, Showcase Home Entertainment and Great Indoors Home Theater names in the New England, Texas, San Diego, Mid-Atlantic, Chicago, Southeast, Florida and Phoenix markets respectively.

**RESULTS OF OPERATIONS**

**THREE MONTHS ENDED DECEMBER 31, 2001 AS COMPARED TO THREE MONTHS ENDED DECEMBER 31, 2000**

*Total Revenue.* Total revenue includes delivered merchandise, labor, net commissions on service contracts sold, completed service center work orders, insurance replacement and corporate sales. Total revenue increased \$89.9 million, or 55.5%, to \$251.9 million for the three months ended December 31, 2001 from \$162.0 million for the three months ended December 31, 2000. The increase was mainly comprised of \$21.8 million from new stores and \$70.1 million from acquired companies. This was offset by a comparable store sales decrease of \$2.3 million. Comparable store sales were down 1.6% excluding the Big Screen City, Audio Video Systems and the Sound Advice chains. The Big Screen City stores had a comparable store sales decrease of 7.3%, the Audio Video Systems stores had a comparable store sales decrease of 20.0% and the Sound Advice stores had a comparable store sales decrease of 3.9%. Digital and digital ready tube televisions continued their rapid penetration into the tube category in the quarter, as they accounted for over 55% of all tubes sold in the quarter, and 7.3% of total revenue. Flat Panel televisions sets Plasma and LCD were the fastest growing category for quarter ended December 31, 2001, up 117% from the quarter ended December 31, 2000. Total digital sales penetration exceeded 52% of total revenue.

*Gross Profit.* Cost of sales includes merchandise, net delivery costs, distribution costs, home installation labor costs, purchase discounts, and vendor volume rebates. Cost of sales increased \$56.2 million, or 54.1%, to \$160.0 million for the three months ended December 31, 2001 from \$103.9 million for the three months ended December 31, 2000. Gross profit increased \$33.8 million, or 58.1%, to \$91.9 million for the three months ended December 31, 2001 from \$58.1 million for the three months ended December 31, 2000. The gross margin percentage increased 60 basis points, to 36.5% for the three months ended December 31, 2001, from 35.9% for the three months ended December 31, 2000. The increase in margin was primarily due to the continued strength of the digital product sales. Also contributing to the increase was the net labor generated from the Company's continued efforts to pursue the home installation business.

*Selling Expenses.* Selling expenses include the compensation of store personnel, occupancy costs, store level depreciation, advertising expenses, pre-opening expenses and credit card fees. Selling expenses increased \$22.4 million, or 62.2%, to \$58.5 million for the three months ended December 31, 2001 from \$36.0 million for the three months ended December 31, 2000. As a percentage of revenue, selling expenses increased to 23.2% for the three months ended December 31, 2001 from 22.3% for the three months ended December 31, 2000. This increase was primarily due to increased occupancy costs incurred for new stores, higher bank fees associated with interest promotions, and other store compensation costs.

*Corporate, General and Administrative Expenses.* Corporate, general and administrative expenses include the costs of executive officers, finance, merchandising, marketing, information systems, human resources, training, and related support functions. Corporate, general and administrative expenses increased 65.2% to \$10.0 million for the three months ended December 31, 2001 from \$6.1 million for the three months ended December 31, 2000. As a percentage of total revenue, corporate general and administrative expenses increased to 4.0% for the three months ended December 31, 2001 from 3.7% for the three months ended December 31, 2000. This increase was primarily due to increased payroll at the corporate level, as the company has added to its corporate infrastructure.

*Amortization of Intangibles.* Amortization of intangibles decreased to \$375,000 for the three months ended December 31, 2001 from \$480,000 for the three months ended December 31, 2000. The decrease was due to the October 1, 2001 adoption of Financial Accounting Standards Board ( FASB ) Statement of Financial Accounting Standards ( SFAS ) No. 142, Goodwill

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and Other Intangible Assets. This statement requires that amortization be recorded only on intangible assets and not on goodwill.

*Net Interest Income (Expense).* Net interest expense increased to \$599,000 for the three months ended December 31, 2001 from net interest income of \$322,000 for the three months ended December 31, 2000. This increase is due primarily to the borrowings on our revolving credit agreement during the three months ended December 31, 2001 compared to cash investment income realized on our outstanding cash balances during the three months ended December 31, 2000. The increase in borrowings was due to the debt acquired in the Sound Advice acquisition and the opening of new stores.

*Income Taxes.* The effective tax rate for the fiscal quarters ended December 31, 2001 and December 31, 2000 was 40.0%.

*Seasonality.* Tweeter's operations, in common with other retailers, are subject to seasonal influences. Historically, Tweeter has realized more of its revenue and net earnings in this first fiscal quarter, which includes the holiday season, than in any other fiscal quarter. The net earnings of any interim quarter are seasonally disproportionate to net sales since certain selling expenses and administrative expenses are relatively fixed during the year. Therefore, interim results should not be relied upon as necessarily indicative of results for the entire fiscal year.

## **LIQUIDITY AND CAPITAL RESOURCES**

Net cash provided by operating activities was \$8.5 million for the three months ended December 31, 2001 compared to \$12.6 million for the three months ended December 31, 2000. Cash provided by operations for the three months ended December 31, 2001 was primarily the result of net income of \$13.5 million, an increase in accounts payable and accrued expenses of \$14.7 million and an increase in customer deposits of \$4.0 million. Cash used from operations included, primarily, an increase in inventory of \$13.9 million and an increase in accounts receivable of \$12.9 million. The adjustments to reconcile net income to cash provided by operating activities consist primarily of \$3.6 million for depreciation and amortization, as well as minor changes in other operating accounts.

At December 31, 2001, working capital was \$80.6 million, compared to \$70.5 million at September 30, 2001. The ratio of current assets to current liabilities was 1.64 to 1 at December 31, 2001 and 1.70 to 1 at September 30, 2001.

Cash used in investing activities for the three months ended December 31, 2001 included capital expenditures of \$16.6 million, primarily used for the building of new stores and the relocation of existing stores.

Net cash provided by financing activities during the three months ended December 31, 2001 was \$15.9 million, which was predominantly due to borrowings of long-term debt of \$8.3 million and an increase in amount due to bank of \$6.7 million.

Tweeter has a three-year senior credit facility (the credit facility), which provides the Company the ability to borrow up to \$75 million. The Company had \$30,000,000 available on its revolving credit facility at December 31, 2001, and there was \$45,000,000 outstanding at December 31, 2001. The unpaid balances under this agreement bear interest at the lender's base rate, or Eurodollar pricing plus 1.25% if the Company commits the balances for a period of thirty days or more.

Tweeter believes that its existing cash, together with cash generated by operations and available borrowings under its credit facility will be sufficient to finance its working capital and capital expenditure requirements for at least the next twelve months. If management pursues additional acquisitions within this period, however, such acquisitions could strain Tweeter's capital resources. Furthermore, due to the seasonality of its business, Tweeter's working capital needs are significantly higher the fiscal third and fourth quarters and there is the possibility that this could cause unforeseen capital constraints in the future.

## **New Accounting Pronouncements**

In August 2001, the FASB issued SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, which addresses financial accounting and reporting for the impairment or disposal of long-lived assets. SFAS No. 144 supersedes SFAS No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of, and the accounting and reporting provisions of Accounting Principles Board (APB) Opinion No. 30, Reporting the Results of Operations Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions. The provisions of SFAS No. 144 are effective for financial statements issued for fiscal years

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beginning after December 15, 2001, and interim periods within those fiscal years. The Company is in the process of evaluating the impact that implementing SFAS No. 144 will have on its consolidated financial statements.

**FORWARD-LOOKING STATEMENTS**

Certain statements contained in this Quarterly Report on Form 10-Q, including, without limitation, statements containing the words expects, anticipates, believes and words of similar import, constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to various risks and uncertainties, including those relating to the income tax rate for fiscal 2001, Company growth and acquisitions, dependence on key personnel, the need for additional financing, competition and seasonal fluctuations, and those referred to in Tweeter's Registration Statement filed on Form S-4 on June 13, 2001 and in the Company's Annual Report on Form 10-K filed on December 20, 2001, that could cause actual future results and events to differ materially from those currently anticipated. Readers are cautioned not to place undue reliance on these forward-looking statements.

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

The market risk inherent in our financial instruments and in our financial position is the potential for loss arising from adverse changes in interest rates. We do not enter into financial instruments for trading purposes.

At December 31, 2001, the Company had \$45,000,000 of variable rate borrowings outstanding under its revolving credit agreements, which approximates fair value. A hypothetical 10% adverse change in interest rates for this variable rate debt would have an approximate \$149,000 annual impact on the Company's earnings and cash flows.

At December 31, 2001, we had approximately \$120,000 in marketable equity securities. Equity market fluctuations can impact fair values (although not earnings, unless such equity positions are actually liquidated). A 10% fluctuation in the value of such securities would either reduce or increase total assets by \$12,000.

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**PART II. OTHER INFORMATION**

**ITEM 5. OTHER INFORMATION**

None

**ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K**

(a) Exhibits

<b>Exhibit</b>	<b>Description</b>
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None	
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(b) Reports on Form 8-K.

None

**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.

TWEETER HOME ENTERTAINMENT GROUP, INC.

By: /s/ Joseph McGuire

JOSEPH MCGUIRE,  
Chief Financial Officer

Date: February 12, 2002