

EDUCATIONAL DEVELOPMENT CORP  
Form 10-Q  
October 17, 2011

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UNITED STATES  
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 August 31, 2011

OR

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: 0-4957

EDUCATIONAL DEVELOPMENT CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

73-0750007  
(I.R.S. Employer Identification No.)

10302 East 55th Place, Tulsa, Oklahoma  
(Address of principal executive offices)

74146-6515  
(Zip Code)

Registrant's telephone number, including area code (918) 622-4522

Indicate by check mark whether the registrant (1) has filed all reports 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 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 (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to

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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 definitions of “large accelerated filer”, “accelerated filer”, and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

Yes  No

As of October 12, 2011 there were 3,896,422 shares of Educational Development Corporation Common Stock, \$0.20 par value outstanding.

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## PART I. FINANCIAL INFORMATION

## ITEM 1 FINANCIAL STATEMENTS

EDUCATIONAL DEVELOPMENT CORPORATION  
CONDENSED BALANCE SHEETS (UNAUDITED)

| ASSETS   | August 31,<br>2011  | February 28,<br>2011 |
|--|---------------------|----------------------|
| <b>CURRENT ASSETS:</b>   |                     |                      |
| Cash and cash equivalents  | \$932,000           | \$1,988,200          |
| Accounts receivable, less allowance for doubtful accounts and sales returns \$544,700 (Aug 31) and \$562,800 (February 28)   | 3,337,900           | 3,076,300            |
| Inventories—Net  | 10,195,900          | 10,010,100           |
| Prepaid expenses and other assets  | 279,400             | 315,500              |
| Income tax receivable  | 52,700              | -                    |
| Deferred income taxes  | 377,400             | 367,700              |
| Total current assets   | 15,175,300          | 15,757,800           |
| <b>INVENTORIES—Net</b>   | <b>500,000</b>      | <b>593,000</b>       |
| <b>PROPERTY, PLANT AND EQUIPMENT—Net</b>   | <b>2,045,700</b>    | <b>2,042,400</b>     |
| <b>OTHER ASSETS</b>  | <b>256,400</b>      | <b>256,500</b>       |
| <b>DEFERRED INCOME TAXES</b>   | <b>60,600</b>       | <b>55,300</b>        |
| <b>TOTAL ASSETS</b>  | <b>\$18,038,000</b> | <b>\$18,705,000</b>  |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>  |                     |                      |
| <b>CURRENT LIABILITIES:</b>  |                     |                      |
| Accounts payable   | \$2,517,300         | \$2,407,900          |
| Accrued salaries and commissions   | 359,500             | 398,700              |
| Current maturities of long-term debt   | 75,000              | 75,000               |
| Income taxes payable   | -                   | 23,800               |
| Dividends payable  | 466,700             | 468,700              |
| Other current liabilities  | 574,700             | 672,400              |
| Total current liabilities  | 3,993,200           | 4,046,500            |
| <b>COMMITMENTS</b>   |                     |                      |
| <b>SHAREHOLDERS' EQUITY:</b>   |                     |                      |
| Common stock, \$0.20 par value; Authorized 8,000,000 shares;<br>Issued 6,041,040 (Aug 31 and February 28) shares;<br>Outstanding 3,888,971 (Aug 31) and 3,905,898 (February 28) shares | 1,208,200           | 1,208,200            |
| Capital in excess of par value   | 8,548,000           | 8,548,000            |
| Retained earnings  | 16,068,100          | 16,575,100           |
|  | 25,824,300          | 26,331,300           |

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|   |                      |                      |
|---|----------------------|----------------------|
| Less treasury stock, at cost                      | (11,779,500 )        | (11,672,800 )        |
|   | 14,044,800           | 14,658,500           |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b> | <b>\$ 18,038,000</b> | <b>\$ 18,705,000</b> |

See notes to condensed financial statements.

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EDUCATIONAL DEVELOPMENT CORPORATION  
CONDENSED STATEMENTS OF EARNINGS (UNAUDITED)

|   | Three Months Ended Aug 31, |              | Six Months Ended August 31, |              |
|---|----------------------------|--------------|-----------------------------|--------------|
|   | 2011                       | 2010         | 2011                        | 2010         |
| <b>GROSS SALES</b>  | \$9,390,900                | \$9,112,200  | \$18,694,800                | \$17,888,200 |
| Less discounts and allowances   | (4,132,400 )               | (3,616,800 ) | (7,397,700 )                | (6,361,200 ) |
| Transportation revenue  | 178,600                    | 255,000      | 404,400                     | 518,800      |
| <b>NET REVENUES</b>   | 5,437,100                  | 5,750,400    | 11,701,500                  | 12,045,800   |
| <b>COST OF SALES</b>  | 2,400,400                  | 2,363,200    | 4,840,800                   | 4,684,400    |
| Gross margin  | 3,036,700                  | 3,387,200    | 6,860,700                   | 7,361,400    |
| <b>OPERATING EXPENSES:</b>  |                            |              |                             |              |
| Operating and selling   | 1,488,100                  | 1,605,400    | 3,133,900                   | 3,312,900    |
| Sales commissions   | 841,400                    | 998,700      | 2,065,900                   | 2,303,200    |
| General and administrative  | 511,800                    | 517,000      | 990,200                     | 994,600      |
| Casualty loss   | -                          | -            | -                           | 188,500      |
|   | 2,841,300                  | 3,121,100    | 6,190,000                   | 6,799,200    |
| <b>OTHER INCOME</b>   | 4,700                      | 37,000       | 10,100                      | 41,200       |
| <b>EARNINGS BEFORE INCOME TAXES</b>   | 200,100                    | 303,100      | 680,800                     | 603,400      |
| <b>INCOME TAXES</b>   | 73,900                     | 112,900      | 254,400                     | 225,000      |
| <b>NET EARNINGS</b>   | \$126,200                  | \$190,200    | \$426,400                   | \$378,400    |
| <b>BASIC AND DILUTED EARNINGS PER SHARE:</b>                                |                            |              |                             |              |
| Basic   | \$0.03                     | \$0.05       | \$0.11                      | \$0.10       |
| Diluted   | \$0.03                     | \$0.05       | \$0.11                      | \$0.10       |
| <b>WEIGHTED AVERAGE NUMBER OF COMMON AND EQUIVALENT SHARES OUTSTANDING:</b> |                            |              |                             |              |
| Basic   | 3,893,283                  | 3,882,593    | 3,895,206                   | 3,879,598    |
| Diluted   | 3,893,700                  | 3,883,505    | 3,896,363                   | 3,881,818    |

See notes to condensed financial statements.

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EDUCATIONAL DEVELOPMENT CORPORATION  
CONDENSED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (UNAUDITED)  
FOR THE SIX MONTHS ENDED AUGUST 31, 2011

|  | Common Stock<br>(par value \$0.20 per<br>share) |              | Capital in<br>Excess of<br>Par Value | Retained<br>Earnings | Treasury Stock      |                | Shareholders'<br>Equity |
|--|---|--------------|--------------------------------------|----------------------|---------------------|----------------|-------------------------|
|  | Number of<br>Shares<br>Issued                   | Amount       |                                      |                      | Number of<br>Shares | Amount         |                         |
| BALANCE—March<br>1, 2011                         | 6,041,040                                       | \$ 1,208,200 | \$ 8,548,000                         | \$ 16,575,100        | 2,135,141           | \$(11,672,800) | \$ 14,658,500           |
| Purchases of<br>treasury stock                   | -   | -            | -                                    | -                    | 36,721              | (214,300 )     | (214,300 )              |
| Sales of treasury<br>stock                       | -   | -            | -                                    | -                    | (19,793 )           | 107,600        | 107,600                 |
| Dividends<br>declared<br>(\$ .12/share)          | -   | -            | -                                    | (466,700 )           | -                   | -              | (466,700 )              |
| Dividends<br>declared and paid<br>(\$ .12/share) | -   | -            | -                                    | (466,700 )           | -                   | -              | (466,700 )              |
| Net earnings                                     | -   | -            | -                                    | 426,400              | -                   | -              | 426,400                 |
| BALANCE—August<br>31, 2011                       | 6,041,040                                       | \$ 1,208,200 | \$ 8,548,000                         | \$ 16,068,100        | 2,152,069           | \$(11,779,500) | \$ 14,044,800           |

See notes to condensed financial statements.

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EDUCATIONAL DEVELOPMENT CORPORATION  
CONDENSED STATEMENTS OF CASH FLOWS (UNAUDITED)  
FOR THE SIX MONTHS ENDED AUGUST 31,

|   | 2011                | 2010               |
|---|---------------------|--------------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                | <b>\$46,900</b>     | <b>\$1,499,400</b> |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                |                     |                    |
| Purchases of property and equipment                         | (61,000 )           | (4,200 )           |
| Net cash used in investing activities                       | (61,000 )           | (4,200 )           |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                |                     |                    |
| Cash paid to acquire treasury stock                         | (214,300 )          | (186,700 )         |
| Cash received from sales of treasury stock                  | 107,600             | 124,100            |
| Dividends paid  | (935,400 )          | (931,700 )         |
| Stock options exercised                                     | -                   | 4,400              |
| Net cash used in financing activities                       | (1,042,100 )        | (989,900 )         |
| <b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b> | <b>(1,056,200 )</b> | <b>505,300</b>     |
| <b>CASH AND CASH EQUIVALENTS—BEGINNING OF PERIOD</b>        | <b>1,988,200</b>    | <b>1,196,900</b>   |
| <b>CASH AND CASH EQUIVALENTS—END OF PERIOD</b>              | <b>\$932,000</b>    | <b>\$1,702,200</b> |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>    |                     |                    |
| Cash paid for income taxes                                  | \$346,000           | \$160,000          |

See notes to condensed financial statements.

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## NOTES TO CONDENSED FINANCIAL STATEMENTS (Unaudited)

Note 1 – The information shown with respect to the three and six months ended August 31, 2011 and 2010, respectively, which is unaudited, includes all adjustments which in the opinion of Management are considered to be necessary for a fair presentation of earnings for such periods. The adjustments reflected in the financial statements represent normal recurring adjustments. The results of operations for the three and six months ended August 31, 2011 and 2010, respectively, are not necessarily indicative of the results to be expected at year end due to seasonality of the product sales.

These financial statements and notes are prepared pursuant to the rules and regulations of the Securities and Exchange Commission for interim reporting and should be read in conjunction with the Financial Statements and accompanying notes contained in our Annual Report to Shareholders for the Fiscal Year ended February 28, 2011.

Note 2 – Effective June 30, 2011, we signed a Thirteenth Amendment to the Credit and Security Agreement with Arvest Bank which provided a \$2,500,000 line of credit through June 30, 2012. Interest is payable monthly at the greater of (a) prime-floating rate minus 0.75% or (b) 4.00%. At August 31, 2011, the rate in effect was 4.00%. Borrowings are collateralized by substantially all the assets of the Company. At August 31, 2011, we had no debt outstanding under this agreement. Available credit under the revolving credit agreement was \$2,500,000 at August 31, 2011.

This agreement also contains a provision for our use of the Bank's letters of credit. The Bank agrees to issue commercial or standby letters of credit provided that none will have an expiry date later than June 30, 2012 and that the sum of the line of credit plus the letters of credit would not exceed the borrowing base in effect at the time. For the quarter ended August 31, 2011, we had no letters of credit outstanding.

Note 3 – Inventories consist of the following:

|                               | 2011          |               |
|-------------------------------|---------------|---------------|
|                               | August 31,    | February 28,  |
| Current:                      |               |               |
| Book inventory                | \$ 10,219,600 | \$ 10,030,800 |
| Inventory valuation allowance | (23,700 )     | (20,700 )     |
| Inventories net–current       | \$ 10,195,900 | \$ 10,010,100 |
| Noncurrent:                   |               |               |
| Book inventory                | \$ 825,000    | \$ 903,000    |
| Inventory valuation allowance | (325,000 )    | (310,000 )    |
| Inventories net–noncurrent    | \$ 500,000    | \$ 593,000    |

We occasionally purchase book inventory in quantities in excess of what will be sold within the normal operating cycle due to minimum order requirements of our primary supplier. These amounts are included in non-current inventory.

Significant portions of our inventory purchases are concentrated with an England-based publishing company. Purchases from this company were approximately \$2.3 million and \$1.9 million for the three months ended August 31, 2011 and 2010, respectively. Total inventory purchases from all suppliers were approximately \$2.7 million and \$2.5 million for the three months ended August 31, 2011 and 2010, respectively.



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For the six months ended August 31, 2011 and 2010, respectively, purchases from this company were approximately \$4.3 million and \$3.1 million. Total inventory purchases from all suppliers were approximately \$5.4 million and \$4.1 million for the same respective periods.

Note 4 – Basic earnings per share (“EPS”) is computed by dividing net earnings by the weighted average number of common shares outstanding during the period. Diluted EPS is based on the combined weighted average number of common shares outstanding and dilutive potential common shares issuable which include, where appropriate, the assumed exercise of options. In computing diluted EPS we have utilized the treasury stock method.

The computation of weighted average common and common equivalent shares used in the calculation of basic and diluted earnings per share (“EPS”) is shown below.

## Earnings Per Share:

|  | Three Months Ended August |             | Six Months Ended August 31, |            |
|--|---------------------------|-------------|-----------------------------|------------|
|  | 2011                      | 31,<br>2010 | 2011                        | 2010       |
| Net earnings applicable to common shareholders | \$ 126,200                | \$ 190,200  | \$ 426,400                  | \$ 378,400 |
| <b>Shares:</b>                                 |                           |             |                             |            |
| Weighted average shares outstanding - basic    | 3,893,283                 | 3,882,593   | 3,895,206                   | 3,879,598  |
| Assumed exercise of options                    | 417                       | 912         | 1,157                       | 2,220      |
| Weighted average shares outstanding - diluted  | 3,893,700                 | 3,883,505   | 3,896,363                   | 3,881,818  |
| Basic Earnings Per Share                       | \$0.03                    | \$0.05      | \$0.11                      | \$0.10     |
| Diluted Earnings Per Share                     | \$0.03                    | \$0.05      | \$0.11                      | \$0.10     |

In April 2008, our Board of Directors authorized us to purchase up to 500,000 additional shares of our common stock under a plan initiated in 1998. This plan has no expiration date. During the second quarter of fiscal year 2012, we repurchased 11,304 shares of common stock. The maximum number of shares that can be repurchased in the future is 360,119.

Note 5 – We account for stock-based compensation whereby share-based payment transactions with employees, such as stock options and restricted stock, are measured at estimated fair value at date of grant and recognized as compensation expense over the vesting period.

Note 6 – Freight costs and handling costs incurred are included in operating & selling expenses and were \$500,100 for both the three months ended August 31, 2011 and 2010, respectively.

For the six months ended August 31, 2011 and 2010, respectively, freight and handling costs incurred are included in operating & selling expenses and were \$1,000,200 and \$1,005,800.

Note 7 – We have two reportable segments: Publishing and Usborne Books and More (“UBAM”). These reportable segments are business units that offer different methods of distribution to different types of customers. They are managed separately based on the fundamental differences in their operations. The Publishing Division markets its products to retail accounts, which include book, school supply, toy and gift stores and museums, through commissioned sales representatives, trade and specialty wholesalers and an internal telesales group. The UBAM

Division markets its product line through a network of independent sales consultants through a combination of direct sales, home shows, book fairs and the Internet.

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The accounting policies of the segments are the same as those of the rest of the Company. We evaluate segment performance based on earnings (loss) before income taxes of the segments, which is defined as segment net sales reduced by direct cost of sales and direct expenses. Corporate expenses, depreciation, interest expense and income taxes are not allocated to the segments, but are listed in the “other” row. Corporate expenses include the executive department, accounting department, information services department, general office management and building facilities management. Our assets and liabilities are not allocated on a segment basis.

Information by industry segment for the three and six months ended August 31, 2011 and 2010 follows:

## NET REVENUES

|            | Three Months Ended August |             | Six Months Ended August 31, |              |
|------------|---------------------------|-------------|-----------------------------|--------------|
|            | 2011                      | 31,<br>2010 | 2011                        | 2010         |
| Publishing | \$2,832,900               | \$2,709,300 | \$5,236,100                 | \$4,808,900  |
| UBAM       | 2,604,200                 | 3,041,100   | 6,465,400                   | 7,236,900    |
| Other      | -                         | -           | -                           | -            |
| Total      | \$5,437,100               | \$5,750,400 | \$11,701,500                | \$12,045,800 |

## EARNINGS (LOSS) BEFORE INCOME TAXES

|            | Three Months Ended August |             | Six Months Ended August 31, |              |
|------------|---------------------------|-------------|-----------------------------|--------------|
|            | 2011                      | 31,<br>2010 | 2011                        | 2010         |
| Publishing | \$910,300                 | \$843,500   | \$1,670,200                 | \$1,447,100  |
| UBAM       | 291,600                   | 456,900     | 991,600                     | 1,340,900    |
| Other      | (1,001,800 )              | (997,300 )  | (1,981,000 )                | (2,184,600 ) |
| Total      | \$200,100                 | \$303,100   | \$680,800                   | \$603,400    |

Note 8 - The Financial Accounting Standards Board (“FASB”) periodically issues new accounting standards in a continuing effort to improve standards of financial accounting and reporting. We have reviewed the recently issued pronouncements and concluded that the recently issued accounting standards are not currently applicable to us.

Note 9 - During fiscal year ended February 28, 2011, we determined that amounts paid to a third party for travel deposits had not been used to reserve travel for the Company. As a result of this, we had to pay approximately \$188,500 in additional travel expenses, which was reported in operating expenses as a casualty loss for fiscal year ended February 28, 2011.

Note 10 - At February 28, 2011, we had a receivable in the amount of \$364,500 due from a customer who has filed for protection from its creditors under Chapter 11 of the Bankruptcy Reform Act of 1978. In July 2011, the debtor announced plans to sell itself to a group of liquidators. It had been unable to secure further financing to satisfy the claims of its creditors. At August 31, 2011, this receivable remains \$364,500, of which, \$340,000 is reserved.

Note 11 - On September 16, 2011, we paid the declared \$0.12 dividend per share to shareholders of record as of September 9, 2011.

Note 12 - On October 13, 2011, we signed a Stock Purchase Agreement to acquire a position with Demibooks, Inc. Demibooks provides a publishing platform for interactive books. Their Demibooks® Composer product is a code-free way for publishers and self-published authors and illustrators to create interactive books for the iPad on the device itself. We will utilize the Composer platform to create our proprietary interactive products. The Stock Purchase Agreement allows for an additional investment upon the completion of specified milestones.

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

## Factors Affecting Forward Looking Statements

MD&A contains statements that are forward-looking and include numerous risks which you should carefully consider. Additional risks and uncertainties can also materially and adversely affect our business. You should read the following discussion in connection with our financial statements, including the notes to those statements, included in this document. Our fiscal years end on February 29(28).

## Overview

We operate two separate divisions, Publishing and Usborne Books and More ("UBAM"), to sell the Usborne and Kane/Miller lines of children's books. These two divisions each have their own customer base. The Publishing Division markets its products on a wholesale basis to various retail accounts. The UBAM Division markets its products to individual consumers as well as school and public libraries. We are in the process of implementing electronic publishing capabilities to enhance our existing products.

The following table shows consolidated statements of income data as a percentage of net revenues.

|                              | Three Months Ended August |             | Six Months Ended August 31, |         |         |      |
|------------------------------|---------------------------|-------------|-----------------------------|---------|---------|------|
|                              | 2011                      | 31,<br>2010 | 2011                        | 2010    | 2011    | 2010 |
| Net revenues                 | 100.0                     | % 100.0     | % 100.0                     | % 100.0 | % 100.0 | %    |
| Cost of sales                | 44.1                      | % 41.1      | % 41.4                      | % 38.9  | %       | %    |
| Gross margin                 | 55.9                      | % 58.9      | % 58.6                      | % 61.1  | %       | %    |
| Operating expenses:          |                           |             |                             |         |         |      |
| Operating & selling          | 27.4                      | % 27.9      | % 26.8                      | % 27.5  | %       | %    |
| Sales commissions            | 15.5                      | % 17.4      | % 17.6                      | % 19.1  | %       | %    |
| General & administrative     | 9.4                       | % 9.0       | % 8.5                       | % 8.2   | %       | %    |
| Casualty loss                | 0.0                       | % 0.0       | % 0.0                       | % 1.6   | %       | %    |
| Total operating expenses     | 52.3                      | % 54.3      | % 52.9                      | % 56.4  | %       | %    |
| Other income                 | 0.1                       | % 0.7       | % 0.1                       | % 0.3   | %       | %    |
| Earnings before income taxes | 3.7                       | % 5.3       | % 5.8                       | % 5.0   | %       | %    |
| Income taxes                 | 1.4                       | % 2.0       | % 2.2                       | % 1.9   | %       | %    |
| Net earnings                 | 2.3                       | % 3.3       | % 3.6                       | % 3.1   | %       | %    |

## Operating Results for the Three Months Ended August 31, 2011

We earned income before income taxes of \$200,100 for the three months ended August 31, 2011 compared with \$303,100 for the three months ended August 31, 2010.

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## Revenues

## Earnings as a Percent of Net Revenues

|                             | For the Three Months Ended |              |              |          |
|-----------------------------|----------------------------|--------------|--------------|----------|
|                             | August 31,                 |              |              |          |
|                             | 2011                       | 2010         | \$ Change    | % Change |
| Gross sales                 | \$9,390,900                | \$9,112,200  | \$278,700    | 3.1      |
| Less discounts & allowances | (4,132,400 )               | (3,616,800 ) | (515,600 )   | 14.3     |
| Transportation revenue      | 178,600                    | 255,000      | (76,400 )    | (30.0 )  |
| Net revenues                | \$5,437,100                | \$5,750,400  | \$(313,300 ) | (5.4 )   |

The UBAM Division's gross sales increased \$88,400 during the three month period ending August 31, 2011 when compared with the same quarterly period a year ago. This increase consists primarily of the addition of a new fund-raiser category of sales.

The Publishing Division's gross sales increased \$190,300 during the three month period ending August 31, 2011 when compared with the same quarterly period a year ago. We attribute this to an 18.4% increase in sales to smaller retail stores and an 8.0% increase in sales to major national accounts.

The UBAM Division's discounts and allowances were \$1,071,000 and \$621,700 for the quarterly periods ended August 31, 2011 and 2010, respectively. The UBAM Division is a multi-level selling organization that markets its products through independent sales representatives ("consultants"). Sales are made to individual purchasers and school and public libraries. Most sales in the UBAM Division are at retail. As a part of the UBAM Division's marketing programs, discounts between 40% and 50% of retail are offered on selected items at various times throughout the year. The discounts and allowances in the UBAM Division will vary from year to year depending upon the marketing programs in place during any given year. The UBAM Division's discounts and allowances were 30.5% and 18.2% of UBAM's gross sales for the quarterly periods ended August 31, 2011 and 2010, respectively. This increase in discounts and allowances is primarily due to new incentives added at the beginning of the fourth quarter of fiscal year 2011.

The Publishing Division's discounts and allowances are a much larger percentage of gross sales than discounts and allowances in the UBAM Division due to the different customer markets that each division targets. The Publishing Division's discounts and allowances were \$3,061,400 and \$2,995,100 for the quarterly periods ended August 31, 2011 and 2010, respectively. The Publishing Division sells to retail book chains, regional and local bookstores, toy and gift stores, school supply stores and museums. To be competitive with other wholesale book distributors, the Publishing Division sells at discounts between 48% and 55% of the retail price, based upon the quantity of books ordered and the dollar amount of the order. The Publishing Division's discounts and allowances were 52.0% of Publishing's gross sales for the quarterly period ended August 31, 2011 and 52.6% for the quarterly period ended August 31, 2010.

## Expenses

|                          | For Three Months Ended |             |              |          |
|--------------------------|------------------------|-------------|--------------|----------|
|                          | August 31,             |             |              |          |
|                          | 2011                   | 2010        | \$ Change    | % Change |
| Cost of sales            | \$2,400,400            | \$2,363,200 | \$37,200     | 1.6      |
| Operating & selling      | 1,488,100              | 1,605,400   | (117,300 )   | (7.3 )   |
| Sales commissions        | 841,400                | 998,700     | (157,300 )   | (15.8 )  |
| General & administrative | 511,800                | 517,000     | (5,200 )     | (1.0 )   |
| Total                    | \$5,241,700            | \$5,484,300 | \$(242,600 ) | (4.4 )   |

Cost of sales increased 1.6% for the three months ended August 31, 2011 when compared with the three months ended August 31, 2010. Cost of sales as a percentage of gross sales was 25.6% and 25.9%, respectively, for each of the three month periods ended August 31, 2011 and August 31, 2010. Cost of sales is the inventory cost of the product sold, which includes the cost of the product itself and inbound freight charges. Purchasing and receiving costs, inspection costs, warehousing costs, and other costs of our distribution network are included in operating and selling expenses, not in cost of sales. These costs totaled \$239,900 in the quarter ended August 31, 2011 and \$277,300 in the quarter ended August 31, 2010.

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In addition to costs associated with our distribution network (noted above), operating and selling costs include expenses of the Publishing Division, the UBAM Division and the order entry and customer service functions. Operating and selling expenses as a percentage of gross sales were 15.8% for the quarter ended August 31, 2011 and 17.6% for the quarter ended August 31, 2010.

Sales commissions in the Publishing Division increased 18.2% to \$66,900 for the three months ended August 31, 2011. Publishing Division sales commissions are paid on net sales and were 2.4% of net sales for the quarter ended August 31, 2011 and 2.1% for the quarter ended August 31, 2010. Sales commissions in the Publishing Division fluctuate depending upon the amount of sales made to our “house accounts,” which are the Publishing Division’s largest customers and do not have any commission expense associated with them, and sales made by our outside sales representatives.

Sales commissions in the UBAM Division decreased 17.8% to \$774,500 for the three months ended August 31, 2011, primarily due to the decrease in net sales for the same period. UBAM Division sales commissions are paid on retail sales and were 40.4% of retail sales for the three months ended August 31, 2011 and 41.7% of retail sales for the three months ended August 31, 2010. The fluctuation in the percentages of commission expense to retail sales is the result of the type of sale. Home shows, book fairs, school and library sales and direct sales have different commission rates. Also contributing to the fluctuations in the percentages is the payment of overrides and bonuses, both dependent on consultants’ monthly sales and downline sales.

Our effective tax rate was 36.9% and 37.2% for the quarterly periods ended August 31, 2011 and 2010, respectively. These rates are higher than the federal statutory rate due to state income taxes.

## Operating Results for the Six Months Ended August 31, 2011

We earned income before income taxes of \$680,800 for the year-to-date period ended August 31, 2011 compared with \$603,400 for the year-to-date period ended August 31, 2010.

## Revenues

|                             | For the Six Months Ended |              |              |          |
|-----------------------------|--------------------------|--------------|--------------|----------|
|                             | August 31,               |              | \$ Change    | % Change |
|                             | 2011                     | 2010         |              |          |
| Gross sales                 | \$18,694,800             | \$17,888,200 | \$806,600    | 4.5      |
| Less discounts & allowances | (7,397,700 )             | (6,361,200 ) | (1,036,500 ) | 16.3     |
| Transportation revenue      | 404,400                  | 518,800      | (114,400 )   | (22.1 )  |
| Net revenues                | \$11,701,500             | \$12,045,800 | \$(344,300 ) | (2.9 )   |

The UBAM Division’s gross sales decreased \$73,800 during the six month period ending August 31, 2011 when compared with the same year-to-date period a year ago. This decrease consists primarily of decreases in direct sales of 19%, 12% in school and library sales, 14% in home parties and 9% in internet sales. The decline in direct sales is attributed to a 29% decline in the total number of orders, offset by a 15% increase in average order size. The decline in home party sales is attributed to a 17% decline in the total number of orders, offset by a 4% increase in average order size.

The Publishing Division’s gross sales increased \$880,400 during the six month period ending August 31, 2011 when compared with the same year-to-date period a year ago. We attribute this to a 19.4% increase in sales to major national accounts and a 17.6% increase in sales to smaller retail stores.



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The UBAM Division's discounts and allowances were \$1,678,700 and \$1,091,900 for the year-to-date periods ended August 31, 2011 and 2010, respectively. The UBAM Division is a multi-level selling organization that markets its products through independent sales representatives ("consultants"). Sales are made to individual purchasers and school and public libraries. Most sales in the UBAM Division are at retail. As a part of the UBAM Division's marketing programs, discounts between 40% and 50% of retail are offered on selected items at various times throughout the year. The discounts and allowances in the UBAM Division will vary from year to year depending upon the marketing programs in place during any given year. The UBAM Division's discounts and allowances were 21.6% and 13.9% of UBAM's gross sales for the year-to-date periods ended August 31, 2011 and 2010, respectively.

The Publishing Division's discounts and allowances are a much larger percentage of gross sales than discounts and allowances in the UBAM Division due to the different customer markets that each division targets. The Publishing Division's discounts and allowances were \$5,719,000 and \$5,269,300 for the year-to-date periods ended August 31, 2011 and 2010, respectively. The Publishing Division sells to retail book chains, regional and local bookstores, toy and gift stores, school supply stores and museums. To be competitive with other wholesale book distributors, the Publishing Division sells at discounts between 48% and 55% of the retail price, based upon the quantity of books ordered and the dollar amount of the order. The Publishing Division's discounts and allowances were 52.3% of Publishing's gross sales for the year-to-date period ended August 31, 2011 and 52.4% for the year-to-date period ended August 31, 2010.

## Expenses

|                          | For the Six Months Ended |              |             |          |
|--------------------------|--------------------------|--------------|-------------|----------|
|                          | August 31,               |              | \$ Change   | % Change |
|                          | 2011                     | 2010         |             |          |
| Cost of sales            | \$4,840,800              | \$4,684,400  | \$156,400   | 3.3      |
| Operating & selling      | 3,133,900                | 3,312,900    | (179,000)   | (5.4)    |
| Sales commissions        | 2,065,900                | 2,303,200    | (237,300)   | (10.3)   |
| General & administrative | 990,200                  | 994,600      | (4,400)     | (0.4)    |
| Casualty loss            | -                        | 188,500      | (188,500)   | (100.0)  |
| Total                    | \$11,030,800             | \$11,483,600 | \$(452,800) | (3.9)    |

Cost of sales increased 3.3% for the year-to-date period ended August 31, 2011 when compared with the year-to-date period ended August 31, 2010. Cost of sales as a percentage of gross sales was 25.9% and 26.2%, respectively, for each of the year-to-date periods ended August 31, 2011 and August 31, 2010. Cost of sales is the inventory cost of the product sold, which includes the cost of the product itself and inbound freight charges. Purchasing and receiving costs, inspection costs, warehousing costs, and other costs of our distribution network are included in operating and selling expenses, not in cost of sales. These costs totaled \$511,900 in the year-to-date period ended August 31, 2011 and \$570,800 in the year-to-date period ended August 31, 2010.

In addition to costs associated with our distribution network (noted above), operating and selling costs include expenses of the Publishing Division, the UBAM Division and the order entry and customer service functions. Operating and selling expenses as a percentage of gross sales were 16.7% for the year-to-date period ended August 31, 2011 and 18.5% for the year-to-date period ended August 31, 2010.

Sales commissions in the Publishing Division increased 15.4% to \$118,900 for the year-to-date period ended August 31, 2011. Publishing Division sales commissions are paid on net sales and were 2.3% and 2.1% of net sales, respectively, for each of the year-to-date periods ended August 31, 2011 and 2010. Sales commissions in the Publishing Division fluctuate depending upon the amount of sales made to our "house accounts," which are the

Publishing Division's largest customers and do not have any commission expense associated with them, and sales made by our outside sales representatives.

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Sales commissions in the UBAM Division decreased 11.5% to \$1,947,000 for the year-to-date period ended August 31, 2011 which corresponds with the decrease in net sales for the same period. UBAM Division sales commissions are paid on retail sales and were 38.9% of retail sales for the year-to-date period ended August 31, 2011 and 40.2% of retail sales for the year-to-date period ended August 31, 2010. The fluctuation in the percentages of commission expense to retail sales is the result of the type of sale. Home shows, book fairs, school and library sales and direct sales have different commission rates. Also contributing to the fluctuations in the percentages is the payment of overrides and bonuses, both dependent on consultants' monthly sales and downline sales.

Our effective tax rate was 37.4% and 37.3% for the year-to-date periods ended August 31, 2011 and 2010, respectively. These rates are higher than the federal statutory rate due to state income taxes.

During fiscal year ended February 28, 2011, we determined that amounts paid to a third party for travel deposits had not been used to reserve travel for the Company. As a result of this, we had to pay approximately \$188,500 in additional travel expenses, which was reported in operating expenses as a casualty loss for fiscal year ended February 28, 2011.

## Liquidity and Capital Resources

Our primary source of cash is typically operating cash flow. Typically, our primary uses of cash are to repurchase outstanding shares of stock, pay dividends and purchase property and equipment. We utilize our bank credit facility to meet our short-term cash needs when necessary.

Our Board of Directors has adopted a stock repurchase plan in which we may purchase up to a total of 3,000,000 shares as market conditions warrant. Management believes the stock is undervalued and when stock becomes available at an attractive price, we will utilize free cash flow to repurchase shares. Management believes this enhances the value to the remaining stockholders and that these repurchases will have no adverse effect on our short-term and long-term liquidity. We repurchased 36,721 shares at a cost of \$214,300 during the six month period ended August 31, 2011.

We have a history of profitability and positive cash flow. We can sustain planned growth levels with minimal capital requirements. Consequently, cash generated from operations is used to liquidate any existing debt and then to repurchase shares outstanding or capital distributions through dividends.

For the year-to-date period ended August 31, 2011, we experienced a positive cash flow from operating activities of \$46,900. Cash flow from operating activities resulted from net income after taxes of \$426,400 and a decrease in prepaid expenses of \$36,100, offset by an increase in inventory of \$92,800, an increase in net taxes receivable/payable of \$76,500 and a decrease in certain current liabilities of \$27,500.

We believe that in fiscal year 2012 we will experience a positive cash flow and that this positive cash flow along with the bank credit facility will be adequate to meet our liquidity requirements for the foreseeable future.

Cash used in investing activities was \$61,000 for capital expenditures to repair a significant section of our warehouse roof. We estimate that total cash used in investing activities for fiscal year 2012 will be less than \$200,000. This would consist of software and hardware enhancements to our existing data processing equipment, property improvements and additional warehouse equipment.

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For the year-to-date period ended August 31, 2011, cash used in financing activities was \$1,042,100 from dividend payments of \$935,400 and the purchase of \$214,300 of treasury stock, offset by the sale of \$107,600 of treasury stock.

As of August 31, 2011 we did not have any commitments in excess of one year.

### Bank Credit Agreement

Effective June 30, 2011 we signed a Thirteenth Amendment to the Credit and Security Agreement with Arvest Bank which provides a \$2,500,000 line of credit through June 30, 2012. Interest is payable monthly at the greater of (a) prime-floating rate minus 0.75% or (b) 4.00%. At August 31, 2011, the rate in effect was 4.00%. Borrowings are collateralized by substantially all the assets of the Company. At August 31, 2011 the Company had no debt outstanding under this agreement. Available credit under the revolving credit agreement was \$2,500,000 at August 31, 2011.

This agreement also contains a provision for our use of the Bank's letters of credit. The Bank agrees to issue commercial or standby letters of credit provided that none will have an expiry date later than June 30, 2012 and that the sum of the line of credit plus the letters of credit would not exceed the borrowing base in effect at the time. For the quarter ended August 31, 2011, we had no letters of credit outstanding.

### Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to our valuation of inventory, allowance for uncollectible accounts receivable, allowance for sales returns, long-lived assets and deferred income taxes. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Actual results may materially differ from these estimates under different assumptions or conditions. Historically, however, actual results have not differed materially from those determined using required estimates. Our significant accounting policies are described in the notes accompanying the financial statements included elsewhere in this report. However, we consider the following accounting policies to be more significantly dependent on the use of estimates and assumptions.

### Revenue Recognition

Sales are recognized and recorded when products are shipped. Products are shipped FOB shipping point. The UBAM Division's sales are paid before the product is shipped. These sales accounted for 47.9% of net revenues for the quarter ended August 31, 2011 and 52.9% for the quarter ended August 31, 2010. The provisions of the Accounting Standards Codification 605 "Revenue Recognition" (ASC 605) have been applied, and as a result, a reserve is provided for estimated future sales returns.

Estimated allowances for sales returns are recorded as sales are recognized and recorded. Management uses a moving average calculation to estimate the allowance for sales returns. We are not responsible for product damaged in transit. Damaged returns are primarily from the retail stores. The damages occur in the stores, not in shipping to the stores. It is industry practice to accept returns from wholesale customers. Transportation revenue, the amount billed

to the customer for shipping the product, is recorded when products are shipped. Management has estimated and included a reserve for sales returns of \$100,000 as of August 31, 2011 and February 28, 2011.

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Allowance for Doubtful Accounts

We maintain an allowance for estimated losses resulting from the inability of our customers to make required payments. An estimate of uncollectable amounts is made by management based upon historical bad debts, current customer receivable balances, age of customer receivable balances, the customer's financial condition and current economic trends. If the actual uncollected amounts significantly exceed the estimated allowance, then our operating results would be significantly adversely affected. Management has estimated and included an allowance for doubtful accounts of \$444,700 and \$462,800 as of August 31, 2011 and February 28, 2011, respectively.

Inventory

Management continually estimates and calculates the amount of non-current inventory. Non-current inventory arises due to occasionally purchasing book inventory in quantities in excess of what will be sold within the normal operating cycle due to minimum order requirements of our primary supplier. Non-current inventory was estimated by management using the current year turnover ratio by title. All inventory in excess of 2 ½ years of anticipated sales was classified as noncurrent inventory. Noncurrent inventory balances, before valuation allowance, were \$825,000 at August 31, 2011 and \$903,000 at February 28, 2011.

Inventories are presented net of a valuation allowance. Management has estimated and included a valuation allowance for both current and noncurrent inventory. This allowance is based on management's identification of slow moving inventory on hand. Management has estimated a valuation allowance for both current and noncurrent inventory of \$348,700 and \$330,700 as of August 31, 2011 and February 28, 2011, respectively.

Stock-Based Compensation

We account for stock-based compensation whereby share-based payment transactions with employees, such as stock options and restricted stock, are measured at estimated fair value at date of grant and recognized as compensation expense over the vesting period.

ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4 CONTROLS AND PROCEDURES

An evaluation was performed of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(e) and 15d-15(e) as of August 31, 2011. This evaluation was conducted under the supervision and with the participation of our management, including our Chief Executive Officer and our Controller/Corporate Secretary (Principal Financial and Accounting Officer).

Based on that evaluation, these officers concluded that our disclosure controls and procedures were effective pursuant to Exchange Act Rule 13a-15(e).

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## PART II. OTHER INFORMATION

## ITEM 1 LEGAL PROCEEDINGS

Not Applicable.

## ITEM 1A RISK FACTORS

Not required by smaller reporting company.

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

The following table shows repurchases of our Common Stock during the quarter ended August 31, 2011.

## ISSUER PURCHASES OF EQUITY SECURITIES

| Period              | Total # of<br>Shares<br>Purchased | Average<br>Price<br>Paid per<br>Share | Total # of<br>Shares<br>Purchased as<br>Part of<br>Publicly<br>Announced<br>Plan (1) | Maximum #<br>of Shares that<br>May<br>be<br>Repurchased<br>under the<br>Plan<br>(2) (3) |
|---------------------|-----------------------------------|---------------------------------------|--|---|
| June 1 - 30, 2011   | 30                                | \$5.57                                | 30   | 371,393   |
| July 1 - 31, 2011   | 204                               | \$5.57                                | 204  | 371,189   |
| August 1 - 31, 2011 | 11,070                            | \$5.31                                | 11,070   | 360,119   |
| Total               | 11,304                            | \$5.31                                | 11,304   |   |

(1) All of the shares of common stock set forth in this column were purchased pursuant to a publicly announced plan as described in footnote 2 below.

(2) In April 2008 the Board of Directors authorized us to purchase up to an additional 500,000 shares of our common stock under a repurchase plan. Pursuant to the plan, we may purchase a total of 360,119 additional shares of our common stock until 3,000,000 shares have been repurchased.

(3) There is no expiration date for the repurchase plan.

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ITEM 3      DEFAULTS UPON SENIOR SECURITIES

Not Applicable.

ITEM 4      REMOVED AND RESERVED

ITEM 5      OTHER INFORMATION

None

ITEM 6      EXHIBITS

Exhibit    Description  
No.

31.1      Certification of the Chief Executive Officer of Educational Development Corporation pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 furnished herewith.

31.2      Certification of Controller and Corporate Secretary (Principal Financial and Accounting Officer) of Educational Development Corporation pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 furnished herewith.

32.1      Certification 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 Document

101.CAL    XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF    XBRL Taxonomy Extension Definition Linkbase Document

101.LAB    XBRL Taxonomy Extension Label Linkbase Document

101.PRE    XBRL Taxonomy Extension Presentation Linkbase Document

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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.

EDUCATIONAL DEVELOPMENT CORPORATION  
(Registrant)

Date: October 17, 2011

By: /s/ Randall W. White  
Randall W. White  
President

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