

INTEGRATED BIOPHARMA INC
Form 10QSB
November 12, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-QSB

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal quarter ended September 30, 2004

Commission file number: 000-28876

INTEGRATED BIOPHARMA, INC.

(Exact name of small business issuer as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

22-2407475

(I.R.S. Employer Identification No.)

225 Long Avenue, Hillside, New Jersey

(Address of principal executive offices)

07205

(Zip Code)

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

The number of shares outstanding of the issuer's Common Stock as of October 28, 2004 was 12,589,190 shares.

INTEGRATED BIOPHARMA, INC.

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Report of Independent Registered Public Accounting Firm

We have reviewed the accompanying consolidated balance sheets of Integrated BioPharma, Inc. and Subsidiaries as of September 30, 2004 and for the three-month periods then ended. This interim financial information is the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the

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standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying interim financial statements for them to be in conformity with U.S. generally accepted accounting principles.

/s/ Amper, Politziner & Mattia P.C.

October 22, 2004

Edison, New Jersey

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Part 1-FINANCIAL INFORMATION

Item 1. Financial Statements

INTEGRATED BIOPHARMA, INC.

CONSOLIDATED BALANCE SHEET AS OF SEPTEMBER 30, 2004 [UNAUDITED]

Assets:

Current Assets:

| | | |
|-------------------------------------------|----|-----------|
| Cash and Cash Equivalents | \$ | 4,600,219 |
| Accounts Receivable - Net | | 3,177,414 |
| Inventories-Net | | 8,376,009 |
| Prepaid Expenses and Other Current Assets | | 1,396,673 |
| Other Assets | | 274,809 |
| Deferred Income Taxes | | 80,000 |

Total Current Assets 17,905,124

Property and Equipment - Net 7,676,804

Other Assets:

| | | |
|------------------------------------|--|-----------|
| Goodwill | | 688,138 |
| Intangible Assets, Net | | 3,489,711 |
| Investment in Joint Venture | | 96,022 |
| Deferred Tax Asset | | 61,000 |
| Security Deposits and Other Assets | | 253,460 |

| | | |
|---------------------------|--|-----------|
| Total Other Assets | | 4,588,331 |
|---------------------------|--|-----------|

| | | |
|--------------|----|------------|
| Total Assets | \$ | 30,170,259 |
|--------------|----|------------|

See accompanying notes to condensed consolidated financial statements.

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INTEGRATED BIOPHARMA, INC.

CONSOLIDATED BALANCE SHEET AS OF SEPTEMBER 30, 2004 [UNAUDITED]

Liabilities and Stockholders' Equity:

Current Liabilities:

| | | |
|------------------------------------------------------------|----|-----------|
| Note Payable-Bank | \$ | 4,500,000 |
| Accounts Payable | | 1,875,182 |
| Accrued Expenses and Other Current Liabilities | | 834,341 |
| Federal and State Income Taxes Payable | | 75,075 |
| Capital Lease Obligation | | 6,266 |
| Loan Payable-Trade Investment Services, LLC, related party | | 172,260 |

| | | |
|---------------------------|--|-----------|
| Total Current Liabilities | | 7,463,124 |
|---------------------------|--|-----------|

| | | |
|---------------------------------------------|--|----|
| Commitments and Contingencies (See Note 12) | | -- |
|---------------------------------------------|--|----|

| | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------|
| Series B 7% Redeemable Convertible Preferred Stock net of beneficial conversion Feature, warrants issued and issuance costs - \$.002 Par Value; 1,250 shares Authorized; 700 shares issued and outstanding - Liquidation Preference of \$7,000,000 | | 1,043,000 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------|

Stockholders' Equity:

| | | |
|---------------------------------------------------------------------------------------------------------|--|-------------|
| Preferred Stock - Authorized 1,000,000 Shares, \$.002 Par Value, No Shares Issued | | -- |
| Common Stock - Authorized 25,000,000 Shares, \$.002 Par Value, 12,588,190 Shares Issued and Outstanding | | 25,176 |
| Additional Paid-in-Capital | | 28,216,572 |
| Accumulated Deficit | | (6,478,274) |
| Less, Treasury Stock at cost, 34,900 shares | | (99,339) |

| | | |
|----------------------------|--|------------|
| Total Stockholders' Equity | | 21,664,135 |
|----------------------------|--|------------|

| | | |
|--------------------------------------------|----|------------|
| Total Liabilities and Stockholders' Equity | \$ | 30,170,259 |
|--------------------------------------------|----|------------|

See accompanying notes to condensed consolidated financial statements.

INTEGRATED BIOPHARMA, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS
[UNAUDITED]

| | Three months ended September 30, | |
|--------------------------------------------------------------------------------------|-------------------------------------|--------------|
| | 2004 | 2003 |
| Sales | \$ 6,116,036 | \$ 4,980,006 |
| Cost of Sales | 5,599,511 | 3,962,680 |
| Gross Profit | 516,525 | 1,017,326 |
| Selling and Administrative Expenses | | |
| Paxis Pharmaceuticals, Inc. Start Up Costs | -- | 620,307 |
| Selling and Administrative Expenses | 2,302,937 | 1,263,067 |
| Total Selling and Administrative Expenses | 2,302,937 | 1,883,374 |
| Operating [Loss] | (1,786,412) | (866,048) |
| Other Income [Expense]: | | |
| Other Income | 40,000 | 60,000 |
| Consulting Fee Income | 4,000 | 12,000 |
| Interest Expense | (33,699) | (23,679) |
| Interest and Investment Income | 24,246 | 38,527 |
| Total Other Income | 34,547 | 86,578 |
| [Loss] Income Before Income Taxes | (1,751,865) | (779,470) |
| Federal and State Income Tax [Benefit] | (253) | (23,175) |
| Net [Loss] | (1,751,612) | (756,295) |
| Accretion of Preferred Stock Dividends | -- | (95,000) |
| Deemed dividend from beneficial conversion feature of Series B Preferred Stock | (583,000) | -- |

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| | | | | |
|------------------------------------------------------------|----|-------------|----|------------|
| Series B Preferred Stock Dividend | | (123,507) | | -- |
| Net [Loss] applicable to common shareholders | \$ | (2,458,119) | \$ | (851,295) |
| Net [Loss] Income Per Common Share: | | | | |
| Basic | \$ | (.20) | \$ | (.08) |
| Diluted | \$ | (.20) | \$ | (.08) |
| Average Common Shares Outstanding | | 12,552,698 | | 10,306,335 |
| Dilutive Potential Common Shares: | | | | |
| Warrants and Options | | -- | | -- |
| Average Common Shares Outstanding-assuming dilution | | 12,552,698 | | 10,306,335 |

See accompanying notes to condensed consolidated financial statements.

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INTEGRATED BIOPHARMA, INC.

**CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2004
[UNAUDITED]**

| | Common Stock Shares | Common Stock Par Value | Preferred Stock | Convertible Preferred Stock | Additional Paid-In Capital | (Accumulated Deficit) | Treasury Stock Shares | Treasury Stock Cost | Total Stockholders' Equity |
|--------------------------------------------------------------------------------|------------------------|---------------------------|--------------------|-----------------------------------|----------------------------------|--------------------------|--------------------------|------------------------|----------------------------------|
| Balance - July 1, 2004 | 12,510,690 | \$ 25,021 | \$ -- | \$ -- | \$ 27,961,003 | \$ (4,020,155) | 25,800 | \$ (28,831) | \$ 23,937,038 |
| Exercise of Stock Options for cash | 50,500 | 101 | | | 69,323 | | | | 69,424 |
| Issuance of Common Stock for consulting fees | 27,000 | 54 | | | 186,246 | | | | 186,300 |
| Deemed dividend from beneficial conversion feature of Series B Preferred Stock | | | | | | (583,000) | | | (583,000) |
| | | | | | | (123,507) | | | (123,507) |

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Dividends Paid on
Series B Preferred
Stock

Stock Repurchase
Plan

9,100 (70,508) (70,508)

Net Loss for the
three months ended
September 30,
2004

(1,751,612) (1,751,612)

Balance-
September 30,
2004

12,588,190 25,176 \$ -- \$ 28,216,572 \$ (6,478,274) 34,900 \$ (99,339) \$ 21,664,135

See accompanying notes to condensed consolidated financial statements.

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INTEGRATED BIOPHARMA, INC.

**CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2004
[UNAUDITED]**

| | Three months ended September 30, | |
|------------------------------|-------------------------------------|--------------|
| | 2004 | 2003 |
| Operating Activities: | | |
| Net [Loss] Income | \$ (1,751,612) | \$ (756,295) |

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Adjustments to Reconcile Net Income (Loss)
to Net Cash

| | | |
|--------------------------------------------------|----------|---------|
| [Used for] Provided by Operating Activities: | | |
| Depreciation and Amortization | 343,940 | 109,877 |
| Deferred Income Taxes | (12,000) | (4,000) |
| Allowance for Inventory | 2,500 | 2,500 |
| Bad Debt Expense | 2,500 | 2,500 |
| Issuance of Common Stock for consulting services | 186,300 | -- |

Changes in Assets and Liabilities:

| | | |
|------------------------------------------------------|--------------------|--------------------|
| [Increase] Decrease in: | | |
| Refundable Federal Income Taxes | -- | (44,640) |
| Accounts Receivable | (754,560) | (137,035) |
| Inventories | (1,302,379) | 652,041 |
| Deposit for Inventory | -- | (112,000) |
| Due From Paxis Pharmaceuticals, Inc. - Related Party | -- | (908,000) |
| Prepaid Expenses and Other Current Assets | (469,963) | (17,983) |
| Security Deposits and Other Assets | (20,480) | 74,839 |
| [Decrease] Increase in: | | |
| Accounts Payable | (61,851) | (125,580) |
| Federal and State Income Taxes Payable | (450) | (17,049) |
| Accrued Expenses and Other Liabilities | 119,810 | 65,282 |
| Total Adjustments | (1,966,633) | (459,248) |
| Net Cash - Operating Activities | (3,718,245) | (1,215,543) |

Investing Activities:

| | | |
|----------------------------------------------------------------|--------------------|--------------------|
| Investment in Joint Venture | -- | (123,879) |
| Acquisition of Paxis Pharmaceuticals, Inc., less cash received | -- | (483,256) |
| Purchase of Property and Equipment | (1,094,220) | (1,122,509) |
| Net Cash-Investing Activities | (1,094,220) | (1,729,644) |

Financing Activities:

| | | |
|-----------------------------------------|------------------|---------------|
| Proceeds from Exercise of Stock Options | 69,424 | 70,300 |
| Dividends Paid | (123,507) | -- |
| Treasury Stock | (70,508) | -- |
| Repayment of Notes Payable | (10,771) | (28,878) |
| Net Cash-Financing Activities | (135,362) | 41,422 |

| | | |
|----------------------------------------------------|--------------------|--------------------|
| Net [Decrease] in Cash and Cash Equivalents | (4,947,827) | (2,903,765) |
|----------------------------------------------------|--------------------|--------------------|

| | | |
|---------------------------------------------------------|------------------|-------------------|
| Cash and Cash Equivalents - Beginning of Periods | 9,548,046 | 10,406,390 |
|---------------------------------------------------------|------------------|-------------------|

| | | |
|---------------------------------------------------|------------------|------------------|
| Cash and Cash Equivalents - End of Periods | 4,600,219 | 7,502,625 |
|---------------------------------------------------|------------------|------------------|

See accompanying notes to condensed consolidated financial statements.

INTEGRATED BIOPHARMA, INC.**CONSOLIDATED STATEMENTS OF CASH FLOWS
[UNAUDITED]**

**Three months ended
September 30,
2004 2003**

**Supplemental Disclosures
of Cash Flow Information:**

Cash paid during the
periods for:

| | | | | |
|--------------|----|--------|----|--------|
| Interest | \$ | 31,659 | \$ | 12,187 |
| Income Taxes | \$ | 11,389 | \$ | 32,114 |

See accompanying notes to condensed consolidated financial statements.

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INTEGRATED BIOPHARMA, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
[UNAUDITED]****1] Business**

Basis of Reporting - The accompanying unaudited interim financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-QSB and Item 310(b) of Regulation S-B. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, such interim statements include all adjustments, which are considered necessary in order to make the interim financial statements not misleading. It is suggested that these financial statements be read in conjunction with the financial statements and notes thereto, together with management's discussion and analysis of financial condition and results of operations, contained in the Company's annual report to stockholders incorporated by reference in the Company's annual report on Form 10-KSB for the fiscal year ended June 30, 2004. The results of operations for the three months ended September 30, 2004 are not necessarily indicative of the results for the entire fiscal year ending June 30, 2005.

Integrated BioPharma, Inc. (the "Company") is engaged primarily in the manufacturing, marketing and sales of vitamins, nutritional supplements and herbal products; the manufacture and distribution of Paclitaxel, which is the primary chemotherapeutic agent in the treatment of breast cancer; and technical services through its recently acquired contract research organization, InB: Hauser Pharmaceutical Services, Inc. ("Hauser") The Company's customers are located primarily throughout the United States.

Paxis Pharmaceuticals, Inc. completed setting up its manufacturing facilities prior to the end of fiscal 2004. The operating results of Paxis for the three months ended September 30, 2004 have been included in the consolidated sales, gross profit and selling and administrative expenses. Because the Paxis subsidiary was a start up operation for the three months ended September 30, 2003, the start up expenses were shown separately for the comparative period.

On September 16, 2004 the Company completed the purchase of substantially all of the assets of Hauser, including substantially all of its laboratories, development and manufacturing facilities and equipment; its intellectual property, including that related to Paclitaxel and other taxanes; goodwill, professional staff and certain of its ongoing contracts. As part of the transaction, the

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Company also acquired Hauser's rights under a prior contract to receive royalties and other payments from the Company's subsidiary, Paxis Pharmaceuticals for Hauser intellectual property used by Paxis in the manufacture of Paclitaxel. Transactions for the period beginning September 10, 2004 through September 30, 2004 have been included in the Company's consolidated financial statements. The acquisition price of \$1,697,076 was allocated as follows:

| | | |
|-----------------------|----|-----------|
| Inventory | \$ | 780,524 |
| Machinery & Equipment | | 916,552 |
| Total | \$ | 1,697,076 |

[2] Summary of Significant Accounting Policies

Principles of Consolidation " The accompanying consolidated financial statements include the accounts of the Company and its subsidiaries, all of which are wholly-owned. Intercompany transactions and balances have been eliminated in consolidation.

Fair Value of Financial Instruments

Generally accepted accounting principles require disclosing the fair value of financial instruments to the extent practicable for financial instruments which are recognized or unrecognized in the balance sheet. The fair value of the financial instruments disclosed herein is not necessarily representative of the amount that could be realized or settled, nor does the fair value amount consider the tax consequences of realization or settlement.

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INTEGRATED BIOPHARMA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS [UNAUDITED]

[2] Summary of Significant Accounting Policies [Continued]

In assessing the fair value of financial instruments, the Company uses a variety of methods and assumptions, which are based on estimates of market conditions and risks existing at the time. For certain instruments, including cash and cash equivalents, accounts receivable, accounts payable, and accrued expenses, it was estimated that the carrying amount approximated fair value because of the short maturities of these instruments. All debt is based on current rates at which the Company could borrow funds with similar remaining maturities and approximates fair value.

Cash and Cash Equivalents - Cash equivalents are comprised of certain highly liquid investments with a maturity of three months or less when purchased.

Inventories - Inventory is valued by the first-in, first-out method, at the lower of cost or market.

Depreciation - The Company follows the general policy of depreciating the cost of property and equipment over the following estimated useful lives:

| | |
|----------------------------------------------|----------|
| Building | 15 Years |
| Leasehold Improvements | 15 Years |
| Machinery and Equipment | 7 Years |
| Machinery and Equipment Under Capital Leases | 7 Years |
| Transportation Equipment | 5 Years |

Machinery and equipment are depreciated using accelerated methods while leasehold improvements are amortized on a straight-line basis. Depreciation expense was \$274,396 and \$99,877 for the three months ended September 30, 2004 and 2003, respectively.

Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and

liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts or revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition - The Company recognizes revenue upon shipment of the product. The Company believes that recognizing revenue at shipment is appropriate because the Company's sales policies meet the four criteria of SAB 101, which are: (i) persuasive evidence that an arrangement exists, (ii) delivery has occurred, (iii) the seller's price to the buyer is fixed and determinable and (iv) collectability is reasonably assured. The Company's sales policy is to require customers to provide purchase orders establishing selling prices and shipping terms, which are F.O.B shipping point with the title and risk of loss passing to the customer at point of shipment. The Company evaluates the credit risk of each customer and establishes an allowance of doubtful accounts for any credit risk. Sales returns and allowances are estimated upon shipment. The Company recognizes income in its Contract Research Organization upon monthly customer invoicing. The invoice amount is based upon on time and materials spent in the month.

The Company realized fee income from managing warehouse and office operations for an unrelated company of \$40,000 and \$60,000 for the three months ended September 30, 2004 and 2003, respectively. Such amounts are included in "Other income."

Investment in Joint Venture - Paxis entered into a joint venture as of July 16, 2003 with Chatham Biotec, Ltd. ("Chatham"), a Canadian company which harvests and dries biomass, to form a Canadian-based joint venture to produce extract and intermediate precursor Paclitaxel from Canadian *Taxus* biomass. Chatham supplies the Canadian bio-mass and the joint venture processes it, using Paxis' extraction expertise in a facility currently controlled by the joint venture. The joint venture supplies Paxis' requirements for extract at cost, from which Paxis produces its Paclitaxel and related products. The joint venture may sell extract and intermediate products to third parties. The Company has a 50% interest in this joint venture. The management agreement provides for profits and losses to be allocated based on the Company's 50% interest. As of September 30, 2004, the \$96,022 represents the Company's investment. The Company can give no assurance that the joint venture can be operated successfully. The investment in the joint venture is reflected using the equity method. The results of operations were not significant for the three months ended September 30, 2004.

INTEGRATED BIOPHARMA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS [UNAUDITED]

[2] Summary of Significant Accounting Policies [Continued]

Goodwill and Other Intangible Assets - The Financial Accounting Standards Board ("FASB") has issued Statement of Financial Accounting Standards No. 142 ("SFAS 142"), "Goodwill and Other Intangible Assets." SFAS 142 requires that goodwill and intangible assets with indefinite lives no longer be amortized against earnings, but instead tested for impairment at least annually based on a fair-value approach as described in SFAS 142. The Company performed the annual test as of May 13, 2004, and determined that there were no indications of goodwill impairment.

Intangible assets with finite lives are amortized over their estimated useful lives. The useful life of an intangible asset is the period over which the asset is expected to contribute directly or indirectly to future cash flows. The carrying value of intangible assets with finite lives is evaluated whenever events or circumstances indicate that the carrying value may not be recoverable. The carrying value is not recoverable when the projected undiscounted future cash flows are less than the carrying value. Tests for impairment or recoverability require significant management judgment, and future events affecting cash flows and market conditions could result in impairment losses.

Other Intangible assets consist of intellectual property, trademarks, license fees, and unpatented technology. Amortization is being recorded on the straight line basis over periods ranging from 10 years to 20 years based on contractual or estimated lives.

Long-Lived Assets - The Company reviews the carrying values of its long-lived assets for possible impairment on an annual basis and whenever circumstances indicate the carrying amount of an asset may not be recoverable.

Advertising - Costs incurred for producing and communicating advertising are expensed when incurred. Advertising expense was \$200,832 and \$17,090 for the three months ended September 30, 2004 and 2003, respectively.

Stock-Based Compensation - The Company has adopted the disclosure-only provisions of SFAS No.148, "Accounting for Stock-Based Compensation." Accordingly, no compensation cost has been recognized for the stock option plan because the exercise price of employee stock options equals the market prices of the underlying stock on the date of grant. Had compensation cost been determined based on the fair value at the grant date for awards in the three months ended September 30, 2004 and 2003, respectively, consistent with the provision of SFAS No. 123, the Company's net income and earnings per share would have been reduced to the pro forma amounts indicated below.

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INTEGRATED BIOPHARMA, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
[UNAUDITED]****[2] Summary of Significant Accounting Policies [Continued]**

| | Three months ended September 30, | |
|---------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|--------------|
| | 2004 | 2003 |
| Net (loss), income available to common stockholders, as reported | (2,458,119) | \$ (851,295) |
| Add: Stock based employee compensation expense included in net (loss), income net of related tax effects | -- | -- |
| Deduct: Total stock based employee compensation expense determined under fair value based method for all awards, net of related tax effects | (1,284,726) | -- |
| Pro forma net (loss) income available to common stockholders | \$ (3,742,845) | \$ (851,295) |
| Earnings per share: | | |
| Basic-as reported | \$ (0.30) | \$ (0.08) |
| Basic-pro forma | \$ (0.30) | \$ (0.08) |
| Diluted-as reported | \$ (0.30) | \$ (0.08) |
| Diluted-pro forma | \$ (0.30) | \$ (0.08) |

Earnings Per Share - In accordance with FASB Statement No. 128, "Earnings Per Share," basic earnings per common share are based on weighted average number of common shares outstanding. Diluted earnings per share amounts are based on the weighted average number of common shares outstanding, plus the incremental shares that would have been outstanding upon the assumed exercise of all potentially dilutive stock options, warrants and convertible preferred stock, subject to antidilution limitations. As of September 30, 2004, options and warrants with exercise prices below average market price in the amount of 4,962,621 shares and Convertible Series B Preferred Stock in the amount of 7,000,000 shares were not included in the computation of diluted

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earnings per share as they are antidilutive as a result of net losses during the periods presented. As of September 30, 2004 and 2003, options and warrants to purchase 1,321,000 shares and 707,597 shares of common stock, respectively, were outstanding but were not included in the computation of diluted earnings per share because their exercise price was greater than the average market price of the common shares.

[3] Goodwill and other Intangible Assets In accordance with SFAS No. 142, goodwill is not amortized. The Company completed its annual impairment test prescribed by SFAS 142 at May 13, 2004 and concluded that no impairment of goodwill existed. At September 30, 2004, goodwill consisted of:

| | | |
|------------------------------|----|---------|
| Goodwill - Paxis acquisition | \$ | 542,728 |
| Goodwill - Aloe acquisition | | 145,410 |
| Total | \$ | 688,138 |

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INTEGRATED BIOPHARMA, INC.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
[UNAUDITED]**

[3] Goodwill and other Intangible Assets [Continued]

At September 30, 2004 intangible assets are made up of the following:

| | Gross Carrying Amount | Accumulated Amortization | Net |
|-----------------------------|----------------------------------|-------------------------------------|--------------|
| Intellectual Property | \$ 1,327,455 | \$ 120,099 | \$ 1,207,356 |
| License Fee | 90,000 | 11,250 | 78,750 |
| Trade Names | 1,508,000 | 69,117 | 1,438,883 |
| Unpatented Technology | 547,000 | 110,000 | 437,000 |
| License Agreement - Aloe | 347,000 | 19,278 | 327,722 |
| Total | \$ 3,819,455 | \$ 329,744 | \$ 3,489,711 |

Amortization expense recorded on the intangible assets for the three months ended September 30, 2004 and 2003 was \$69,544 and \$47,583 respectively. Amortization expense is recorded on the straight line method of periods ranging from 10 years to 20 years.

The estimated annual amortization expense for intangible assets for the five succeeding fiscal years is as follows:

| September 30, | Amortization Expense |
|----------------------|---------------------------------|
| 2005 | \$ 278,176 |
| 2006 | 278,176 |
| 2007 | 278,176 |
| 2008 | 278,176 |
| 2009 | 278,176 |
| Thereafter | 2,098,831 |

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Total \$ 3,489,711

The Company records impairment losses on other intangible assets when events and circumstances indicate that such assets might be impaired and the estimated fair value of the asset is less than its recorded amount in accordance with SFAS No 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." The Company reviews the value of its long-lived assets for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable or that the useful lives of these assets are no longer appropriate. Conditions that would necessitate an impairment assessment include material adverse changes in operations, significant adverse differences in actual results in comparison with initial valuation forecasts prepared at the time of acquisition, a decision to abandon certain acquired products, services or marketplaces, or other significant adverse changes that would indicate the carrying amount of the recorded asset might not be recoverable.

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INTEGRATED BIOPHARMA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS [UNAUDITED]

[4] Inventories

Inventories consist of the following at September 30, 2004:

| | | |
|-----------------|----|-----------|
| Raw Materials | \$ | 5,392,061 |
| Work-in-Process | | 888,158 |
| Finished Goods | | 2,095,790 |
| Total | \$ | 8,376,009 |

[5] Property and Equipment Property and equipment comprise the following at September 30, 2004:

| | | |
|----------------------------------------------------|----|------------|
| Land and Building | \$ | 1,250,000 |
| Leasehold Improvements | | 2,133,845 |
| Machinery and Equipment | | 8,093,096 |
| Machinery and Equipment Under Capital Leases | | 162,827 |
| Transportation Equipment | | 37,714 |
| Total | | 11,677,482 |
| Less: Accumulated Depreciation and Amortization | | 4,000,678 |
| Total | \$ | 7,676,804 |

[6] Notes Payable Notes Payable are summarized as follows at September 30, 2004: Revolving line of credit loan provided by Bank of America dated August 6, 2003 in the amount of \$4,500,000 with interest at a variable rate based on 1.25% over the current LIBOR rate. The loan was due on September 4, 2004 and subsequently has been renewed through September 2005. The loan is guaranteed by Mr. Carl DeSantis, a shareholder of the Company. At September 30, 2004, the interest rate was 3.09%.

[7] Loan Payable-Trade Investment Services

Demand loan provided by Trade Investment Services, LLC ("TIS"), a former shareholder of Paxis Pharmaceuticals, Inc., dated July 1, 2002 with interest at 9%.

[8] Research and Development Expense

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Research and development costs are expenses as incurred. The Company incurred \$45,068 and \$37,583 for the quarter ended September 30, 2004 and 2003, respectively. Such costs are included in selling and administrative expenses.

[9] Capital Lease

The Company acquired laboratory equipment under the provisions of a short-term lease. The lease expires in December 2004. The equipment under the capital lease as of September 30, 2004 has a cost of \$36,525 and accumulated depreciation of \$9,695 with a net book value of \$26,830.

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INTEGRATED BIOPHARMA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

[UNAUDITED]

[9] Capital Lease [Continued]

The future minimum lease payments under capital leases and the net present value of the future minimum lease payments at September 30, 2004 are as follows:

| | | |
|--------------------------------------------|----|---------|
| Total Minimum Lease Payments | \$ | 6,321 |
| Amount Representing Interest | | (55) |
| Present Value of Net Minimum Lease Payment | | 6,266 |
| Current Portion | | (6,266) |

| | | |
|------------------------------------|----|------------|
| Long-Term Capital Lease Obligation | \$ | 11,677,482 |
|------------------------------------|----|------------|

[10] Significant Risks and Uncertainties

[A] Concentrations of Credit Risk - Cash - The Company maintains balances at several financial institutions. Accounts at each institution are insured by the Federal Deposit Insurance Corporation up to \$100,000. At September 30, 2004 the Company's uninsured cash balances totaled approximately \$4,266,077. The Company does not require collateral in relation to cash credit risk.

[B] Concentrations of Credit Risk - Receivables - The Company routinely assesses the financial strength of its customers and, based upon factors surrounding the credit risk of its customers, establishes an allowance for uncollectible accounts and, as a consequence, believes that its accounts receivable credit risk exposure beyond such allowances is limited. The Company does not require collateral in relation to its trade accounts receivable credit risk. The amount of the allowance for uncollectible accounts at September 30, 2004 is \$45,113.

[11] Major Customer

For the three months ended September 30, 2004 and 2003, approximately 42% and 69% of revenues were derived from one customer. The loss of this customer would have an adverse effect on the Company's operations. One other customer accounted for 23% of consolidated sales for the three months ended September 30, 2004, and two other customers accounted for 11% of consolidated sales for the three months ended September 30, 2003. Accounts receivable from these customers comprised approximately 36% and 71% of total accounts receivable at September 30, 2004 and 2003, respectively.

[12] Commitments and Contingencies

[A] Leases

Related Party Leases - Warehouse and office facilities are leased from Vitamin Realty Associates, L.L.C., a limited liability company, which is 90% owned by the Company's Chairman of the Board and principal stockholder and certain family members and 10% owned by the Company's Chief Financial Officer. The lease was effective on January 10, 1997 and provides for a minimum annual rental of \$323,559 through May 31, 2015 plus increases in real estate taxes and building operating expenses. On July 1, 2004 the Company leased an additional 24,810 square feet of warehouse space on a month-to-month basis. Rent expense for the three months ended September 30, 2004 and 2003 on this lease was approximately \$216,000 and \$124,000, respectively, and is included in both manufacturing and selling and administrative expenses.

Other Lease Commitments - The Company leases manufacturing and office facilities through March 31, 2007. The lease was effective on April 1, 2002 and provided for minimum monthly rental of \$32,500 per month through March 31, 2007 plus increases in real estate taxes and building operating expenses. Rent expense has been straight-lined over the life of the lease. At its option, the Company has the right to renew the lease for an additional five year period. On August 27, 2002 the lease was amended reducing the square footage from approximately 32,500 to 22,500 and reducing the monthly rent to \$22,483 per month for the balance of the lease. Rent expense for the three months ended September 30, 2004 and 2003 was \$116,684 and \$90,218, respectively, and are included in manufacturing expense.

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INTEGRATED BIOPHARMA, INC.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
[UNAUDITED]**

[12] Commitments and Contingencies [Continued]

The Company leases warehouse and office facilities through March 31, 2006. The lease was effective on March 6, 2004 and provides for a minimum monthly rental of \$5,925 in year one and \$6,133 in year two.

The Company leases office space through September 30, 2005. The lease was effective on June 1, 2004, and provides for a minimum monthly rental of \$2,248.

The Company leases warehouse equipment for a five-year period providing for an annual rental of \$15,847 and office equipment for a five year period providing for an annual rental of \$8,365.

The Company leases automobiles under non-cancelable operating lease agreements which expire through 2006.

The minimum rental commitment for long-term non-cancelable leases is as follows:

| September 30, | Lease Commitment | Related Party Lease Commitment | Total |
|---------------|---------------------|--------------------------------------|--------------|
| 2005 | \$ 437,162 | \$ 323,559 | \$ 760,721 |
| 2006 | 213,596 | 323,559 | 537,155 |
| 2007 | 8,745 | 323,559 | 332,304 |
| 2008 | -- | 323,559 | 323,559 |
| 2009 | -- | 323,559 | 323,559 |
| Thereafter | -- | 1,883,501 | 1,883,501 |
| Total | \$ 659,503 | \$ 3,501,296 | \$ 4,160,799 |

Total rent expense, including real estate taxes and maintenance charges, was approximately \$382,000 and \$154,000 for the three months ended September 30, 2004 and 2003, respectively. Rent expense is stated net of sublease income of approximately \$600 and \$4,000 for the three months ended September 30, 2004 and 2003, respectively.

[B] Development and Supply Agreement - On March 13, 1998, the Company signed a development and supply agreement with Herbalife International of America, Inc. ("Herbalife") whereby the Company will develop, manufacture and supply certain nutritional products to Herbalife. The agreement was renewed through December 31, 2006. The agreement provides that Herbalife is required to purchase a minimum quantity of Supplied Products each year for the term of the agreement in order to be eligible for rebate incentives. If Herbalife purchases the minimum amount, then Herbalife will be entitled to certain rebates of an amount not exceeding \$300,000 per year. For the three months ended September 30, 2004, there were no rebates due.

[C] Consultant Agreement- On October 20, 2003, the Company entered into a one year consultant agreement with an investor relations consultant. The Company paid \$80,000 over the length of the agreement. In addition, the Company will issue to the consultant 36,000 shares of common stock. On July 13, 2004 the Company terminated the agreement. Under the terms of the termination agreement, the Company will not be obligated to pay the \$10,000 per month fee after July 15, 2004. Additionally the Company will issue to the consultant 27,000 shares of common stock valued at the fair market price on the date of issuance in lieu of the original 36,000 shares. The 27,000 shares of common stock were valued at \$186,300 and is included in consulting fee expense.

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INTEGRATED BIOPHARMA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS [UNAUDITED]

[12] Commitments and Contingencies [Continued]

[D] Intellectual Property Agreement - In connection with the acquisition in January 2004 of intellectual property developed by the Center for Molecular Biotechnology of Fraunhofer USA, Inc., the Company will pay up to a maximum of \$2,500,000 for services to be performed by Fraunhofer USA, Inc. over a five year period.

[13] Related Party Transactions

The Company has two consulting agreements with the brothers of the Company's Chairman of the Board. One agreement is on a month to month basis for \$1,100 per month. The total consulting expense recorded per this verbal agreement for the three months ended September 30, 2004 and 2003 was \$3,300 respectively.

The second agreement is with EVJ, LLC a limited liability company controlled by Robert Kay, an employee of the Company. The total consulting expense under this agreement was \$45,000 for the three months ended September 30, 2004 and was \$30,000 for the two months ended September 30, 2003.

[14] New Accounting Pronouncements

In January 2003, the FASB issued FIN 46, "Consolidation of Variable Interest Entities," as revised in December 2003 (FIN 46R) which is effective for the first reporting period that ends after December 15, 2004. This interpretation changes the method of determining whether certain entities should be included in the Company's consolidated financial statements. An entity is subject to FIN 46 and is called a variable interest entity ("VIE") if it has (1) equity that is insufficient to permit the entity to finance its activities without additional subordinated financial support from other parties, or (2) equity investors that cannot make significant decisions about the entity's operations or that do not absorb the expected losses or receive the expected returns of the entity. All other entities are evaluated for consolidation under SFAS No. 94, "Consolidation of All Majority-Owned Subsidiaries." A VIE is consolidated by its primary beneficiary, which is the party involved with the VIE that has a majority of the expected losses or a majority of the expected residual returns or both. The Company has determined that there is no impact from the adoption of this statement.

On May 15, 2003, the FASB issued SFAS No. 150, "Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity." SFAS 150 establishes standards for classifying and measuring as liabilities certain financial instruments that embody obligations of the issuer and have characteristics of both liabilities and equity. SFAS 150 represents a significant change in practice in the accounting for a number of financial instruments, including mandatorily redeemable equity instruments and certain equity derivatives that frequently are used in connection with share repurchase programs. SFAS 150 is effective for all financial instruments created or modified after May 31, 2003. The Company has determined that there is no impact from the adoption of this

statement.

In April 2004, the Emerging Issues Task Force issued Statement No. 03-06 ("EITF 03-06"), "Participating Securities and the Two-Class Method Under FASB Statement No. 128, Earnings Per Share." EITF 03-06 addresses a number of questions regarding the computation of earnings per share by companies that have issued securities other than common stock that contractually entitle the holder to participate in dividends and earnings of the company when, and if, it declares dividends on its common stock. The issue also provides further guidance in applying the two-class method of calculating earnings per share, clarifying what constitutes a participating security and how to apply the two-class method of computing earnings per share once it is determined that a security is participating, including how to allocate undistributed earnings to such a security. EITF 03-06 is effective for fiscal periods beginning after March 31, 2004. The Company does not expect the adoption of this statement to have a material impact on its financial position or results of operations.

In June 2004, the Emerging Issues Task Force ("EITF") issued EITF No. 03-01, "The Meaning of Other-Than-Temporary Impairment and its Application to Certain Investments" ("EITF 03-01"). EITF 03-01 includes new guidance for evaluating and recording impairment losses on debt and equity investments, as well as new disclosure requirements for investments that are deemed to be temporarily impaired. The accounting guidance of EITF 03-01 is effective for reporting periods beginning after June 15, 2004, while the disclosure requirements for debt and equity securities accounted for under SFAS 115, Accounting for Certain Investments in Debt and Equity Securities, are effective for annual periods ending after December 15, 2003. Adoption of EITF 03-01 will not have a material impact on the Company's consolidated financial position or results of operations.

INTEGRATED BIOPHARMA, INC.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
[UNAUDITED]**

15] Equity Transactions

On September 21, 2004, the Company granted 95,238 incentive stock options and 657,262 non-statutory stock options for a period of ten years at an exercise price equal to the market price of \$6.30 and 14,430 incentive stock options for a term of five years at \$6.93 representing 110% of the market price and 110,570 non-statutory stock options for a period of ten years at \$6.93 representing 110% of the market price.

Treasury Stock Purchases - Through the Company's stock repurchase plan, during July 2004, the Company purchased an aggregate of 9,100 shares of its common stock for a purchase price of \$70,508.

[16] Segment Information

The basis for presenting segment results generally is consistent with overall Company reporting. The Company reports information about its operating segments in accordance with Financial Accounting Standard Board Statement No. 131, "Disclosure About Segments of an Enterprise and Related Information," which establishes standards for reporting information about a company's operating segments.

The Company has divided its operations into three reportable segments as follows: Sales of vitamins and nutritional supplements, sales of its pharmaceutical drug Paclitaxel and sales of technical services through its CRO. Because Paxis Pharmaceuticals, Inc. was not acquired until fiscal 2004, the Company operated one business segment in fiscal 2003. The international sales for the three months ended September 30, 2004 were \$1,658,963.

Financial information relating to quarter ending September 30, 2004 operations by business segment follows:

| | Nutraceutical | Pharmaceutical | Technical Services | Total |
|----------|----------------------|-----------------------|-------------------------------|--------------|
| Revenues | | | | |

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| | | | | |
|---------------------------------|--------------|-------------|-----------|--------------|
| U.S. Customers | \$ 4,188,372 | \$ 211,660 | \$ 57,041 | \$ 4,457,073 |
| International | 1,658,963 | -- | -- | 1,658,963 |
| Total Revenues | 5,847,335 | 211,660 | 57,041 | 6,116,036 |
| Segment operating profit/(loss) | (445,055) | (1,269,682) | (71,675) | (1,786,412) |
| Depreciation | 105,592 | 168,803 | -- | 274,395 |
| Capital Expenditures | 31,433 | 146,235 | 916,552 | 1,094,220 |
| Total Assets | 19,927,714 | 8,228,470 | 2,014,075 | 30,170,259 |

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Item 2.

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS

The following discussion should be read in conjunction with the historical information of the Company and notes thereto.

Critical Accounting Estimates

Allowances for Doubtful Accounts and Sales Returns

The Company makes judgments as to its ability to collect outstanding receivables and provides allowances for the portion of receivables when collection becomes doubtful. Provisions are made based upon a specific review of all significant outstanding invoices. The Company continuously monitors payments from its customers and maintains allowances for doubtful accounts for estimated losses in the period they become known.

The Company's sales policy is to require customers to provide purchase orders establishing selling prices and shipping terms. Shipping terms are F.O.B. shipping point with title and risk of loss passing to the customer at point of shipment.

The Company's return policy is to only accept returns for defective products. If defective products are returned, it is the Company's agreement with its customers that the Company cure the defect and reship the product. The policy is that when the product is shipped the Company makes an estimate of any potential returns or allowances.

If the historical data the Company uses to calculate the allowance provided for doubtful accounts does not reflect the future ability to collect outstanding receivables, additional provisions for doubtful accounts may be needed and the future results of operations could be materially affected. In recording any additional allowances, a respective charge against income is reflected in the general and administrative expenses, and would reduce the operating results in the period in which the increase is recorded.

Inventory Valuation

Inventories are stated at the lower of cost or market ("LCM"), which reflects management's estimates of net realizable value. The Company is a contract manufacturer and distributor, and only produces finished goods or purchases raw materials on a purchase order basis. Consequently, the Company has minimal risk for slow-moving or obsolete inventory. Raw materials are ordered from suppliers when needed to complete customer's orders. Detail inventory levels and composition are reviewed and evaluated for potential overstock or obsolescence in light of current operations and sales. Any appropriate reserve is recorded on a current basis.

Mail order inventory is expiration date sensitive. The Company reviews this inventory and considers sales levels (by SKU), term to expiration date, potential for retesting to extend expiration date and evaluates potential for obsolescence or overstock.

Intangible Assets

Purchased intangibles consisting of patents and unpatented technological expertise, intellectual property, license fees and trade names purchased as part of business acquisitions are presented net of related accumulated amortization and are being amortized on a straight-line basis over the remaining useful lives.

The Company records impairment losses on other intangible assets when events and circumstances indicate that such assets might be impaired and the estimated fair value of the asset is less than its recorded amount in accordance with SFAS No 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." The Company reviews the value of its long-lived assets for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable or that the useful lives of these assets are no longer appropriate. Conditions that would necessitate an impairment assessment include material adverse changes in operations, significant adverse differences in actual results in comparison with initial valuation forecasts prepared at the time of acquisition, a decision to abandon certain acquired products, services or marketplaces, or other significant adverse changes that would indicate the carrying amount of the recorded asset might not be recoverable.

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS

Results of Operations

Three months ended September 30, 2004 Compared to three months ended September 30, 2003

The Company's net loss for the three months ended September 30, 2004 was \$(1,751,612) as compared to net loss of \$(756,295) for the three months ended September 30, 2003. This increase in net loss of approximately \$995,000 is primarily the result of a decrease in gross profit of approximately \$500,000, an increase in selling and administrative expenses of approximately \$420,000, a decrease in other income of approximately \$52,000, and an increase in federal income and state income taxes of approximately \$23,000.

Sales for the three months ended September 30, 2004 and 2003 were \$6,116,036 and \$4,980,006, respectively, an increase of approximately \$1,100,000 or 23%. Gross profit for the three months ended September 30, 2004 was \$500,801 lower than gross profit for the three months ended September 30, 2003. This decrease in gross profit is attributable to the inclusion of Paxis Pharmaceuticals manufacturing expenses. Exclusive of the Paxis subsidiary, the gross profit percentage for the quarter ended September 30, 2004 was 24% as compared to 20% for the quarter ended September 30, 2003. For the three months ended September 30, 2004, the Company had sales to one customer, who accounted for 42% of net sales in 2004 and 69% in 2003. The loss of this customer would have an adverse affect on the Company's operations.

Manufacturing sales for the quarter ended September 30, 2004 and 2003 were \$5,150,561 and \$4,053,322, respectively, an increase of \$1,097,239 or 27%. The increase in sales can be primarily attributable to the acquisition in October 2003, of new product lines from Aloe Commodities International, Inc. ("Aloe").

The Company has an agreement with DSM Nutritional Products, Inc. (a successor to Roche Vitamins, Inc.). Sales under this agreement were \$532,892 for the three months ended September 30, 2004 as compared to \$609,111 for the three months ended September 30, 2003, a decrease of \$76,219 or 13%.

The Company offers distribution and sale of fine chemicals through a subsidiary, IHT Health Products, Inc. Sales for the three months ended September 30, 2004 totaled \$145,478 as compared to \$451,039 for the three months ended September 30, 2003, a decrease of \$305,561 or 68%.

On February 21, 2003 the Company acquired NuCycle Therapy, Inc. ("NuCycle"). NuCycle is engaged in the development and sale of nutritional formulations based on plant-derived minerals through patented hyperaccumulation technology. Sales for the three months ended September 30, 2004 were \$4,981. Sales for the three months ended September 30, 2003 were \$9,231 and grant proceeds received for the three months ended September 30, 2003 totaled \$82,661.

Paxis completed setting up its manufacturing facilities and operations and began production in the fourth quarter of 2004. In anticipation of fulfilling orders, Paxis has built up raw material and work in process inventories of approximately \$2,600,000. Current orders are being fulfilled on a purchase order basis. Sales for the three months ended September 30, 2004 totaled \$211,660.

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS***Results of Operations [Continued]***

Cost of sales increased to \$5,599,511 for the three months ended September 30, 2004 as compared to \$3,962,680 for the three months ended September 30, 2003. Cost of sales increased as a percentage of sales to 91.5% for the three months ended September 30, 2004 as compared to a 79.6% for the three months ended September 30, 2003. The increase in cost of sales is due to the inclusion of \$1,146,589 attributable to Paxis Pharmaceuticals, Inc. Exclusive of Paxis Pharmaceuticals, Inc. cost of sales would have been 73% for the three months ended September 30, 2004 as compared to 80% for the three months ended September 30, 2003.

A tabular presentation of the changes in selling and administrative expenses is as follows:

| | Three Months Ended September 30, | | |
|-------------------------------------------|----------------------------------|--------------|------------|
| | 2004 | 2003 | Change |
| Advertising Expense | \$ 200,832 | \$ 17,050 | \$ 183,782 |
| Bad Debt Expense | (2,654) | (3,032) | 378 |
| Royalty & Commission Expense | 49,837 | 4,558 | 45,279 |
| Officers Salaries | 98,398 | 123,782 | (25,384) |
| Auto, Travel & Entertainment | 227,100 | 247,765 | (20,665) |
| Office Salaries | 555,175 | 184,265 | 370,910 |
| Freight Out | 137,296 | 112,650 | 24,646 |
| Depreciation & Amortization | 100,196 | 50,444 | 49,752 |
| Consulting Fees | 235,717 | 78,865 | 156,852 |
| Regulatory Fees | 3,758 | 10,500 | (6,742) |
| Professional Fees | 219,680 | 253,941 | (34,261) |
| Research & Development Expense | 45,068 | 37,583 | 7,485 |
| Other selling and administrative expenses | 432,534 | 233,392 | 199,142 |
| Paxis Pharmaceuticals, Inc. | -- | 620,307 | (620,307) |
| Total | \$ 2,302,937 | \$ 1,883,374 | \$ 419,563 |

The increase in advertising expense is due to an increase in print advertising relating to the sales of the Naturally Noni TM, Naturally Aloe TM and Avera Sport TM lines. Royalty and commission expense increased as a result of the sales of the Naturally Noni TM, Naturally Aloe TM and Avera Sport TM lines. Office salaries have increased due to the addition of two new sales and marketing employees and the inclusion of Paxis salary expenses reflected in the current quarter. In previous quarters these costs were included in Paxis startup expenses. The increase in freight out can be primarily attributable the sales of the Naturally Noni TM, Naturally Aloe TM and Avera Sport TM lines. The increase in depreciation and amortization expenses is a result of the inclusion of Paxis Pharmaceuticals, Inc. Consulting fees have increased as a result of the termination of the agreement made on July 8, 2004, which resulted with the issuance of 27,000 shares of common stock.

Other income [expense] was \$34,547 for the three months ended September 30, 2004 as compared to \$86,578 for the three months ended September 30, 2003, a decrease of \$52,031. The decrease is due to a decrease in consulting fee income of \$8,000, a decrease in other income of \$20,000, a decrease in interest and investment income of \$14,281 and an increase in interest expense of approximately \$10,000 due to the payment of three months of interest as compared to two months during the first quarter of 2003.

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS***Inventories***

The inventory at September 30, 2004 increased by \$1,299,879 from the inventory at June 30, 2004. The increase can be attributable an increase of the Naturally Noni TM, Naturally Aloe TM and Avera Sport TM lines of approximately \$430,000 and the acquisition of the Hauser CRO's inventory of approximately \$786,000.

Prepaid Expenses

Prepaid expenses and other current assets increased by \$175,154 from June 30, 2004. The increase is attributable to the inclusion of InB: Hauser Pharmaceutical Services, Inc.

Liquidity and Capital Resources

At September 30, 2004 the Company's working capital was \$10,442,000, a decrease of \$2,471,661 over working capital at June 30, 2004. Cash and cash equivalents were \$4,600,219 at September 30, 2004, a decrease of \$4,947,827 from June 30, 2004. The Company utilized \$3,718,245 and \$1,215,543 from operations for the three months ended September 30, 2004 and 2003, respectively.

The primary reasons for the decrease in cash used in operations for the three months ended September 30, 2004 are net loss of approximately \$1,751,612, an increase in accounts receivable of approximately \$755,000, an increase in inventories of approximately \$1,300,000 and a decrease in accounts payable of approximately \$62,000. Based upon the increase in the Company's vitamin and supplement sales and an increase in its paxlitaxel business the Company anticipates that cash flows from operations and existing cash balances will be sufficient to fund operations through fiscal 2005.

The Company utilized \$1,094,220 and \$1,729,644 in investing activities for the three months ended September 30, 2004 and 2003, respectively. The Company utilized \$135,362 and generated \$41,422 from debt financing activities for the three months ended September 30, 2004 and 2003, respectively.

The Company's total annual commitment at September 30, 2004 for the next five years of \$4,160,799 consists of obligations under operating leases for facilities and lease agreements for the rental of warehouse equipment, office equipment and automobiles.

Capital Expenditures

The Company's capital expenditures for the three months ended September 30 2004 and 2003 were \$1,094,220 and \$1,122,509 respectively. The capital expenditures during these periods are primarily attributable to the purchase of machinery and equipment.

The Company has budgeted approximately \$725,000 for capital expenditures for the remaining nine months of fiscal 2004. Such amount will be funded from current cash balances.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Item 3.**INTEGRATED BIOPHARMA, INC.**

- (a) Evaluation of disclosure controls and procedures. An evaluation was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of the design and operation of the Company's disclosure controls and procedures within 45 days before the filing date of this Form 10-QSB. Based on their evaluation, the Company's principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-14(c) and 15d-14(c) under the Securities Exchange Act of 1934 (the "Exchange Act") are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.
- (b) Changes in Internal Control Over Financial Reporting. There have been no significant changes in the Company's internal controls over financial reporting or in other factors that could significantly affect internal controls subsequent to their evaluation. There were no significant deficiencies or material weaknesses, and therefore there were no corrective actions taken.

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Part II. Other Information

INTEGRATED BIOPHARMA, INC.

Item 1: Legal Proceedings

The three separate actions against the Company brought by NatEx Georgia LLC, Wolfe Axelrod Weinberger Associates, LLC and Body Systems Technology, Inc., respectively, each described in the Company's Annual Report on Form 10-KSB for the year ended June 30, 2004, filed with the U.S. Securities and Exchange Commission on September 28, 2004, are each still pending. The Company's motion to dismiss in the Body Systems Technology, Inc. matter was denied, and the Company plans to defend vigorously the claims in this action.

Item 2: Unregistered Sales of Equity Securities and Use of Proceeds

None

Item 3: Defaults Upon Senior Securities

None

Item 4: Submission of Matters to a Vote of Security Holders

None

Item 5: Other Information

None

Item 6: Exhibits and Reports on Form 8-K

- (a) Exhibits

31.1 Certification of Periodic Report by Chief Executive Officer Pursuant to Rules 13a-14 and 15d-14 of the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

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31.2 Certification of Periodic Report by Chief Financial Officer Pursuant to Rules 13a-14 and 15d-14 of the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification of Periodic Report by Chief Executive Officer Pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2 Certification of Periodic Report by Chief Financial Officer Pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) Reports on Form 8-K

Current Report on Form 8-K filed on July 9, 2004 pursuant to Item 5 (Other Events and Regulation FD Disclosure) and Item 7 (Financial Statements and Exhibits).

Current Report on Form 8-K filed on July 14, 2004 pursuant to Item 5 (Other Events and Regulation FD Disclosure) and Item 7 (Financial Statements and Exhibits). Current Report on Form 8-K filed on July 15, 2004 pursuant to Item 5 (Other Events and Regulation FD Disclosure) and Item 7 (Financial Statements and Exhibits).

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Current Report on Form 8-K filed on August 4, 2004 pursuant to Item 5 (Other Events and Regulation FD Disclosure) and Item 7 (Financial Statements and Exhibits).

Current Report on Form 8-K filed on August 5, 2004 pursuant to Item 5 (Other Events and Regulation FD Disclosure) and Item 7 (Financial Statements and Exhibits).

Current Report on Form 8-K filed on August 13, 2004 pursuant to Item 5 (Other Events and Regulation FD Disclosure) and Item 7 (Financial Statements and Exhibits).

Current Report on Form 8-K filed on September 14, 2004 pursuant to Item 7.01 (Regulation FD) and Item 9.01 (Financial Statements and Exhibits).

Current Report on Form 8-K filed on September 15, 2004 pursuant to Item 7.01 (Regulation FD) and Item 9.01 (Financial Statements and Exhibits).

Current Report on Form 8-K filed on September 20, 2004 pursuant to Item 7.01 (Regulation FD) and Item 9.01 (Financial Statements and Exhibits).

Current Report on Form 8-K filed on September 23, 2004 pursuant to Item 7.01 (Regulation FD) and Item 9.01 (Financial Statements and Exhibits).

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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.

SIGNATURES

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INTEGRATED
BIOPHARMA, INC.

Date: November 15, 2004

By: /s/ E. Gerald Kay
E. Gerald Kay
Chief Executive Officer

Date: November 15, 2004

By: /s/ Eric Friedman
Eric Friedman
Chief Financial Officer

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