Boss Holdings, Inc. and Subsidiaries

Consolidated Financial Statements
December 28, 2019

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Independent Auditor's Report

Board of Directors
Boss Holdings, Inc. and Subsidiaries

Report on the Financial Statements
We have audited the accompanying consolidated financial statements of Boss Holdings, Inc. and Subsidiaries (the Company), which comprise the consolidated balance sheets as of December 28, 2019 and December 29, 2018, the related consolidated statements of comprehensive income (loss), stockholders' equity and cash flows for the periods ended December 28, 2019, December 29, 2018 and December 30, 2017, and the related notes to the consolidated financial statements, (collectively, the financial statements).

Management's Responsibility for the Financial Statements
Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion of the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Boss Holdings, Inc. and Subsidiaries as of December 28, 2019 and December 29, 2018, and the results of their operations and their cash flows for the periods ended December 28, 2019, December 29, 2018 and December 30, 2017, in accordance with accounting principles generally accepted in the United States of America.

RSM US LLP

Davenport, Iowa
June 25, 2020

Boss Holdings, Inc. and Subsidiaries

Consolidated Balance Sheets
(Dollars in Thousands, Except Per Share Data)

	December 28, 2019	December 29, 2018
Assets		
Current assets:		
Cash and cash equivalents	**$ 26,744**	$ 1,974
Accounts receivable	**7,876**	7,825
Income tax receivable	**-**	873
Inventories	**14,475**	16,881
Prepaid expenses and other	**232**	1,166
Current assets held for sale	**-**	21,083
Total current assets	**49,327**	49,802
Property and equipment, net	**3,861**	4,220
Finance lease right of use assets, net	**108**	-
Operating lease right of use assets, net	**2,531**	-
Marketable equity securities	**157**	240
Other investment, cost method	**10,000**	-
Deferred tax asset	**-**	1,065
Intangibles, net of accumulated amortization	**638**	1,304
Goodwill	**2,853**	2,853
	$ 69,475	$ 59,484
Liabilities and Stockholders' Equity		
Current liabilities:		
Current portion of long-term debt	**$ -**	$ 202
Current portion of operating lease liabilities	**928**	-
Current portion of finance lease liabilities	**28**	-
Accounts payable	**3,703**	4,288
Accrued payroll and related expenses	**2,729**	1,672
Accrued promotional expenses	**603**	230
Income tax payable	**848**	-
Other accrued liabilities	**1,708**	779
Current liabilities held for sale	**-**	3,273
Total current liabilities	**10,547**	10,444
Long-term operating lease liabilities	**1,728**	-
Long-term finance lease liabilities	**83**	-
Long-term debt	**-**	3,801
Deferred tax liability	**1,563**	-
Total noncurrent liabilities	**3,374**	3,801
Commitments and contingencies (Note 5)		
Stockholders' equity:		
Common stock, $.25 par value; authorized 10,000,000 shares; issued and outstanding 1,986,296 shares and 1,986,118 shares in 2019 and 2018, respectively	**497**	497
Additional paid-in capital	**64,801**	64,424
Accumulated (deficit)	**(9,180)**	(19,072)
Accumulated other comprehensive (loss)	**(564)**	(610)
Total stockholders' equity	**55,554**	45,239
	$ 69,475	$ 59,484

See notes to consolidated financial statements.

Boss Holdings, Inc. and Subsidiaries

Consolidated Statements of Comprehensive Income (Loss)
Periods Ended December 28, 2019, December 29, 2018 and December 30, 2017
(Dollars in Thousands, Except Per Share Data)

	2019	2018	2017
Net sales	**$ 54,863**	$ 44,765	$ 31,563
Cost of sales	**41,659**	34,180	22,581
Gross profit	**13,204**	10,585	8,982
Operating expenses	**16,139**	13,182	7,745
Operating income (loss)	**(2,935)**	(2,597)	1,237
Other income (expenses):			
Interest income	**25**	147	-
Interest expense	**(153)**	(53)	(58)
Change in unrealized gains and losses on marketable equity securities	**(83)**	(1,185)	527
Other	**15**	(83)	(35)
	(196)	(1,174)	434
Income (loss) from continuing operations before income tax expense (benefit)	**(3,131)**	(3,771)	1,671
Income tax expense (benefit)	**(550)**	(590)	1,062
Net income (loss) from continuing operations	**(2,581)**	(3,181)	609
Discontinued operations (Note 14):			
Income from discontinued operations of Boss Manufacturing and Boss Canada ULC, including gain on disposal of $17,604	**16,705**	1,097	1,613
Income tax expense (benefit)	**4,126**	(1)	(688)
Net income from discontinued operations	**12,579**	**1,098**	**2,301**
Net income (loss)	**9,998**	**(2,083)**	**2,910**
Other comprehensive income (loss), foreign currency translation adjustments	**46**	(181)	118
Comprehensive income (loss)	**$ 10,044**	$ (2,264)	$ 3,028
Basic earnings (loss) per common share			
Continuing operations	**$ (1.30)**	$ (1.60)	$ 0.31
Discontinued operations	**6.33**	0.55	1.15
Basic earnings (loss) per common share	**$ 5.03**	$ (1.05)	$ 1.46
Diluted earnings (loss) per common share			
Continuing operations	**$ (1.30)**	$ (1.60)	$ 0.31
Discontinued operations	**6.33**	0.55	1.15
Diluted earnings (loss) per common share	**$ 5.03**	$ (1.05)	$ 1.46

See notes to consolidated financial statements.

Boss Holdings, Inc. and Subsidiaries

Consolidated Statements of Stockholders’ Equity
Periods Ended December 28, 2019, December 29, 2018 and December 30, 2017
(Dollars and Shares In Thousands)

	Common Stock		Additional Paid-In	Accumulated	Accumulated Other Comprehensive	Total Stockholders'
	Shares	Dollars	Capital	(Deficit)	(Loss)	Equity
Balance, December 31, 2016	1,991	$ 498	$ 64,562	$ (19,899)	$ (547)	$ 44,614
Exercise of stock options; 10 shares	10	3	60	-	-	63
Repurchase of 15 shares of common stock	(15)	(4)	(221)	-	-	(225)
Net income	-	-	-	2,910	-	2,910
Other comprehensive income	-	-	-	-	118	118
Income tax benefit related to share based compensation	-	-	23	-	-	23
Balance, December 30, 2017	1,986	497	64,424	(16,989)	(429)	47,503
Net (loss)	-	-	-	(2,083)	-	(2,083)
Other comprehensive (loss)	-	-	-	-	(181)	(181)
Balance, December 29, 2018	1,986	497	64,424	(19,072)	(610)	45,239
Prior period adjustment for implementation of ASC 842 (Note 1 and 13)	-	-	-	(106)	-	(106)
Exercise of stock options; 3 shares	3	1	30	-	-	31
Repurchase of 3 shares of common stock	(3)	(1)	(31)	-	-	(32)
Share based compensation	-	-	378	-	-	378
Net (loss) from continuing operations	-	-	-	(2,581)	-	(2,581)
Net income from discontinued operations	-	-	-	12,579	-	12,579
Other comprehensive income	-	-	-	-	46	46
Balance, December 28, 2019	**1,986**	**$ 497**	**$ 64,801**	**$ (9,180)**	**$ (564)**	**$ 55,554**

See notes to consolidated financial statements.

Boss Holdings, Inc. and Subsidiaries

Consolidated Statements of Cash Flows
Periods Ended December 28, 2019, December 29, 2018 and December 30, 2017
(Dollars in Thousands)

	2019	2018	2017
Cash flows from operating activities:			
Continuing operations:			
Net income (loss) from continuing operations	**$ (2,581)**	$ (3,181)	$ 609
Adjustments to reconcile net income (loss) from continuing operations to net cash provided by (used in) continuing operations:			
Depreciation and amortization	**1,186**	994	318
Share-based compensation and related tax benefits	**378**	-	23
Deferred tax expense (benefit)	**(252)**	(568)	258
Change in unrealized (gains) losses on marketable equity securities	**83**	1,185	(527)
Changes in assets and liabilities net of acquisitions:			
(Increase) decrease in:			
Accounts receivable	**4**	(1,136)	178
Inventories	**1,163**	(7,312)	(610)
Prepaid expenses and other	**893**	(689)	39
Other assets	**(52)**	(144)	(277)
Increase (decrease) in:			
Operating lease liabilities	**19**	-	-
Accounts payable	**(227)**	2,197	341
Accrued liabilities	**3,628**	423	(1,009)
Net cash provided by (used in) continuing operations	**4,242**	(8,231)	(657)
Discontinued operations:			
Net income from discontinued operations	**12,579**	1,098	2,301
Adjustments to reconcile net income from discontinued operations to net cash provided by (used in) discontinued operations:			
(Gain) on disposal of discontinued operations	**(17,604)**	-	-
Depreciation and amortization	**321**	333	341
Deferred tax expense (benefit)	**2,880**	(46)	265
Changes in assets and liabilities net of acquisitions:			
(Increase) decrease in:			
Accounts receivable	**301**	(541)	33
Inventories	**4,220**	(2,683)	154
Prepaid expenses and other	**(173)**	22	149
Other assets	**174**	5	(92)
Increase (decrease) in:			
Accounts payable	**(1,747)**	724	112
Accrued liabilities	**602**	188	(49)
Net cash provided by (used in) discontinued operations	**1,553**	(900)	3,214
Net cash provided by (used in) operating activities	**5,795**	(9,131)	2,557

(Continued)

Boss Holdings, Inc. and Subsidiaries

Consolidated Statements of Cash Flows (Continued)
Periods Ended December 28, 2019, December 29, 2018 and December 30, 2017
(Dollars in Thousands)

	2019	2018	2017
Cash flows from investing activities:			
Continuing operations:			
Purchases of property and equipment	**$ (526)**	$ (336)	$ (162)
Purchase of available-for-sale securities	**-**	-	(898)
Payments for business combinations	**-**	(6,753)	(504)
Net cash used in continuing operations	**(526)**	(7,089)	(1,564)
Discontinued operations:			
Purchases of property and equipment	**(179)**	(293)	(358)
Proceeds from disposal of Boss Manufacturing and Boss Canada ULC	**23,657**	-	-
Net cash provided by (used in) discontinued operations	**23,478**	(293)	(358)
Net cash provided by (used in) investing activities	**22,952**	(7,382)	(1,922)
Cash flows from financing activities:			
Continuing operations:			
Repurchase of common stock	**(31)**	-	(225)
Repayment of long-term obligations	**(4,000)**	(2,501)	-
Proceeds from long-term obligations	**-**	4,000	-
Proceeds from exercise of stock options	**30**	-	63
Net cash provided by (used in) continuing operations	**(4,001)**	**1,499**	**(162)**
Discontinued operations:			
Repayment of long-term obligations	**(3)**	(5)	(6)
Repayment of finance lease liabilities	**(20)**	-	-
Net cash used in discontinued operations	**(23)**	(5)	(6)
Net cash provided by (used in) financing activities	**(4,024)**	1,494	(168)
Effect of exchange rate changes on cash	**47**	(323)	257
Increase (decrease) in cash and cash equivalents	**24,770**	**(15,342)**	**724**
Cash and cash equivalents:			
Beginning	**1,974**	17,316	16,592
Ending	**$ 26,744**	1,974	17,316

(Continued)

Boss Holdings, Inc. and Subsidiaries

Consolidated Statements of Cash Flows (Continued)
Periods Ended December 28, 2019, December 29, 2018 and December 30, 2017
(Dollars in Thousands)

	2019	2018	2017
Supplemental disclosures of cash flows information, cash payments for:			
Interest	**$ 159**	$ 53	$ 59
Income taxes	**$ 32**	$ 37	$ 425
Supplemental disclosure of noncash investing activities:			
Increase in accounts payable in connection with construction in progress additions	**$ -**	$ -	$ 11
Increase in accounts receivable in connection with holdback payment on disposal of Boss Manufacturing and Boss Canada ULC	**$ 700**	$ -	$ -
Investment received as consideration on disposal of Boss Manufacturing and Boss Canada ULC	**$ 10,000**	$ -	$ -
Supplemental schedule of noncash investing activities from business combinations, see Note 9.			
Supplemental disclosures of noncash information, disposal of Boss Manufacturing and Boss Canada ULC:			
Gain on disposal of Boss Manufacturing and Boss Canada ULC	**$ 17,604**		
Decrease in assets:			
Accounts receivable	**6,358**		
Inventory	**12,092**		
Prepaid expenses and other	**214**		
Intangibles	**124**		
(Decrease) in liabilities:			
Accounts payable	**(662)**		
Accrued expenses	**(1,373)**		
	$ 34,357		
Consideration received:			
Cash	**$ 23,657**		
Holdback payment	**700**		
Investment	**10,000**		
	$ 34,357		

See notes to consolidated financial statements.

Note 1. Nature of Business and Significant Accounting Policies

Nature of business: Boss Holdings, Inc. and its subsidiaries (the Company) are engaged in the import, marketing and distribution of gloves, boots, rainwear, pet supplies and cell phone accessories, as well as custom imprinting of inflatable and other products for the advertising specialties industry. Customers, located throughout the world, include retailers ranging from convenience stores to mass merchandisers and various commercial users. The Company sells its products primarily through distributors and manufacturers' representatives and by direct marketing to consumers through an ecommerce website.

In December 2019, the Company sold certain assets and liabilities of its gloves, boots and rainwear segment and ceased conducting business in this segment (see Note 14).

Significant accounting policies:

Principles of consolidation: The accompanying financial statements include the accounts of Boss Holdings, Inc. (BHI), and its wholly owned subsidiary, Boss Manufacturing Holdings, Inc. (BMHI) and subsidiaries comprised of Boss Manufacturing Company, Boss Tech Products, Inc., Galaxy Balloons, Inc., Boss Canada Holdings LLC and its subsidiary Boss Canada ULC, Boss Pet Products, Inc. and Ponte Pet Inc. (collectively, the Company). All significant intercompany balances and transactions have been eliminated in the financial statements.

During December 2019, the Company merged Ponte Pet Inc. into Boss Pet Products, Inc.

Fiscal year: The Company maintains a 52/53-week year ending on the last Saturday of the calendar year. Years 2019, 2018 and 2017 contained 52, 52 and 52 weeks, respectively.

Use of estimates in the preparation of financial statements: 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 disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Cash and cash equivalents: Cash and cash equivalents consist of cash on hand, time deposits and liquid debt instruments such as commercial paper with maturities of three months or less from the date of purchase.

Accounts receivable: Accounts receivable are carried at the transaction price. Accounts receivable are written off when deemed uncollectible. Recoveries of trade receivables previously written off are recorded when received.

An account is considered to be past due if any portion of the receivable balance is past due more than 30 days. The total provision for bad debts charged to expense, net of recoveries was \$326, \$26 and \$(5) for the periods ended 2019, 2018 and 2017, respectively. The portion of the provision for bad debts charged to expense, net of recoveries, which is included in income from discontinued operations, was \$69, \$23 and \$(4) for the periods ended 2019, 2018 and 2017, respectively.

Note 1. Nature of Business and Significant Accounting Policies (Continued)

Revenue recognition: The Company recognizes revenue from product sales when control of the products are transferred to its customers. Control is generally transferred when the Company has a present right to payment and the significant risks and rewards of ownership are transferred. For most of the Company's net sales, control transfers when products are shipped. The Company has elected to treat shipping and handling performed after control has transferred to customers as a fulfillment activity. Due to the nature of its business, contracts with customers are generally entered into for a period of less than one year.

Management records estimated reductions to revenue for various customer programs and incentive offerings primarily in the consumer market of the work gloves and protective wear segment and pet supplies segment.

These programs include the following:

- Rebates and other volume-based incentives—The Company provides rebates and other volume based incentives to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. The Company records a revenue reduction and associated accrued liability each period based on the estimated rebate total. Rebates paid then reduce the accrued liability. To estimate the variable consideration for the expected future rebates and incentives, the Company applies the expected value method for the contracts.

- Terms discounts—The Company offers cash discounts to certain customers, recorded as revenue reductions in each period with an associated accounts receivable allowance. To estimate the variable consideration for the expected future cash discounts, the Company applies the expected value method for the contracts.

- Cooperative advertising and marketing allowances—The Company supports certain customer advertising and marketing initiatives to promote product sales primarily at retail sites. This consideration payable to customers is determined on a per contract basis and recorded as a reduction of the transaction price upon the latter of (a) when revenue for the related products transferred to the customers is recognized or (b) when consideration is paid or promised to the customer.

- To a lesser extent, the Company occasionally utilizes additional incentives to increase market share such as buying back a competitor's inventory from a new customer, offering conversion allowances and providing other new customer incentives. Such methods are common in certain retail industry channels. This consideration payable to customers is determined on a per contract basis and recorded as a reduction of the transaction price upon the latter of (a) when revenue for the related products transferred to the customers is recognized or (b) when consideration is paid or promised to the customer.

As of December 28, 2019 and December 29, 2018, the Company's accrual for customer advertising and promotional activities totaled $603 and $1,281, respectively. The Company has received no material allowances or credits from any vendors in connection with the purchase or promotion of such vendor's products.

The Company has elected to record revenue net of taxes collected from customers that are remitted to governmental authorities, with the collected taxes recorded within other current liabilities until remitted to the relevant government authority.

(Dollars in Thousands, Except Per Share Data)

Note 1. Nature of Business and Significant Accounting Policies (Continued)

Disaggregated revenue: Net sales disaggregated by significant product segments for the respective periods were as follows:

	Periods Ended		
	December 28, 2019	December 29, 2018	December 30, 2017
Net sales from continuing operations:			
Pet supplies	$ 37,280	$ 22,054	$ 6,203
Cell phone accessories, custom imprinting and promotional products	17,583	22,711	25,360
	$ 54,863	$ 44,765	$ 31,563
Net sales from discontinued operations:			
Work gloves and protective wear	$ 30,266	$ 32,295	$ 30,749

Cost of sales: The Company's cost of sales includes all costs incident to purchasing goods for sale, transporting them from the supplier to Company facilities, warehousing and shipping goods to the customer. Such costs include product cost, inbound freight, duty, brokerage fees and storage costs as well as shipping and handling costs associated with outbound shipments to customers.

Warranty costs and returns: The Company provides for estimated warranty costs and returns at the time of sale. Accrued costs of assurance-type warranty obligations and returns are classified as accrued liabilities and are immaterial to the financial statements as a whole.

Inventories: Pet supplies inventories are valued using the weighted average method, while all other inventories are valued at the lower of cost or net realizable value using primarily the first-in, first-out (FIFO) method. The Company provides estimated inventory allowances for excess, slow moving and obsolete inventory whose carrying value is in excess of net realizable value. Inventories consist of finished goods for the periods presented.

Marketable equity securities: Management determines the appropriate classification of marketable securities at the time of purchase and reviews such designation as of each balance sheet date. Marketable equity securities are stated at fair value and realized and unrealized gains and losses are included in net income (loss) from continuing operations. The Company uses the specific identification method of computing realized gains and losses. Purchases and sales are recorded on the trade date. The Company's securities portfolio was in an unrealized loss position of approximately $(741) and $(658) as of December 28, 2019 and December 29, 2018, respectively.

(Dollars in Thousands, Except Per Share Data)

Note 1. Nature of Business and Significant Accounting Policies (Continued)

Property and equipment and depreciation: Property and equipment is recorded at historical cost, net of accumulated depreciation. Property and equipment acquired in business combinations is stated at fair value at the date of acquisition and is depreciated over their remaining useful lives. The Company provides for depreciation generally using the straight-line method over the following estimated useful lives:

	Years
Machinery and equipment	7
Office furniture and equipment	3-7
Buildings and improvements	10-39

Total depreciation expense was $1,077, $882 and $519 for 2019, 2018 and 2017, respectively. The portion of depreciation included in income from discontinued operations was $279, $330, and $341 for 2019, 2018 and 2017, respectively.

Business combination: Identifiable assets acquired and liabilities assumed in a business combination are recorded at fair value at the acquisition date. Management estimates fair value based on assumptions they believe to be reasonable. These estimates are based on historical experience and information obtained from management of the acquired entities. Acquisition-related costs are expensed as operating expenses when incurred and when the related services have been received. Acquisition-related costs totaled approximately none, $277 and $45 for the periods ended December 28, 2019, December 29, 2018 and December 30, 2017, respectively. There were no significant acquisition-related costs included in income from discontinued operations for the periods ended 2019, 2018 or 2017.

Goodwill and other intangibles: Goodwill represents the excess of purchase price over the fair value of the identifiable net assets acquired. In accordance with *FASB Accounting Standards Codification* (ASC) Topic 350, goodwill is not amortized and, instead, is evaluated for impairment at least annually. The Company performs its impairment test in December each year. Other intangible assets are recorded at cost and amortized over their estimated useful lives (see Note 10).

Long-lived assets are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The estimated future cash flows are based upon, among other things, assumptions about expected future operating performance, and may differ from actual cash flows. If the sum of the projected undiscounted cash flows (excluding interest) is less than the carrying value of the assets, the assets will be written down to the estimated fair value in the period in which the determination is made.

(Dollars in Thousands, Except Per Share Data)

Note 1. Nature of Business and Significant Accounting Policies (Continued)

The cost and accumulated amortization of other intangible assets as of December 28, 2019 and December 29, 2018, are as follows:

	2019			
	Estimated Life (Years)	Cost	Accumulated Amortization	Net Book Value
Customer lists	5	$ 493	$ 249	$ 244
Customer lists	2	580	483	97
Noncompete	5	41	8	33
Trademarks	5	176	138	38
Product certifications	5	475	249	226
Product certifications	4	18	18	-
		$ 1,783	$ 1,145	$ 638

	2018			
	Estimated Life (Years)	Cost	Accumulated Amortization	Net Book Value
Customer lists	5	$ 526	$ 144	$ 382
Customer lists	2	580	193	387
Noncompete	5	41	1	40
Trademarks	5	349	301	48
Product certifications	5	722	275	447
Product certifications	4	18	18	-
		$ 2,236	$ 932	$ 1,304

Estimated future amortization of intangible assets is as follows:

Periods ending:	
December 26, 2020	$ 304
December 25, 2021	191
December 31, 2022	114
December 30, 2023	23
December 28, 2024	6
	$ 638

Concentrations of credit risk: The Company’s financial instruments that are exposed to concentrations of credit risk consist primarily of cash, cash equivalents and accounts receivable.

The Company places its cash and temporary cash investments with high credit quality financial institutions. The combined account balances at each institution periodically exceed federally insured limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.

Note 1. Nature of Business and Significant Accounting Policies (Continued)

The Company's management has established certain credit requirements that its customers must meet before sales credit is extended. The Company generally does not require collateral, but monitors the financial condition of its customers to help ensure collections and to minimize losses. Historically, the Company has not experienced significant losses related to accounts receivable from individual customers or from groups of customers in any geographic area.

Foreign currency translation: Financial statements of the Company's Canadian subsidiary are translated into U.S. dollars using fiscal year-end exchange rates for assets and liabilities, and average exchange rates during the year for the results of operations. Translation adjustments of the Canadian accounts are reported as a separate component of other comprehensive income (loss) within stockholders' equity. Exchange rate adjustments related to foreign currency transactions are recognized in comprehensive income (loss).

Income taxes: The Company accounts for income taxes using the asset and liability method. Under this method, deferred income tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using enacted tax rates applied to taxable income. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company accounts for stock options using the tax-law-ordering approach, which recognizes an excess tax benefit when a stock option deduction is used on the company's tax return, before an NOL or another tax attribute. A valuation allowance is provided for deferred income tax assets when it is more likely than not that the asset will not be realized.

Advertising costs: The Company generally expenses the production costs of advertising the first time advertising takes place. Costs of trade shows and developing advertising materials are expensed at the time of the trade shows or as the advertising materials are produced and distributed to customers. Total advertising expense for 2019, 2018 and 2017 was $2,125, $1,848 and $1,576, respectively. Advertising expense included in income from discontinued operations was $925, $898, and $837 for the periods ended 2019, 2018 and 2017, respectively.

Stock based compensation: The Company calculates stock-based compensation by estimating the fair value of each option using the Black-Scholes option-pricing model. The Company's determination of fair value of share-based payment awards is made as of their respective dates of grant using that option-pricing model and is affected by the Company's stock price as well as a number of subjective assumptions. These variables include, but are not limited to, the Company's expected stock price volatility over the term of the awards and actual and projected employee stock option exercise behavior. The expected term of options granted is derived from historical data on employee exercises and post-vesting employment termination behavior. The risk-free rate selected to value any particular grant is based on the U.S. Treasury rate that corresponds to the pricing term of the grant effective as of the date of the grant. The expected volatility is based on the historical volatility of the Company's stock price. These factors, as they pertain to future grants, could change in the future, affecting the determination of stock-based compensation expense in future periods.

Earnings per share: Basic net earnings per common share are based upon the weighted average number of common shares outstanding during the period. Diluted net earnings per common share is based upon the weighted average number of common shares outstanding plus dilutive potential common shares, including options outstanding during the period.

Note 1. Nature of Business and Significant Accounting Policies (Continued)

Subsequent events: The Company has evaluated subsequent events through June 25, 2020, the date on which the financial statements were issued, in preparing the financial statements and notes thereto.

On January 30, 2020, the World Health Organization declared the coronavirus outbreak a "Public Health Emergency of International Concern" and on March 11, 2020, declared it to be a pandemic. Actions taken around the world to help mitigate the spread of the coronavirus include restrictions on travel, quarantines in certain areas, and forced closures for certain types of public places and businesses. The coronavirus and actions taken to mitigate it have had and are expected to continue to have an adverse impact on the economies and financial markets of many countries, including the geographical areas in which the Company operates. While it is unknown how long these conditions will last and what the complete financial effect will be to the Company, the Company is expecting to experience a decline in revenue. Due to the markets in which the Company conducts operations, it is reasonably possible the Company is vulnerable to the risk of a near-term severe impact. Additionally, it is reasonably possible that estimates made in the financial statements have been, or will be, materially and adversely impacted in the near term as a result of these conditions.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security (CARES) Act was signed into law. The CARES Act includes several significant provisions for corporations including increasing the amount of deductible interest under section 163(j), allowing companies to carryback certain NOLs, and increasing the amount of NOL that corporations can use to offset income. These changes may have significant effects on a company's provision for income taxes, especially where companies have NOLs or section 163(j) carryforwards and a valuation allowance against some of their deferred tax assets. Under ASC 740, the Company should include the effects of any tax law changes in the period of enactment, therefore, the impacts of the CARES Act will be reflected in the tax provision for the period ending December 26, 2020.

New and pending accounting pronouncements: In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. The guidance in this ASU supersedes the leasing guidance in Topic 840, *Leases*. Under the new guidance, lessees are required to recognize lease assets and lease liabilities on the balance sheet for all leases with terms longer than 12 months. Leases are classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement. In July 2018, the FASB issued ASU 2018-10, *Codification Improvements to Topic 842, Leases*, which makes narrow scope improvements to the standard for specific issues. In July 2018, the FASB also issued ASU 2018-11, *Leases (Topic 842): Targeted Improvements*, which provided an optional transition method allowing the standard to be applied at the adoption date.

An entity may adopt the guidance either (1) retrospectively to each prior reporting period presented in the financial statements with a cumulative-effect adjustment recognized at the beginning of the earliest comparative period presented or (2) retrospectively at the beginning of the period of adoption through a cumulative-effect adjustment. Effective December 30, 2018, the Company adopted ASU 2018-10, *Leases (Topic 842): Targeted Improvements*, and all related amendments, using the modified retrospective method and did not apply the standard to comparative periods presented. Upon adoption of ASC 842, Leases, the Company determined there was a $106 adjustment to accumulated (deficit) as of December 30, 2018. See Note 13 for further details.

Note 1. Nature of Business and Significant Accounting Policies (Continued)

In January 2017, the FASB issued ASU 2017-04, *Intangibles—Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*. The ASU simplifies the measurement of goodwill impairment by eliminating the requirement that an entity compute the implied fair value of goodwill based on the fair values of its assets and liabilities to measure impairment. Instead, goodwill impairment will be measured as the difference between the fair value of the reporting unit and the carrying value of the reporting unit. The ASU also clarifies the treatment of the income tax effect of tax-deductible goodwill when measuring goodwill impairment loss. ASU 2017-04 will be effective for the Company for its fiscal year beginning on December 27, 2020. ASU 2017-04 must be applied prospectively with early adoption permitted. The Company is currently evaluating the impact of the adoption of this guidance on its consolidated financial statements.

Note 2. Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The fair value guidance issued by the FASB requires the use of valuation techniques that are consistent with the market approach, the income approach and/or the cost approach. Inputs to valuation techniques refer to the assumptions that market participants would use in pricing the asset or liability. Inputs may be observable, meaning those that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from independent sources, or unobservable, meaning those that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. In that regard, the fair value guidance establishes a fair value hierarchy for valuation inputs that give the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a reporting entity’s own assumptions about the assumptions that market participants would use in pricing an asset or liability.

There have been no changes in valuation techniques for any assets or liabilities measured at fair value during the period ended December 28, 2019 or December 29, 2018.

Marketable equity securities consist of common shares in a publicly-traded company, with respect to which the Company is an affiliate as defined by the Securities Act of 1933 (Title 17, United States Code of Federal Regulations, Section 230) (the Act). Under the Act, the Company was constructively prohibited from selling these shares in a public market until May 2018, with the exception of certain shares comprising approximately 20% of the Company’s holding as of December 28, 2019 and December 29, 2018, which are held within a Section 240.10b5-1 plan permitting their sale provided certain price limits are met during the period of February 2018 through 2020.

(Dollars in Thousands, Except Per Share Data)

Note 2. Fair Value Measurements (Continued)

The Company's marketable equity securities are carried at fair value on a recurring basis based on quoted market prices. Due to one of the restrictions under the Act expiring during 2018, approximately 80% of the marketable equity securities were transferred from Level 2 to Level 1 of the fair value hierarchy during 2018. The remaining 20% of the marketable equity securities are classified as Level 2 given the restriction on the ability to trade these securities. There were no transfers of assets or liabilities between Levels 1, 2 and 3 of the fair value hierarchy during the period ended December 28, 2019.

The investments of the Company are exposed to various risks such as interest rate, market and credit. Due to the level of risk associated with such investments and the level of uncertainty related to changes in the value of such investments, it is at least reasonably possible that changes in risks in the near term would materially affect investment balances and the amounts reported in the financial statements.

Note 3. Property and Equipment

Property and equipment as of December 28, 2019 and December 29, 2018, is as follows:

	2019	2018
Land	$ 410	$ 410
Machinery and equipment	3,534	3,352
Buildings and improvements	2,799	2,756
Office furniture and equipment	6,173	6,075
Construction in progress	474	91
	13,390	12,684
Less accumulated depreciation	9,529	8,464
	$ 3,861	$ 4,220

Note 4. Long-Term Debt

Long-term debt as of December 28, 2019 and December 29, 2018, is as follows:

	2019	2018
BHI revolving line of credit (A)	$ -	$ -
BHI term note (A)	-	4,000
Capital lease obligations with various lending agencies	-	3
	-	4,003
Less current maturities	-	202
	$ -	$ 3,801

(A) Effective September 14, 2018, the Company amended and restated its loan and security agreement (Credit Agreement) with a commercial bank. The revised Credit Agreement provided a revolving credit facility up to $7,500 and matured September 30, 2019. Interest was payable monthly at the bank's prime rate or, at the Company's option, the applicable LIBOR plus 1.00% on tranches requested. The Company incurred an unused line fee of 1/8% per annum on the unused portion of the credit facility. As of December 29, 2018, the Company did not have any borrowings on the revolving credit facility. Upon maturity in September 2019, the agreement was not renewed.

Note 4. Long-Term Debt (Continued)

Concurrently with the execution of the amended and restated Credit Agreement entered in September 2018, the Company borrowed $4,000 in the form of a term note under the terms and conditions of the amended and restated Credit Agreement. The balance of this loan was paid in full in 2019.

The amended and restated Credit Agreement included certain restrictive covenants and required maintenance of certain financial ratios including a total debt to EBITDA ratio and fixed charge coverage ratio. The Company's accounts receivable and inventories secured the credit facility.

Note 5. Commitments and Contingencies

Licensing: During 2002, the Company entered into license agreements for the use of certain trademarks in its products, which requires the payment of guaranteed or minimum royalties. The Company incurred total royalties of $677, $642 and $579 in 2019, 2018 and 2017, respectively. Royalty expense included in income from discontinued operations was $550, $560, and $543 for the periods ended 2019, 2018 and 2017, respectively. The Company has extended certain agreements for the payment of royalties through 2022, with minimum obligations of $110, $120, and $130 in 2020, 2021 and 2022, respectively.

Litigation: The Company is a party to various legal actions incident to the normal operation of its business. These lawsuits primarily involve claims for damages arising out of commercial disputes, all of which actions are being defended by one or more of the Company's products liability insurers. Management believes the ultimate disposition of these matters should not materially impact the Company's consolidated financial position, operations or liquidity.

Note 6. Stock Options

In 2004, an equity-based incentive program was adopted allowing the issuance of up to 150,000 shares of common stock in the form of any of the following: stock options, stock appreciation rights, performance based stock awards and restricted stock units. The 2004 plan has expired such that no new grants can be made, but 10,000 options were exercised under the 2004 plan in 2017. In 2015, the Company adopted a new equity-based incentive program allowing future issuance of up to 200,000 shares of common stock utilizing the same types of equity grants as permitted under the 2004 plan. During 2019, the 2015 equity-based incentive program was amended to increase the maximum number of shares for issuance from 200,000 to 275,000 shares. As of December 28, 2019, 95,000 options remain outstanding and unexercised under the 2015 plan, including 95,000 options that were granted in 2019.

(Dollars in Thousands, Except Per Share Data)

Note 6. Stock Options (Continued)

50% of the options granted in 2019 vested immediately and the remaining portion vest six months after the grant date. Stock option transactions are summarized as follows:

	Periods Ended					
	December 28, 2019		December 29, 2018		December 30, 2017	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Outstanding, beginning	2,500	$ 12.12	2,500	$ 12.12	12,500	$ 7.39
Granted	95,000	15.75	-	-	-	-
Exercised	(2,500)	12.12	-	-	(10,000)	15.00
Expired	-	-	-	-	-	-
Outstanding, ending	95,000	15.75	2,500	12.12	2,500	12.12
Options exercisable, end of year	95,000	$ 15.75	2,500	$ 12.12	2,500	$ 12.12

Note 7. Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share:

	Periods Ended		
	December 28, 2019	December 29, 2018	December 30, 2017
Numerator, earnings (loss) attributable to common stockholders:			
Continuing operations	$ (2,581)	$ (3,181)	$ 609
Discontinued operations	12,579	1,098	2,301
Denominator:			
Basic-weighted average common shares outstanding	1,986,157	1,986,118	1,987,447
Dilutive effect of employee stock options	1,386	691	1,507
Diluted outstanding shares	1,987,543	1,986,809	1,988,954
Basic earnings (loss), per common share:			
Continuing operations	$ (1.30)	$ (1.60)	$ 0.31
Discontinued operations	6.33	0.55	1.15
Basic earnings (loss), per common share	$ 5.03	$ (1.05)	$ 1.46
Diluted earnings (loss), per common share:			
Continuing operations	$ (1.30)	$ (1.60)	$ 0.31
Discontinued operations	6.33	0.55	1.15
Diluted earnings (loss), per common share	$ 5.03	$ (1.05)	$ 1.46

(Dollars in Thousands, Except Per Share Data)

Note 8. Related-Party Transactions

During 2019, 2018 and 2017, compensation, fees and expense reimbursements paid to directors or their affiliates totaled $1,094, $1,536 and $685, respectively.

Note 9. Business Combinations

In March 2018, the Company acquired certain assets of a third-party manufacturer and distributor of novelty sunglasses in connection with the advertising specialties business segment in exchange for cash consideration of approximately $159.

In April 2018, the Company acquired substantially all assets of a third-party pet products distributor through an assignment for the benefit of creditors (ABC) proceeding in which the Company paid cash consideration of approximately $6,334 to acquire the assets. In addition, the Company assumed certain specified liabilities incurred during the ABC administration period.

In November 2018, the Company acquired certain assets of a third-party marketer and distributor of personalized drinkware for the advertising specialties segment for cash consideration of approximately $180.

The following table summarizes the fair values of the assets acquired and liabilities assumed at the acquisition date:

	A	B	C	Total
Consideration, cash	$ 159	$ 6,334	$ 180	$ 6,673
Fair value of total consideration transferred	$ 159	$ 6,334	$ 180	$ 6,673
Recognized amounts of identifiable assets acquired and liabilities assumed:				
Accounts receivable	$ 6	$ 1,874	$ -	$ 1,880
Inventories	33	2,580	-	2,613
Prepaid expenses and other	37	256	-	293
Property and equipment	2	1,706	119	1,827
Customer lists	81	580	20	681
Noncompete	-	-	41	41
Accounts payable	-	(434)	-	(434)
Accrued expenses	-	(228)	-	(228)
	$ 159	$ 6,334	$ 180	$ 6,673

Note 10. Goodwill and Intangible Assets

In connection with its purchase of Galaxy, the Company recorded goodwill of $2,853. Goodwill represents the excess of purchase price and related costs over the value assigned to the net tangible and identifiable intangible assets of the business acquired. The Company does not amortize the goodwill associated with an acquisition since it has an indefinite life. In July 2012, the FASB issued guidance to amend and simplify the rules related to testing indefinite-lived intangible assets, including goodwill, for impairment. The revised guidance permits an entity to first assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that the indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, an entity concludes that it is unlikely that the indefinite-lived intangible asset is impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of the indefinite-lived intangible asset and perform the quantitative impairment test by comparing the fair value with the carrying amount. The determination of the reporting unit is based on the Company's organizational structure and the financial information that is provided to and reviewed by the chief operating decision maker.

The Company's goodwill impairment evaluation as of December 28, 2019, December 29, 2018 and December 30, 2017 indicated that its goodwill was not impaired.

The Company's evaluation used significant assumptions including: expected future revenue and expense growth rates, cost of capital, discount rate and forecasted capital expenditures. The projections for the Company's goodwill impairment evaluation as of December 28, 2019, assume continued sales growth for Galaxy and stable income from operations. Assumptions and estimates about future cash flows and discount rates are complex and may be subjective. They can be affected by a variety of external and internal factors. Management believes the assumptions and estimates made in these evaluations were reasonable and appropriate, however, different assumptions and estimates could materially impact the projected earnings.

(Dollars in Thousands, Except Per Share Data)

Note 11. Income Taxes

The Company records income taxes based on its consolidated tax return. Current and deferred federal and state tax expense (benefit) is as follows:

	Periods Ended December 28, 2019	Periods Ended December 29, 2018	Periods Ended December 30, 2017
Current income tax expense (benefit):			
Federal	$ (442)	$ (64)	$ 747
State and local	144	42	57
	(298)	(22)	804
Deferred income tax expense (benefit):			
Federal	(193)	(511)	262
State and local	(59)	(57)	(4)
	(252)	(568)	258
Total income tax expense (benefit) for continuing operations	$ (550)	$ (590)	$ 1,062
Current income tax expense (benefit):			
Federal	$ 1,118	$ 64	$ (940)
State and local	128	(19)	(13)
	1,246	45	(953)
Deferred income tax expense (benefit):			
Federal	2,202	(42)	292
State and local	678	(4)	(27)
	2,880	(46)	265
Total income tax expense (benefit) for discontinued operations	$ 4,126	$ (1)	$ (688)

Income taxes recorded by the Company differ from the amounts computed by applying the statutory U.S. federal income tax rate to net earnings before income taxes. The following schedule reconciles income tax expense at the statutory rate and the actual income tax expense as reflected in the consolidated statements of comprehensive income for the respective periods:

	Periods Ended December 28, 2019	Periods Ended December 29, 2018	Periods Ended December 30, 2017
Income tax expense (benefit) computed at the U.S. corporate tax rate	$ 2,850	$ (561)	$ 1,117
Adjustments attributable to:			
State income taxes, net of the federal benefit	705	(30)	9
Nondeductible expenses	14	-	-
Effect of foreign operations	-	-	(948)
Deferred tax expense resulting from enacted rate changes	-	-	197
Other	7	-	(1)
Total income tax expense (benefit)	$ 3,576	$ (591)	$ 374

(Dollars in Thousands, Except Per Share Data)

Note 11. Income Taxes (Continued)

The temporary differences result in a net deferred tax liability as of December 28, 2019 and a net deferred income tax asset that is reduced by a related valuation allowance as of December 29, 2018, summarized as follows:

	December 28, 2019	December 29, 2018
Deferred income tax assets:		
Accounts receivable	$ -	$ 55
Accruals	-	54
Compensation related	323	129
Inventories	406	473
Intangibles	637	409
Net operating loss carryforward	-	272
Tax credit carryforwards	-	36
Gross deferred tax assets	1,366	1,428
Less valuation allowance	-	36
Deferred income tax assets	1,366	1,392
Deferred income tax liabilities:		
Investments	2,600	-
Property and equipment	329	327
Deferred income tax liabilities	2,929	327
Net deferred income tax assets (liabilities)	$ (1,563)	$ 1,065

The Company follows FASB guidance related to *Accounting for Uncertainty in Income Taxes.* This guidance clarifies the criteria that an individual tax position must satisfy for some or all of the benefits of that position to be recognized in a company's financial statements. The guidance also prescribes a recognition threshold of more-likely-than-not, and a measurement attribute for all tax positions taken or expected to be taken on a tax return, in order for those tax positions to be recognized in the financial statements. The application of this guidance had no impact on the Company's financial statements.

During 2019, 2018 and 2017, there were no settlements with state taxing authorities. The Company is generally no longer subject to state, local and foreign income tax examinations by tax authorities for years prior to 2015, and no longer subject to U.S. federal income tax examinations for years prior to 2016. The Company recognizes interest and penalties related to income tax matters in the provision for income taxes. All unrecognized tax benefits, if recognized, would affect the effective tax rate. The liability for unrecognized tax benefits includes accrued interest for tax positions, which either do not meet the more-likely-than-not recognition threshold or where the tax benefit is measured at an amount less than the tax benefit claimed or expected to be claimed on an income tax return.

On December 22, 2017, the President of the United States signed into law the Tax Cuts and Jobs Act tax reform legislation. This legislation makes significant changes in U.S. tax law including a reduction in the corporate tax rates, changes to net operating loss carryforwards and carrybacks, and a repeal of the corporate alternative minimum tax. The law is required to be accounted for in the period of enactment. The legislation reduced the U.S. corporate tax rate from the rate of 34% to 21% for fiscal year 2018. Deferred tax assets and liabilities are adjusted for the effects of the changes in tax laws and rates on the date of enactment. During the period ended December 30, 2017, tax expense was increased by approximately $197 as a result of a change in the federal tax rate enacted on December 22, 2017, which resulted in a reduction of net deferred tax assets.

Note 12. Major Customer

In 2018 and 2017, the Company had a concentration of sales to one customer. Management defines a material concentration as having sales that account for 10% or more of the Company's net sales. Total net sales for the periods ended December 29, 2018 and December 30, 2017 with the Company's single major customer were $7,851 and $10,805, respectively. Net sales included in income from discontinued operations were $1,030 and $726 for the periods ended December 29, 2018 and December 30, 2017, respectively. The trade receivable amounts due from the same customer as of December 29, 2018 and December 30, 2017 were $3,080 and $2,202, respectively, of which $72 and $139 were included in current assets held for sale. For the period ended December 28, 2019, there was no material concentration of sales to one customer.

Note 13. Leases

As described in Note 1, during the period ended December 28, 2019, the Company adopted ASC 842, Leases. The Company determines if an arrangement contains a lease at its inception. The Company leases certain industry equipment and office and operating facilities. For leases with a term greater than 12 months, the Company records the related right-of-use assets and liabilities at the present value of lease payments over the term of the lease and classifies the lease as operating or financing. Lease payments are discounted using either the rate implicit in the lease (if readily determinable) or the Company's incremental borrowing rate for a similar lending arrangement. The Company combines lease and nonlease components into a single lease component for its real estate and equipment leases.

Certain leases include renewal, termination or purchase options. Under ASC Topic 842, the lease term at the lease commencement date is determined based on the noncancellable period for which the Company has the right to use the underlying asset, together with any periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option, and periods covered by an option to extend (or not to terminate) the lease in which the exercise of the option is controlled by the lessor. The Company considered a number of factors when evaluating whether the options in its lease contracts were reasonably certain of exercise, such as length of time before option exercise, expected value of the leased asset at the end of the initial term, importance of the lease to overall operations, costs to negotiate a new lease and any contractual or economic penalties.

Operating leases result in a straight-line lease expense, while finance leases result in a front-loaded expense pattern.

The Company elected not to apply the recognition requirements of ASC 842 to short-term leases. The Company recognizes short-term lease payments on a straight-line basis over the lease term. The Company also elected the package of transition provisions available that allowed carryforward of the historical assessment of whether contracts are or contain leases, lease classification, and initial direct costs.

Upon adoption, the Company recognized right-of-use assets and lease liabilities for operating leases in the amount of $3,359 and $3,465, respectively.

(Dollars in Thousands, Except Per Share Data)

Note 13. Leases (Continued)

The amounts relating to the Company's lease costs included in the consolidated statement of comprehensive income for the period ended December 28, 2019 are as follows:

Operating lease cost (A)	$	1,180
Finance lease cost:		
Amortization of right of use assets		22
Interest on lease obligations		5
	$	1,207

(A) Operating lease costs includes other short-term rental arrangements of approximately $153.

Total rent expense under office and facilities and equipment leases was $1,124 and $445 for 2018 and 2017, respectively. Rent expense included in income from discontinued operations was $86 and $102 for the periods ended 2018 and 2017, respectively.

Other information		December 28, 2019
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	$	996
Operating cash flows from financing leases		5
Financing cash flows from financing leases		20
Right-of-use assets obtained in exchange for new finance lease liabilities		131

As of December 28, 2019, the weighted average remaining lease term for all operating leases is 2.9 years and weighted average discount rate is 5.7%. The weighted average remaining lease term for all finance leases is 4.1 years and weighted average discount rate is 5.5%.

The annual lease obligations at December 28, 2019 are as follows:

		Operating Leases		Finance Leases
Periods ending:				
December 26, 2020	$	1,045	$	33
December 25, 2021		926		33
December 31, 2022		749		24
December 30, 2023		146		21
December 28, 2024		-		12
Total undiscounted lease obligations		2,866		123
Less the amount representing interest		(210)		(12)
Net lease obligations	$	2,656	$	111

(Dollars in Thousands, Except Per Share Data)

Note 14. Discontinued Operations

In April 2014, the FASB issued ASU 2014-08, *Presentation of Financial Statements (Topic 205) and Property, Plant and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*, which changed the criteria for reporting discontinued operations. Under ASU 2014-08, only disposals representing a strategic shift that has (or will have) a major effect on an entity's operations and financial results should be presented as discontinued operations.

On December 4, 2019, Boss Manufacturing Company and Boss Canada ULC sold certain of their operating assets relating to the gloves, boots and rainwear segment and transferred certain liabilities to third parties related under common ownership (Purchasers). Simultaneously with the sale of the assets and the transfer of such liabilities, Boss Manufacturing Company also contributed certain of its assets with no carrying value to the Purchasers' parent in exchange for 3,931.02 Class A2 Units of the Purchasers' parent with a fair value of $10,000. The fair value of the consideration received in exchange for the net assets sold was comprised of cash received of $24,357 compared to a net carrying value of such net assets totaling $16,753. The gain resulting from these transactions totaling $17,604 is included in income from discontinued operations on the accompanying statement of comprehensive income for the period ended December 28, 2019.

In conjunction with the transactions described above, Boss Manufacturing Company and Boss Canada ULC entered into a transition services agreement with the Purchasers that resulted in a $1,119 receivable due from the Purchasers and a $1,550 payable due to the Purchasers as of December 28, 2019.

Certain assets and liabilities of Boss Manufacturing Company and Boss Canada ULC as of December 29, 2018 have been reclassified to assets and liabilities held for sale in the accompanying consolidated balance sheets.

Following is a reconciliation of the major line items constituting income from discontinued operations included in the accompanying consolidated statements of comprehensive income (loss):

	2019	2018	2017
Net sales	$ 30,266	$ 32,296	$ 30,749
Cost of sales	22,292	23,576	22,275
Gross profit	7,974	8,720	8,474
Operating expenses	8,492	7,626	6,879
Operating income	(518)	1,094	1,595
Other income (expenses):			
Interest expense	(6)	(1)	(1)
Other	(375)	4	19
Gain on disposal of Boss Manufacturing and Boss Canada ULC	17,604	-	-
Income from discontinued operations	16,705	1,097	1,613
Income tax expense (benefit)	4,126	(1)	(688)
Income from discontinued operations, net of tax	$ 12,579	$ 1,098	$ 2,301

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