

JOINT Corp  
Form 10-Q  
May 15, 2015

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2015

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-36724

The Joint Corp.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or  
organization)

90-0544160  
(IRS Employer Identification No.)

16767 N. Perimeter Drive, Suite 240, Scottsdale  
Arizona  
(Address of principal executive offices)

85260  
(Zip Code)

(480) 245-5960  
(Registrant's telephone number, including area code)

N/A  
(Former name, former address and former fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act (Check one):

|                         |                          |                           |                                     |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer         | <input type="checkbox"/>            |
| Non-accelerated filer   | <input type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.) Yes  No

As of May 8, 2015, the registrant had 9,621,581 shares of Common Stock (\$0.001 par value) outstanding.

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THE JOINT CORP.  
FORM 10-Q

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## PART I: FINANCIAL INFORMATION

## ITEM 1. UNAUDITED FINANCIAL STATEMENT

THE JOINT CORP. AND SUBSIDIARY  
CONDENSED CONSOLIDATED BALANCE SHEETS

| ASSETS  | March 31,<br>2015<br>(unaudited) | December 31,<br>2014<br>(audited) |
|---|----------------------------------|-----------------------------------|
| Current assets:   |                                  |                                   |
| Cash and cash equivalents   | \$17,082,930                     | \$20,796,783                      |
| Restricted cash   | 338,561                          | 224,576                           |
| Accounts receivable, net  | 775,669                          | 704,905                           |
| Income taxes receivable   | 395,814                          | 395,814                           |
| Note receivable - current portion   | 24,598                           | 27,528                            |
| Deferred franchise costs - current portion  | 579,800                          | 622,800                           |
| Deferred tax asset - current portion  | 208,800                          | 208,800                           |
| Prepaid expenses and other current assets   | 80,326                           | 375,925                           |
| Total current assets  | 19,486,498                       | 23,357,131                        |
| Property and equipment, net   | 1,587,544                        | 1,134,452                         |
| Note receivable   | 27,942                           | 31,741                            |
| Deferred franchise costs, net of current portion  | 2,432,900                        | 2,574,450                         |
| Intangible assets, net  | 1,084,583                        | 153,000                           |
| Goodwill  | 1,821,040                        | 636,104                           |
| Deposits and other assets   | 86,051                           | 585,150                           |
| Total assets  | \$26,526,558                     | \$28,472,028                      |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>   |                                  |                                   |
| Current liabilities:  |                                  |                                   |
| Accounts payable and accrued expenses   | \$1,575,614                      | \$1,271,405                       |
| Co-op funds liability   | 298,561                          | 186,604                           |
| Payroll liabilities   | 627,467                          | 617,944                           |
| Note payable - current portion  | 115,000                          | -                                 |
| Deferred rent - current portion   | 98,053                           | 93,398                            |
| Deferred revenue - current portion  | 2,008,106                        | 1,957,500                         |
| Other current liabilities   | 41,575                           | 50,735                            |
| Total current liabilities   | 4,764,376                        | 4,177,586                         |
| Note payable - net of current portion   | 140,000                          | -                                 |
| Deferred rent, net of current portion   | 432,317                          | 451,766                           |
| Deferred revenue, net of current portion  | 7,037,500                        | 7,915,918                         |
| Other liabilities   | 296,448                          | 299,405                           |
| Total liabilities   | 12,670,641                       | 12,844,675                        |
| Commitment and contingencies  |                                  |                                   |
| Stockholders' equity:   |                                  |                                   |
| Series A preferred stock, \$0.001 par value; 50,000 shares authorized, 0 issued and outstanding, as of March 31, 2015, and December 31, 2014      | -                                | -                                 |
| Common stock, \$0.001 par value; 20,000,000 shares authorized, 10,265,019 shares issued and 9,731,019 shares outstanding as of March 31, 2015 and | 10,265                           | 10,197                            |

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|  |              |              |
|--|--------------|--------------|
| 10,196,502 shares issued and 9,662,502 outstanding as of December 31, 2014 |              |              |
| Additional paid-in capital   | 21,553,194   | 21,420,975   |
| Treasury stock (534,000 shares, at cost)                                   | (791,638 )   | (791,638 )   |
| Accumulated deficit  | (6,915,904 ) | (5,012,181 ) |
| Total stockholders' equity   | 13,855,917   | 15,627,353   |
| Total liabilities and stockholders' equity                                 | \$26,526,558 | \$28,472,028 |

The accompanying notes are an integral part of these consolidated financial statements.

THE JOINT CORP. AND SUBSIDIARY  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(unaudited)

|   | Three Months Ended<br>March 31, |                     |
|---|---------------------------------|---------------------|
|   | 2015                            | 2014                |
| <b>Revenues:</b>  |                                 |                     |
| Royalty fees  | \$1,015,513                     | \$608,327           |
| Franchise fees  | 348,000                         | 464,000             |
| Revenues and management fees from company clinics         | 387,453                         | -                   |
| Advertising fund revenue                                  | 285,516                         | 86,734              |
| IT related income and software fees                       | 203,975                         | 199,625             |
| Regional developer fees                                   | 217,500                         | 108,750             |
| Other revenues  | 49,941                          | 45,401              |
| <b>Total revenues</b>                                     | <b>2,507,898</b>                | <b>1,512,837</b>    |
| <b>Cost of revenues:</b>                                  |                                 |                     |
| Franchise cost of revenues                                | 507,566                         | 458,776             |
| IT cost of revenues                                       | 37,695                          | 71,748              |
| <b>Total cost of revenues</b>                             | <b>545,261</b>                  | <b>530,524</b>      |
| Selling and marketing expenses                            | 967,024                         | 119,944             |
| Depreciation and amortization                             | 122,596                         | 40,066              |
| General and administrative expenses                       | 2,788,240                       | 979,690             |
| <b>Total selling, general and administrative expenses</b> | <b>3,877,860</b>                | <b>1,139,700</b>    |
| <b>Loss from operations</b>                               | <b>(1,915,223 )</b>             | <b>(157,387 )</b>   |
| Gain on sale of property and equipment                    | 11,500                          | -                   |
| <b>Loss before income tax benefit</b>                     | <b>(1,903,723 )</b>             | <b>(157,387 )</b>   |
| Income tax benefit  | -                               | 29,493              |
| <b>Net loss</b>   | <b>\$(1,903,723 )</b>           | <b>\$(127,894 )</b> |
| <b>Loss per share:</b>                                    |                                 |                     |
| Basic and diluted loss per share                          | \$(0.20 )                       | \$(0.03 )           |

The accompanying notes are an integral part of these consolidated financial statements.

THE JOINT CORP. AND SUBSIDIARY  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(unaudited)

|  | Three Months Ended<br>March 31, |              |
|--|---------------------------------|--------------|
|  | 2015                            | 2014         |
| <b>Cash flows from operating activities:</b>   |                                 |              |
| Net loss   | \$(1,903,723 )                  | \$(127,894 ) |
| Adjustments to reconcile net loss income to net cash (used in) provided by operating activities: |                                 |              |
| Provision for bad debts  | 847                             | -            |
| Regional developer fees recognized upon acquisition of development rights                        | (159,500 )                      | -            |
| Depreciation and amortization  | 122,596                         | 40,066       |
| Gain on sale of property and equipment   | (11,500 )                       | -            |
| Deferred income taxes  | -                               | (2 )         |
| Stock based compensation expense   | 132,287                         | 15,600       |
| Changes in operating assets and liabilities, net of effects from acquisitions:                   |                                 |              |
| Restricted cash  | (113,985 )                      | (113,324 )   |
| Accounts receivable  | (71,611 )                       | 85,929       |
| Prepaid income taxes   | -                               | (63,499 )    |
| Prepaid expenses and other current assets  | 295,599                         | 8,033        |
| Deferred franchise costs   | 74,550                          | 24,800       |
| Deposits and other assets  | (8,401 )                        | -            |
| Accounts payable and accrued expenses  | 304,209                         | 58,096       |
| Co-op funds liability  | 111,957                         | 26,586       |
| Payroll liabilities  | 9,523                           | (17,134 )    |
| Other liabilities  | (12,117 )                       | 34,958       |
| Deferred rent  | (14,794 )                       | 540,361      |
| Income taxes payable   | -                               | (419,297 )   |
| Deferred revenue   | (98,998 )                       | (43,500 )    |
| Net cash (used in) provided by operating activities  | (1,343,061 )                    | 49,779       |
| <b>Cash flows from investing activities:</b>   |                                 |              |
| Acquisition of businesses  | (1,830,000 )                    | -            |
| Reacquisition and termination of regional developer rights                                       | (545,000 )                      | -            |
| Purchase of property and equipment   | (14,021 )                       | (548,993 )   |
| Proceeds received on sale of property and equipment  | 11,500                          | -            |
| Payments received on notes receivable  | 6,729                           | 6,339        |
| Net cash used in investing activities  | (2,370,792 )                    | (542,654 )   |
| <b>Cash flows from financing activities:</b>   |                                 |              |
| Net cash provided by financing activities  | -                               | -            |
| Net decrease in cash   | (3,713,853 )                    | (492,875 )   |
| Cash at beginning of period  | 20,796,783                      | 3,516,750    |
| Cash at end of period  | \$17,082,930                    | \$3,023,875  |
| <b>Supplemental cash flow disclosures:</b>   |                                 |              |
| Cash paid for income taxes   | \$-                             | \$420,250    |

Supplemental Non-Cash Disclosures:

In connection with our acquisitions of franchises during the three-months ended March 31, 2015, we acquired \$525,000 of property and equipment, intangible assets of \$329,000 and assumed deferred revenue associated with membership packages paid in advance of \$104,936 in exchange for \$1,830,000 in cash and notes payable issued to the sellers for an aggregate amount of \$255,000. Additionally, at the time of these transactions, we carried deferred revenue of \$348,000, representing franchise fees collected upon the execution of franchise agreements, and deferred costs of \$155,900, related to our acquisition of undeveloped franchises. In accordance with ASC-952-605, we netted these amounts against the aggregate purchase price of the acquisitions (Note 2).

In connection with our reacquisition and termination of regional developer rights during the three-months ended March 31, 2015, we carried deferred revenue of \$572,750, representing license fees collected upon the execution of the regional developer agreements. In accordance with ASC-952-605, we netted these amounts against the aggregate purchase price of the acquisitions (Note 5).

As of December 31, 2014, we recorded a deposit of \$507,500 for the reacquisition and termination of regional developer rights, which were paid in advance. During the three-months ended March 31, 2015, upon the effective date of the agreement, we reclassified \$507,500 from deposits, to intangible assets.

The accompanying notes are an integral part of these consolidated financial statements.



## THE JOINT CORP. AND SUBSIDIARY

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## Note 1: Nature of Operations and Summary of Significant Accounting Policies

## Basis of Presentation

These unaudited financial statements represent the condensed consolidated financial statements of The Joint Corp. and its wholly owned subsidiary The Joint Corporate Unit No. 1, LLC (collectively, the “Company”). These unaudited condensed consolidated financial statements should be read in conjunction with The Joint Corp. and Subsidiary consolidated financial statements and the notes thereto as set forth in The Joint Corp.’s Form 10-K, which included all disclosures required by generally accepted accounting principles. In the opinion of management, these unaudited condensed consolidated financial statements contain all adjustments necessary to present fairly our financial position on a consolidated basis and the consolidated results of operations and cash flows for the interim periods presented. The results of operations for the periods ended March 31, 2015 and 2014 are not necessarily indicative of expected operating results for the full year. The information presented throughout the document as of and for the periods ended March 31, 2015 and 2014 is unaudited.

## Nature of Operations

The Joint Corp. (“The Joint”), a Delaware corporation, was formed on March 10, 2010 for the principal purpose of franchising chiropractic clinics, selling regional developer rights and supporting the operations of franchised chiropractic clinics at locations throughout the United States of America. The franchising of chiropractic clinics is regulated by the Federal Trade Commission and various state authorities.

We completed our initial public offering of 3,000,000 shares of common stock at a price to the public of \$6.50 per share on November 14, 2014, whereupon we received aggregate net proceeds of approximately \$17,065,000 after deducting underwriting discounts, commissions and other offering expenses. Our underwriters exercised their option to purchase 450,000 additional shares of common stock to cover over-allotments on November 18, 2014, pursuant to which we received aggregate net proceeds of approximately \$2,710,000, after deducting underwriting discounts, commissions and expenses. Also, in conjunction with the IPO, we issued warrants to the underwriters for the purchase of 90,000 shares of common stock, which can be exercised between November 10, 2015 and November 10, 2018 at an exercise price of \$8.125 per share.

The following table summarizes the number of clinics in operation under franchise agreements for the three months ended March 31, 2015 and 2014:

|   | Three Months Ended<br>March 31, |      |
|---|---------------------------------|------|
|   | 2015                            | 2014 |
| Clinics open at beginning of period           | 246                             | 175  |
| Clinics opened during the period              | 13                              | 18   |
| Clinics closed during the period              | (6 )                            | (1 ) |
| Clinics in operation at the end of the period | 253                             | 192  |
| Clinics sold but not yet operational          | 254                             | 263  |



## Principles of Consolidation

The accompanying consolidated financial statements include the accounts of The Joint Corp. and its wholly owned subsidiary, The Joint Corporate Unit No. 1, LLC (collectively, the “Company”), which was dormant for all periods presented.

All significant intercompany accounts and transactions between The Joint Corp. and its subsidiary have been eliminated in consolidation.

## Variable Interest Entities

An entity that has a controlling financial interest in a variable interest entity (“VIE”) is referred to as the primary beneficiary and consolidates the VIE. An entity is deemed to have a controlling financial interest and is the primary beneficiary of a VIE if it has both the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance and an obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE.

Certain states regulate the practice of chiropractic care and require that chiropractic services are provided by legal entities organized under state laws as professional corporations or PCs. In these states, where we have acquired franchises as company owned and managed, we have entered into management services agreements with PCs to provide on an exclusive basis, all non-clinical services of the chiropractic practice. We have analyzed our relationship with the PCs and have determined that we do not have the power to direct the activities of the VIE. As such, the activity of the PCs is not included in our consolidated financial statements.

## Cash and Cash Equivalents

We consider all highly liquid instruments purchased with an original maturity of three months or less to be cash. We continually monitor our positions with, and credit quality of, the financial institutions with which we invest. As of the balance sheet date and periodically throughout the period, we have maintained balances in various operating accounts in excess of federally insured limits. We have invested substantially all of the proceeds of our IPO in short-term bank deposits. We had no cash equivalents as of March 31, 2015 and December 31, 2014.

## Restricted Cash

Restricted cash relates to cash franchisees are required to contribute to our National Marketing Fund and cash franchisees provide to various voluntary regional Co-Op Marketing Funds. Cash contributed to the National Marketing Fund is to be used in accordance with the Franchise Disclosure Document with a focus on regional and national marketing and advertising.

## Concentrations of Credit Risk

We grant credit in the normal course of business to franchisees related to the collection of initial franchise fees, royalties, and other operating revenues. We periodically perform credit analysis and monitor the financial condition of the franchisees to reduce credit risk. As of March 31, 2015, three franchisees represented 45% of outstanding accounts receivable. As of December 31, 2014, six franchisees represented 56% of outstanding accounts receivable. We did not have any customers that represented greater than 10% of our revenues during the three months ended March 31, 2015 and 2014.

## Accounts Receivable

Accounts receivable represent amounts due from franchisees for initial franchise fees, royalty fees and marketing and advertising expenses. We consider a reserve for doubtful accounts based on the creditworthiness of the franchisee. The provision for uncollectible amounts is continually reviewed and adjusted to maintain the allowance at a level considered adequate to cover future losses. The allowance is management's best estimate of uncollectible amounts and is determined based on specific identification and historical performance we track on an ongoing basis. The losses ultimately could differ materially in the near term from the amounts estimated in determining the allowance. As of March 31, 2015 and December 31, 2014, we had an allowance for doubtful accounts of \$81,879 and \$81,032, respectively.

#### Deferred Franchise Costs

Deferred franchise costs represent commissions that are paid in conjunction with the sale of a franchise and are expensed when the respective revenue is recognized, which is generally upon the opening of a clinic.

## Property and Equipment

Property and equipment are stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of three to seven years. Leasehold improvements are amortized using the straight-line method over the shorter of the lease term or the estimated useful life of the assets.

Maintenance and repairs are charged to expense as incurred; major renewals and improvements are capitalized. When items of property or equipment are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is included in other income.

## Software Developed

We capitalize most software development costs. These capitalized costs are primarily related to proprietary software used by clinics for operations and the Company for management of operations. Costs incurred in the preliminary stages of development are expensed as incurred. Once an application has reached the development stage, internal and external costs, if direct and incremental, are capitalized as assets in progress until the software is substantially complete and ready for its intended use. Capitalization ceases upon completion of all substantial testing. We also capitalize costs related to specific upgrades and enhancements when it is probable the expenditures will result in additional functionality. Software developed is recorded as part of property and equipment. Maintenance and training costs are expensed as incurred. Internal use software is amortized on a straight line basis over its estimated useful life, generally 5 years.

## Intangible Assets

Intangible assets consist primarily of re-acquired franchise rights, and customer relationships. We amortize the fair value of re-acquired franchise rights over the remaining contractual terms of the re-acquired franchise rights at the time of the acquisition, which was approximately 7 years. The fair value of customer relationships is amortized over their estimated useful life of 2 years.

## Goodwill

Goodwill consists of the excess of the purchase price over the fair value of tangible and identifiable intangible net assets acquired in the acquisitions discussed in Note 2. Under FASB ASC 350-10, goodwill and intangible assets deemed to have indefinite lives are no longer amortized but are subject to annual impairment tests, and tests between annual tests in certain circumstances, based on estimated fair value in accordance with FASB ASC 350-10, and written down when impaired.

## Long-Lived Assets

We review our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recovered. We look primarily to estimated undiscounted future cash flows in our assessment of whether or not long-lived assets have been impaired. No impairments of long-lived assets were recorded for the periods ended March 31, 2015 and 2014.

## Advertising Fund

We have established an advertising fund for national/regional marketing and advertising of services offered by the clinics owned by the franchisees. As stipulated in the typical franchise agreement, a franchisee, in addition to the monthly royalty fee, pays a monthly marketing fee of 1% of gross sales, which increased to 2% in January 2015. We segregate the marketing funds collected and use the funds for specific purposes as outlined in the Franchise Disclosure

Document. These funds are included in restricted cash on our consolidated balance sheets. As amounts are expended from the fund, we recognize advertising fund revenue and a related expense. Amounts collected in excess of marketing expenditures are included in restricted cash on our consolidated balance sheets.

### Co-Op Marketing Funds

Some franchises have established regional Co-Ops for advertising within their local and regional markets. We maintain an agency relationship under which the marketing funds collected are segregated and used for the purposes specified by the Co-Ops officers. The marketing funds are included in restricted cash on our consolidated balance sheets.

### Deferred Rent

We lease office space for our corporate offices and company-owned clinics under operating leases, which may include rent holidays and rent escalation clauses. We recognize rent holiday periods and scheduled rent increases on a straight-line basis over the term of the lease. We record tenant improvement allowances as deferred rent liabilities and amortizes the allowance over the term of the lease, as a reduction to rent expense.

### Revenue Recognition

We generate revenue through initial franchise fees, regional developer fees, transfer fees, royalties, IT related income, and computer software fees, and from our company-owned and managed clinics.

**Initial Franchise Fees.** We require the entire non-refundable initial franchise fee to be paid upon execution of a franchise agreement, which has an initial term of ten years. Initial franchise fees are recognized as revenue when we have substantially completed our initial services under the franchise agreement, which typically occurs upon opening of the clinic. Our services under the franchise agreement include: training of franchisee and staff, site selection, construction/vendor management and ongoing operations support. We provide no financing to franchisees or offer guarantees on their behalf.

**Regional Developer Fees.** During 2011, we established a regional developer program to engage independent contractors to assist in developing specified geographical regions. Under this program, regional developers pay a license fee of 25% of the then current franchise fee for each franchise they receive the right to develop within a specified geographical region. Each regional developer agreement establishes a minimum number of franchises that the regional developer must develop. Regional developers receive 50% of franchise fees collected upon the sale of franchises within their region and a royalty of 3% of sales generated by franchised clinics in their region. Regional developer fees are non-refundable and are recognized as revenue when we have performed substantially all initial services required by the regional developer agreement, which generally is considered to be upon the opening of each franchised clinic. Upon the execution of a regional developer agreement, we estimate the number of franchised clinics to be opened, which is typically consistent with the contracted minimum. When we anticipate that the number of franchised clinics to be opened will exceed the contracted minimum, the license fee on a per-clinic basis is determined by dividing the total fee collected from the regional developer by the number of clinics expected to be opened within the region. Certain regional developer agreements provide that no additional fee is required for franchises developed by the regional developer above the contracted minimum, while other regional developer agreements require a supplemental payment. We reassess the number of clinics expected to be opened as the regional developer performs under its regional developer agreement. When a material change to the original estimate becomes apparent, the fee per clinic is revised on a prospective basis, and the unrecognized fees are allocated among, and recognized as revenue upon the opening of, the expected remaining unopened franchised clinics within the region. The franchisor's services under regional developer agreements include site selection, grand opening support for two clinics, sales support for identification of qualified franchisees, general operational support and marketing support to advertise for ownership opportunities. Several of our regional developer agreements grant us the option to repurchase the regional developer's license.

Revenues and Management Fees from Company Clinics. We earn revenues from clinics that we operate or manage throughout the US. In those states where we operate the clinic, revenues are recognized when services are performed. We offer a variety of membership and wellness packages which feature discounted pricing as compared with our single-visiting pricing. Amounts collected up front for membership and wellness packages are recorded as deferred revenue and recognized when the service is performed. In other states where state law requires the chiropractic practice to be owned by a licensed chiropractor, we enter into a management agreement with the doctor's professional corporation. Under the management agreement, we provide administrative and business management services to the doctor's professional corporation in return for a monthly management fee. When the collectability of the full management fee is uncertain, we recognize management fee revenue only to the extent of fees expected to be collected from the professional corporations.



Royalties. We collect royalties, as stipulated in the franchise agreement, equal to 7% of gross sales, and a marketing and advertising fee currently of 2% of gross sales. Certain franchisees with franchise agreements acquired during the formation of the Company pay a monthly flat fee. Royalties are recognized as revenue when earned. Royalties are collected bi-monthly two working days after each sales period has ended.

IT Related Income and Software Fees. We collect a monthly computer software fee for use of our proprietary chiropractic software, computer support, and internet services support, which was made available to all clinics in April 2012. These fees are recognized on a monthly basis as services are provided. IT related revenue represents a flat fee to purchase a clinic's computer equipment, operating software, preinstalled chiropractic system software, key card scanner (patient identification card), credit card scanner and credit card receipt printer. These fees are recognized as revenue upon receipt of equipment by the franchisee.

#### Advertising Costs

We incur advertising costs in addition to those included in the advertising fund. Our policy is to expense all operating advertising costs as incurred. Advertising expenses were \$268,506 and \$44,080 for three months ended March 31, 2015 and 2014, respectively.

#### Income Taxes

We account for income taxes in accordance with the Accounting Standards Codification that requires the recognition of deferred income taxes for differences between the basis of assets and liabilities for financial statement and income tax purposes. The differences relate principally to depreciation of property and equipment and treatment of revenue for franchise fees and regional developer fees collected. Deferred tax assets and liabilities represent the future tax consequence for those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. Deferred taxes are also recognized for operating losses that are available to offset future taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

We account for uncertainty in income taxes by recognizing the tax benefit or expense from an uncertain tax position only if it is more likely than not that the tax position will be sustained upon examination by the taxing authorities, based on the technical merits of the position. We measure the tax benefits and expenses recognized in the condensed consolidated financial statements from such a position based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate resolution.

At March 31, 2015 and December 31, 2014, we maintained a liability for income taxes for uncertain tax positions of approximately \$124,000 and \$122,000, respectively, of which \$32,000 and \$30,000 respectively, represent penalties and interest and are recorded in the "other liabilities" section of the accompanying condensed consolidated balance sheets. Interest and penalties associated with tax positions are recorded in the period assessed as general and administrative expenses. Our tax returns for tax years subject to examination by tax authorities include 2011 through the current period for state and federal reporting purposes.

## Loss per Common Share

Basic loss per common share is computed by dividing the net loss by the weighted-average number of common shares outstanding during the period. Diluted loss per common share is computed by giving effect to all potentially dilutive common shares including preferred stock, restricted stock, and stock options.

|  | Three Months Ended<br>March 31, |               |
|--|---------------------------------|---------------|
|  | 2015                            | 2014          |
| Net loss   | \$ (1,903,723 )                 | \$ (127,894 ) |
| Weighted average common shares outstanding - basic   | 9,662,502                       | 4,811,561     |
| Effect of dilutive securities:                       |                                 |               |
| Stock options  | -                               | -             |
| Shares issuable on conversion of preferred stock     | -                               | -             |
| Weighted average common shares outstanding - diluted | 9,662,502                       | 4,811,561     |
| Basic and diluted loss per share                     | \$ (0.20 )                      | \$ (0.03 )    |

The following table summarizes the potential shares of common stock that were excluded from diluted net loss per share, because the effect of including these potential shares was anti-dilutive:

|                           | Three Months Ended<br>March 31, |         |
|---------------------------|---------------------------------|---------|
|                           | 2015                            | 2014    |
| Unvested restricted stock | 522,356                         | 125,159 |
| Stock options             | 366,995                         | 198,915 |
| Warrants                  | 90,000                          | -       |

## Stock-Based Compensation

We account for share based payments by recognizing compensation expense based upon the estimated fair value of the awards on the date of grant. We determined the estimated grant-date fair value of restricted shares using quoted market prices and the grant-date fair value of stock options using the Black-Scholes option pricing model and recognize compensation costs ratably over the period of service using the straight-line method.

## Use of Estimates

The preparation of the condensed consolidated 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 amounts reported in the condensed consolidated financial statements and accompanying notes. Actual results could differ from those estimates. Items subject to significant estimates and assumptions include the allowance for doubtful accounts, share-based compensation arrangements, fair value of stock options, useful lives and realizability of long-lived assets, classification of deferred revenue and deferred franchise costs and the related deferred tax assets and liabilities as long-term or current, uncertain tax positions, realizability of deferred tax assets and purchase price allocations.

Recent Accounting Pronouncements

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard becomes effective for us on January 1, 2017. Early adoption is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. Recent tentative decisions by the FASB may delay the effective date of this ASU and some of its other provisions. We are evaluating the effect that ASU 2014-09 will have on our consolidated financial statements and related disclosures. We have not yet selected a transition method nor have we determined the effect of the standard on our ongoing financial reporting.

In August 2014, the FASB issued ASU No. 2014-15, "Presentation of Financial Statements - Going Concern: Disclosures about an Entity's Ability to Continue as a Going Concern." The new standard requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date the financial statements are issued. An entity must provide certain disclosures if conditions or events raise substantial doubt about the entity's ability to continue as a going concern. The new guidance is effective for annual periods ending after December 15, 2016, and interim periods thereafter. We are currently evaluating the impact of the adoption of ASU No. 2014-15 on our consolidated financial statements.

In April 2015, the FASB issued ASU 2015-03, "Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs." The update requires debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of the related debt liability instead of being presented as an asset. Debt disclosures will include the face amount of the debt liability and the effective interest rate. The update requires retrospective application and represents a change in accounting principle. The update is effective for fiscal years beginning after December 15, 2015. Early adoption is permitted for financial statements that have not been previously issued. ASU 2015-03 is not expected to have a material impact on the Company's condensed consolidated financial statements.

#### Note 2: Acquisitions

##### Los Angeles County Acquisition of Franchise Units

On December 31, 2014, we acquired substantially all the assets and certain liabilities of six franchises held by The Joint RRC Corp. including franchises that manage four operating clinics in Los Angeles County for a purchase price of \$900,000 which was paid in cash on December 31, 2014. We intend to manage four of the acquired franchises as company clinics and to terminate two remaining franchises. On January 1, 2015, we amended the original agreement in which we acquired an additional three undeveloped franchises. This resulted in a net deferred revenue adjustment of \$41,100 to the net purchase price. No additional consideration was paid.

The purchase price allocation for these acquisitions is subject to further adjustment upon finalization of the opening balance sheet. The following summarizes the fair values of the assets acquired and liabilities assumed as of the acquisition date:

|                        |            |
|------------------------|------------|
| Property and equipment | \$297,630  |
| Intangible assets      | 153,000    |
| Goodwill               | 636,104    |
| Total assets acquired  | 1,086,734  |
| Unfavorable leases     | (227,834 ) |
| Net assets acquired    | \$858,900  |

Intangible assets consist of reacquired franchise rights of \$81,000 and customer relationships of \$72,000 and will be amortized over their estimated useful lives of seven years and two years, respectively.

Unfavorable leases consist of leases with rents that are in excess of market value. This liability will be amortized over the lives of the associated leases.

Goodwill recorded in connection with this acquisition was attributable to the workforce of the clinics and synergies expected to arise from cost savings opportunities. All of the recorded goodwill is tax-deductible.



## Acquisition of Franchises in Phoenix and Tucson, Arizona

On February 17, 2015, we acquired substantially all of the assets and certain liabilities of two operating franchises in Phoenix and Tucson, Arizona from Roth & Pelan Enterprises, LLC. The total consideration for this transaction was \$935,000, subject to certain adjustments, of which \$780,000 was funded from the proceeds of our recent initial public offering and a note for \$155,000 was issued to the seller. We intend to operate the two franchises as company clinics.

At the time of the transaction, we carried a deferred revenue balance of \$29,000, representing franchise fees collected upon the execution of the franchise agreements, and deferred franchise costs of \$1,450, related to the undeveloped franchise. In accordance with ASC 952-605, we accounted for the franchise rights associated with the undeveloped franchise as a cancellation, and the respective deferred revenue and deferred franchise costs were netted against the aggregate purchase price. The remaining \$907,450 was accounted for as consideration paid for the two acquired franchises.

The purchase price allocation for this acquisition is preliminary and subject to further adjustment upon finalization of the opening balance sheet. The following summarizes the fair values of the assets acquired and liabilities assumed as of the acquisition date:

|                             |            |
|-----------------------------|------------|
| Property and equipment      | \$ 150,000 |
| Intangible assets           | 155,000    |
| Goodwill                    | 626,973    |
| Total assets acquired       | 931,973    |
| Deferred membership revenue | (24,523 )  |
| Net assets acquired         | \$ 907,450 |

Intangible assets consist of reacquired franchise rights of \$82,000, customer relationships of \$73,000 and will be amortized over their estimated useful lives of seven years and two years, respectively.

Goodwill recorded in connection with this acquisition was attributable to the workforce of the clinics and synergies expected to arise from cost savings opportunities. All of the recorded goodwill is tax-deductible.

We have retrospectively adjusted the condensed consolidated balance sheet as of December 31, 2014 related to adjustments to the purchase price allocation of the above acquisition. The impacts are adjustments to deferred franchise costs, goodwill and deferred revenue, with no changes to total net assets. There were no impacts on the consolidated statements of operations or cash flows for any prior periods as a result of these adjustments. The balance sheet impacts are as follows:

|  | December 31, 2014 |            |
|--|-------------------|------------|
|  | As reported       | As revised |
| Deferred franchise costs - current portion | \$ 668,700        | \$ 622,800 |
| Goodwill                                   | 677,204           | 636,104    |
| Deferred revenue - current portion         | 2,044,500         | 1,957,500  |

## Acquisition of Franchises in Phoenix, Arizona

On March 3, 2015, we completed the repurchase of four developed franchises and one undeveloped franchise from TJSC, LLC. The total consideration for this transaction was approximately \$750,000, subject to certain adjustments, of which \$690,000 was funded from the proceeds of our recent initial public offering and a note for \$60,000 was issued to the seller. We intend to continue to operate two of the clinics opened under the developed franchises as

company clinics. The franchisee closed the two clinics operated under the remaining developed franchises. We have terminated the undeveloped franchise and may relocate it.

At the time of the transaction, we carried a deferred revenue balance of \$29,000, representing franchise fees collected upon the execution of the franchise agreements, and deferred franchise costs of \$1,450, related to the undeveloped franchise. In accordance with ASC 952-605, we accounted for the franchise rights associated with the undeveloped franchise as a cancellation, and the respective deferred revenue and deferred franchise costs were netted against the aggregate purchase price. The remaining \$722,450 was accounted for as consideration paid for the four acquired franchises.

The purchase price allocation for these acquisitions is preliminary and subject to further adjustment upon finalization of the opening balance sheet. The following summarizes the fair values of the assets acquired and liabilities assumed as of the acquisition date:

|                             |            |
|-----------------------------|------------|
| Property and equipment      | \$ 150,000 |
| Intangible assets           | 123,000    |
| Goodwill                    | 492,996    |
| Total assets acquired       | 765,996    |
| Deferred membership revenue | (43,546 )  |
| Net assets acquired         | \$ 722,450 |

Intangible assets consist of reacquired franchise rights of \$65,000 customer relationships of \$58,000 and will be amortized over their estimated useful lives of seven years and two years, respectively.

Goodwill recorded in connection with this acquisition was attributable to the workforce of the clinics and synergies expected to arise from cost savings opportunities. All of the recorded goodwill is tax-deductible.

#### Acquisition of Franchises in San Gabriel Valley, California

On March 6, 2015, we completed our repurchase of nine franchises from The Joint San Gabriel Valley, Inc. The transaction involved the repurchase of two developed franchises and seven undeveloped franchises. We intend to manage the clinics opened under the two developed franchises and to terminate, re-locate or re-sell the seven undeveloped franchises. The total consideration for this transaction was \$300,000, subject to adjustment, of which \$270,000 was funded from the proceeds of our recent initial public offering and a note of \$30,000 was issued to the seller.

At the time of the transaction, we carried a deferred revenue balance of \$203,000, representing franchise fees collected upon the execution of the franchise agreements, and deferred franchise costs of \$107,100, related to the seven unopened clinics. In accordance with ASC 952-605, we accounted for the franchise rights associated with the unopened clinics as a cancellation, and the respective deferred revenue and deferred franchise costs were netted against the aggregate purchase price. The remaining \$204,100 was accounted for as consideration paid for the two acquired franchises.

The purchase price allocation for this acquisition is preliminary and subject to further adjustment upon finalization of the opening balance sheet. The \$204,100 of net consideration paid to acquire the two clinics was allocated to assets and liabilities as follows:

|                        |            |
|------------------------|------------|
| Property and equipment | \$ 150,000 |
| Intangible assets      | 34,000     |
| Goodwill               | 20,100     |
| Total assets acquired  | \$ 204,100 |



Intangible assets consist of reacquired franchise rights of \$18,000, customer relationships of \$16,000 and will be amortized over their estimated useful lives of seven years and two years, respectively.

Goodwill recorded in connection with this acquisition was attributable to the workforce of the clinics and synergies expected to arise from cost savings opportunities. All of the recorded goodwill is tax-deductible.

#### Acquisition of Franchises in Glendale, Arizona

On March 23, 2015, we completed our repurchase of one developed franchise from The Joint Arrowhead Ranch, LLC. We intend to operate the acquired clinic as a company clinic. The total consideration for this transaction was approximately \$100,000, subject to adjustment, of which \$90,000 was funded from the proceeds of our recent initial public offering and a note for \$10,000 was issued to the seller.

The purchase price allocation for this acquisition is preliminary and subject to further adjustment upon finalization of the opening balance sheet. The following summarizes the fair values of the assets acquired and liabilities assumed as of the acquisition date:

|                             |           |
|-----------------------------|-----------|
| Property and equipment      | \$75,000  |
| Intangible assets           | 17,000    |
| Goodwill                    | 21,170    |
| Total assets acquired       | 113,170   |
| Deferred membership revenue | (13,170 ) |
| Net assets acquired         | \$100,000 |

Intangible assets consist of reacquired franchise rights of \$9,000 customer relationships of \$8,000 and will be amortized over their estimated useful lives of seven years and two years, respectively.

Goodwill recorded in connection with this acquisition was attributable to the workforce of the clinics and synergies expected to arise from cost savings opportunities. All of the recorded goodwill is tax-deductible.

#### Acquisition of Franchisee Upon Default

In January 2015, in connection with the default by a franchisee under its franchise agreement, we assumed substantially all of the assets of a clinic in Tempe, Arizona. We are accounting for this as a business combination. As no consideration was transferred to the franchisee, we expect to recognize a bargain purchase gain equal to the fair value of the net assets acquired; however, no amounts have been recorded in the consolidated financial statements for the three months ended March 31, 2015, as information is not yet available to reasonably estimate the fair value of the net assets acquired.

#### Pro Forma Results of Operations (Unaudited)

The following table summarizes selected unaudited pro forma consolidated statements of operations data for the three months ended March 31, 2015 and 2014 as if the acquisitions had been completed at the beginning of the year.

|               | Pro Forma for the Three Months Ended |                |
|---------------|--------------------------------------|----------------|
|               | March 31, 2015                       | March 31, 2014 |
| Revenues, net | \$ 2,667,820                         | \$ 1,848,689   |
| Net loss      | (1,979,530 )                         | (505,834 )     |

This selected unaudited pro forma consolidated financial data is included only for the purpose of illustration and does not necessarily indicate what the operating results would have been if the acquisitions had been completed on that date. Moreover, this information does not indicate what our future operating results will be. The information for 2014 and 2015 prior to the acquisitions is included based on prior accounting records maintained by the acquired

companies. In some cases, accounting policies differed materially from accounting policies adopted by the Company following the acquisitions. For 2015, this information includes actual data recorded in our financial statements for the period subsequent to the date of the acquisition. The Company's consolidated statement of operations for the three months ended March 31, 2015 include net revenue and net loss of \$406,706 and \$153,547, respectively, attributable to the acquisitions.

The pro forma amounts included in the table above reflect the application of our accounting policies and adjustment of the results of the clinics to reflect the additional depreciation and amortization that would have been charged assuming the fair value adjustments to property and equipment and intangible assets had been applied from January 1, 2014, together with the consequential tax impacts.

#### Note 3: Notes Receivable

Effective July 2012, we sold a previously owned company clinic, including the license agreement, equipment, and customer base, in exchange for a \$90,000 unsecured promissory note. The note bears interest at 6% per annum for fifty-four months and requires monthly principal and interest payments over forty-two months, beginning August 2013 and maturing January 2017. The outstanding balance of the note as of March 31, 2015 and December 31, 2014 was \$52,540 and \$59,269, respectively.

#### Note Receivable — Related Party

Effective October 2012, a stockholder and former director of the Company transferred ownership in his clinic to a third party in connection with which we assessed a contractual transfer fee of \$21,750. We accepted the stockholder's promissory note in the amount \$21,750 in payment of this fee. The note has not been formalized with terms, including interest rate or payment schedules and, accordingly, was presented as a long-term note receivable at December 31, 2014. Due to uncertainty surrounding the collectability of the note, we reserved the note in full as of March 31, 2015.

We consider a reserve for doubtful accounts on notes receivable. The provision for uncollectible amounts is continually reviewed and adjusted to maintain the allowance at a level considered adequate to cover future losses. The allowance is our best estimate of uncollectible amounts and is determined based on specific identification and historical performance we track on an ongoing basis. Losses ultimately could differ materially from amounts estimated in determining the allowance. The allowance for doubtful accounts on notes receivable was \$21,750 as of March 31, 2015 and December 31, 2014.

#### Note 4: Property and Equipment

Property and equipment consists of the following:

|   | March 31,<br>2015 | December 31,<br>2014 |
|---|-------------------|----------------------|
| Office and computer equipment             | \$ 207,668        | \$ 209,575           |
| Leasehold improvements                    | 1,192,868         | 665,961              |
| Software developed                        | 564,560           | 564,560              |
|   | 1,965,096         | 1,440,096            |
| Accumulated depreciation and amortization | (391,573 )        | (305,644 )           |
|   | \$ 1,573,523      | \$ 1,134,452         |
| Assets in progress                        | 14,021            | -                    |
|   | \$ 1,587,544      | \$ 1,134,452         |

Depreciation and amortization expense was \$85,929 and \$40,066 for the three months ended March 31, 2015 and 2014, respectively.

Note 5: Intangible Assets

On January 1, 2015 we completed our reacquisition and termination of our regional developer rights and three licenses for undeveloped franchises for the Los Angeles County, California region in exchange for cash consideration of \$507,500. At the time of the transaction, we carried a deferred revenue balance of \$174,000, representing license fees collected upon the execution of the regional developer agreements. In accordance with ASC 952-605, we accounted for the development rights associated with the undersold or undeveloped franchises as a cancellation, and the respective deferred revenue was netted against the aggregate purchase price. The remaining \$333,500 was accounted for as consideration paid for the reacquired development rights.

On January 23, 2015 we completed our reacquisition and termination of our San Diego regional developer rights in exchange for cash consideration of \$400,000. At the time of the transaction, we carried a deferred revenue balance of \$94,250, representing license fees collected upon the execution of the regional developer agreements. In accordance with ASC 952-605, we accounted for the development rights associated with the undersold or undeveloped franchises as a cancellation, and the respective deferred revenue was netted against the aggregate purchase price. The remaining \$305,750 was accounted for as consideration paid for the reacquired development rights.

On March 20, 2015 we completed our reacquisition and termination of our New Jersey regional developer rights in exchange for cash consideration of \$145,000. At the time of the transaction, we carried a deferred revenue balance of \$304,500, representing license fees collected upon the execution of the regional developer agreements. In accordance with ASC 952-605, we accounted for the cash consideration paid as a cancellation of the development rights associated with the undersold or undeveloped franchises, and netted this amount against the respective deferred revenue. The excess deferred regional developer fees revenue was recognized as revenue at the date of the agreement as no further performance obligations exist.

Intangible assets which remain subject to adjustment upon receipt of final valuation information, consisted of the following:

|                                |                       | As of March 31, 2015     |                    |
|--------------------------------|-----------------------|--------------------------|--------------------|
|                                | Gross Carrying Amount | Accumulated Amortization | Net Carrying Value |
| Amortized intangible assets:   |                       |                          |                    |
| Reacquired franchise rights    | \$ 255,000            | \$ 4,702                 | \$ 250,298         |
| Customer relationships         | 227,000               | 4,786                    | 222,214            |
| Reacquired development rights  | \$ 639,250            | \$ 27,178                | 612,072            |
| Unamortized intangible assets: | \$ 1,121,250          | \$ 36,667                | \$ 1,084,583       |
| Goodwill                       |                       |                          | 1,821,040          |
| Total intangible assets        |                       |                          | \$ 2,905,623       |

Amortization expense was \$36,667 and \$0 for the three months ended March 31, 2015 and 2014, respectively.

Estimated amortization expense for 2015 and subsequent years is as follows:

|            |              |
|------------|--------------|
| 2015       | \$ 183,443   |
| 2016       | 241,250      |
| 2017       | 141,000      |
| 2018       | 127,750      |
| 2019       | 127,750      |
| Thereafter | 263,390      |
| Total      | \$ 1,084,583 |

#### Note 6: Notes Payable

On February 17, 2015, we entered into a \$155,000 note payable as a portion of the consideration paid in connection with the acquisition of two existing franchises and a license to develop one additional franchise from Roth & Pelan Enterprises, LLC. This note bears interest at 1.5% per annum with \$25,000 plus interest due on June 17, 2015 and the remaining principal and interest due February 17, 2017. While this is a below market interest rate loan, we did not impute interest as the effects are immaterial.

On March 3, 2015, we entered into a \$60,000 note payable as a portion of the consideration paid in connection with the acquisition of four existing franchises and a license to develop one additional franchise from TJSC, LLC. This note bears interest at 4.5% per annum with \$30,000 plus interest due on July 30, 2015 and the remaining principal plus interest due on January 30, 2016.

On March 6, 2015, we entered into a \$30,000 note payable as a portion of the consideration paid in connection with the acquisition of two existing franchises and licenses to develop seven additional franchises from The Joint San Gabriel Valley Inc. This note bears interest at 1.5% per annum with principal and interest due on November 19, 2015.

On March 23, 2015, we entered into a \$10,000 note payable as a portion of the consideration paid in connection with the acquisition of an existing franchise from The Joint Arrowhead Ranch LLC. This note bears interest at 1.5% per annum with principal and interest due September 20, 2016. If the seller has fully performed their duties under the agreement, one half of the principal plus interest will be paid on July 20, 2015.

Maturities of our notes payable are as follows as of March 31, 2015:

|       |            |
|-------|------------|
| 2015  | \$ 115,000 |
| 2016  | 10,000     |
| 2017  | 130,000    |
| Total | \$ 255,000 |

#### Note 7: Equity

##### Initial Public Offering

We completed our initial public offering of 3,000,000 shares of common stock at a price to the public of \$6.50 per share on November 14, 2014, whereupon we received aggregate net proceeds of approximately \$17,065,000 after deducting underwriting discounts, commissions and other offering expenses. Our underwriters exercised their option to purchase 450,000 additional shares of common stock to cover over-allotments on November 18, 2014, pursuant to which we received aggregate net proceeds of approximately \$2,710,000, after deducting underwriting discounts, commissions and expenses. Also, in conjunction with the IPO, we issued warrants to the underwriters for the purchase of 90,000 shares of common stock, which can be exercised between November 10, 2015 and November 10,

2018 at an exercise price of \$8.125 per share.

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## Stock Options

In November 2012, we adopted the 2012 Stock Plan (“2012 Plan”). The 2012 Plan’s purpose is to attract and retain the best available personnel for positions of substantial responsibility, provide incentives and additional ownership opportunities for employees, directors, and consultants, and generally promote the success of our business. The 2012 Plan permits us to grant incentive stock options, non-statutory stock options, restricted stock, stock appreciation rights, performance units and performance shares to employees, directors, and consultants for a period of ten years.

On May 15, 2014, we adopted the 2014 Stock Plan (“2014 Plan”). The 2014 Plan is designed to supersede and replace the 2012 Plan, effective as of the adoption date and set aside 1,513,000 shares of our common stock that may be granted under the 2014 Plan.

On January 1, 2014, we granted stock options to employees to purchase 198,915 shares of the Company. These options vest over a period of four years from grant date with the exception of 100,125 options that were contingent on the initial public offering that took place on November 14, 2014. These options vest in 12 monthly installments of 4,171 shares the first year, 12 monthly installments of 2,503 shares the second year, and 12 monthly installments of 1,670 shares the third year.

On May 15, 2014, we granted stock options to an employee to purchase 72,100 shares of the Company. These options vest over 16 quarterly installments of 4,450 shares, beginning September 30, 2014.

On November 10, 2014, in conjunction with the initial public offering, 50,000 additional stock options were granted that vest one year after the grant date.

The estimated fair value of each option granted is calculated using the Black-Scholes option-pricing model. In order to calculate the fair value of the options, certain assumptions are made regarding the components of the model, including the estimated fair value of underlying common stock, risk-free interest rate, volatility, expected dividend yield and expected option life. Changes to the assumptions could cause significant adjustments to the valuation.

The fair value of our common stock prior to our IPO was estimated by the Board of Directors at or about the time of grant for each share-based award. At each grant, the board considered a number of factors in establishing a value for our common stock including our EBITDA, assessments of an amount our shareholders would accept in the private sale of the company, discussions with our investment bankers regarding pricing of the company’s common stock in an initial public offering and the probability of successfully completing an IPO. Although the methods for determining the fair value of our common stock are not complex, the board’s estimate of the fair value of our common stock did involve subjectivity, especially assessments of value in a private sale and estimates of value in the public stock market.

Since our stock was not publicly traded, expected volatilities were based on volatilities from publicly traded companies with business models similar to ours. Upon the completion of our IPO, our stock trading price became the basis of fair value of our common stock used in determining the value of share based awards. We will rely upon the volatilities from publicly traded companies with similar business models until our common stock has accumulated enough trading history for us to utilize our own historical volatility. The expected life of the options granted is based on the average of the vesting term and the contractual term of the option. The risk-free rate for periods within the expected life of the option is based on the U.S. Treasury 10-year yield curve in effect at the date of the grant.



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We have computed the fair value of all options granted during the three months ended March 31, 2015 and 2014, using the following assumptions:

|                       | March 31,      |       |
|-----------------------|----------------|-------|
|                       | 2015           | 2014  |
| Expected volatility   | 47%            | 46%   |
| Expected dividends    | None           | None  |
| Expected term (years) | 6.25           | 7.5   |
| Risk-free rate        | 1.45% to 1.74% | 0.07% |
| Forfeiture rate       | 20%            | None  |

The information below summarizes the stock options:

|                                     | Number of<br>Shares | Weighted<br>Average<br>Exercise<br>Price | Weighted<br>Average<br>Fair<br>Value | Weighted<br>Average<br>Remaining<br>Contractual<br>Life |
|-------------------------------------|---------------------|--|--------------------------------------|---|
| Outstanding at December 31,<br>2014 | 312,995             | \$ 2.04                                  | \$ 0.92                              | 9.2   |
| Granted at market price             | 54,000              | 8.20                                     |                                      |   |
| Exercised                           | -                   | -  |                                      |   |
| Cancelled                           | -                   | -  |                                      |   |
| Outstanding at March 31, 2015       | 366,995             | 3.11                                     | 1.43                                 | 9.1   |
| Exercisable at March 31, 2015       | 61,294              | \$ 1.38                                  | \$ 0.65                              | 8.8   |

The intrinsic value of our stock options outstanding was \$1,822,383 at March 31, 2015.

For the three months ended March 31, 2015 and 2014, stock based compensation expense for stock options was \$43,529, and \$5,606 respectively. Unrecognized stock-based compensation expense for stock options as of March 31, 2015 was \$348,202, which is expected to be recognized ratably over the next 2.96 years.

#### Restricted Stock

On January 1, 2014, we granted restricted stock awards to an executive and a consultant to earn an aggregate of 567,375 shares of our stock. The restricted stock was granted in two tranches. The first tranche vests over a period of four years from the grant date. The second tranche began vesting upon completion of our initial public offering on November 14, 2014 over a three year period. The fair market value of the 567,375 shares of restricted stock was valued at \$1.20 per share, determined by our Board of Directors, totaling approximately \$679,000 to be recognized ratably as the stock is vested.

On December 16, 2014, we granted restricted stock to an executive to earn 95,000 shares of our common stock. These shares vest over a four year period from the grant date. The estimated fair market value of these shares was valued at \$6.20 per share, based on our stock trading price, totaling approximately \$589,000 to be recognized ratably as the stock is vested.

The information below summarizes the restricted stock activity:

| Restricted Share Awards          | Shares  |
|----------------------------------|---------|
| Outstanding at December 31, 2014 | 662,375 |

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|                                  |         |
|----------------------------------|---------|
| Restricted stock awards granted  | -       |
| Awards forfeited or exercised    | -       |
| Outstanding at March 31, 2015    | 662,375 |
| Remaining available to be issued | 42,950  |

For the three months ended March 31, 2015 and 2014, stock based compensation expense for restricted stock awards was \$88,758, and \$9,994, respectively. Unrecognized stock based compensation expense for restricted stock awards as of March 31, 2015 was \$1,109,454 to be recognized ratably over 3.17 years.

## Warrants

In conjunction with the IPO, we issued warrants to the underwriters for the purchase of 90,000 shares of common stock, which can be exercised between November 10, 2015 and November 10, 2018 at an exercise price of \$8.125 per share. For the year ended December 31, 2014, a net expenses of \$113,929 were recorded against proceeds against additional paid in capital, associated with these awards. The fair value of the warrants was determined using the Black-Scholes option valuation model. The warrants expire on November 10, 2018 and have a remaining contractual life of 3.6 years as of March 31, 2015.

The information below summarizes the warrants:

|                                  | Number of<br>Units | Weighted<br>Average<br>Exercise<br>Price | Weighted<br>Average<br>Remaining<br>Contractual<br>Term (in<br>years) | Intrinsic<br>Value |
|----------------------------------|--------------------|--|---|--------------------|
| Outstanding at December 31, 2014 | 90,000             | \$8.13                                   | 3.9   | -                  |
| Granted                          | -                  | -  |   |                    |
| Outstanding at March 31, 2015    | 90,000             | \$8.13                                   | 3.6   | \$-                |
| Exercisable at March 31, 2015    | -                  | \$-                                      | -   | \$-                |

## Preferred Stock

We have 50,000 shares authorized as preferred stock. The preferred stock is senior to common stock and each share has the same voting rights as the common stockholders. The liquidation preference is equal to the stated value of the stock plus any dividends declared but unpaid at the time of a liquidation event. The preferred shares are convertible to common stock at the option of the holder at a rate of one share of preferred stock for 53.4 shares of common stock. On November 14, 2014, the holders of our preferred stock converted all 25,000 outstanding shares of preferred stock to 1,335,000 shares of common stock.

## Common Stock

On November 26, 2012, the Board declared a dividend of 29 shares of our common stock on each share of common stock outstanding as of December 1, 2012. The stock dividend was effective and payable automatically as of the effective date of the Certificate of Amendment to our Certificate of Incorporation which was January 9, 2013. The stock dividend has been accounted for as a stock split and retroactively reflected in these consolidated financial statements. On September 16, 2014, the Board declared a second stock dividend of .78 shares of common stock for each share of common stock outstanding as of September 15, 2014. The second stock dividend was effective and payable automatically as of the effective date of the Company's Amended and Restated Certificate of Incorporation, which was September 17, 2014. This stock dividend has been accounted for as a stock split and retroactively reflected in these consolidated financial statements.

On January 9, 2013, a Certificate of Amendment of Certificate of Incorporation was filed with the Delaware Secretary of State. This amendment authorized us to increase the number of common stock shares from 150,000 to 4,000,000. A subsequent Certificate of Amendment of Certificate of Incorporation was filed on December 24, 2013, authorizing us

to increase the number of common stock shares to 4,250,000. An Amended and Restated Certificate of Incorporation was filed on September 17, 2014, authorizing us to increase the number of common stock shares to 20,000,000.

## Treasury Stock

In December 2013, we exercised our right of first refusal under the terms of a Stockholders Agreement dated March 10, 2010 to repurchase 534,000 shares of our common stock. The shares were purchased for \$0.45 per share or \$240,000 in cash along with the issuance of an option to repurchase the 534,000 shares. We had the right to call the option upon a 15% change in ownership. The repurchased shares were recorded as treasury stock, at cost in the amount of \$791,638, and are available for general corporate purposes. The option is classified in equity as it is considered indexed to our stock and meets the criteria for classification in equity. The option was granted to the seller for a term of 8 years. The option contained the following exercise prices:

|        |        |
|--------|--------|
| Year 1 | \$0.56 |
| Year 2 | \$0.68 |
| Year 3 | \$0.84 |
| Year 4 | \$1.03 |
| Year 5 | \$1.28 |
| Year 6 | \$1.59 |
| Year 7 | \$1.97 |
| Year 8 | \$2.45 |

Consideration given in the form of the option was valued using a Binomial Lattice-Based model resulting in a fair value of \$1.03 per share option for a total fair value of \$551,638. The option was valued using the Binomial Lattice-Based valuation methodology because that model embodies all of the relevant assumptions that address the features underlying the instrument. Significant assumptions were as follows:

|   |                 |
|---|-----------------|
| Market value of underlying common stock | \$1.20          |
| Term (in years)                         | 1 – 8           |
| Strike price                            | \$0.56 – \$2.45 |
| Volatility                              | 27.03% – 45.64% |
| Risk-free interest                      | 0.13% – 2.45%   |

## Note 8: Income Taxes

During the quarter ended March 31, 2015, the Company recorded no income tax provision due to a net operating loss and a valuation allowance against deferred tax assets.

## Note 9: Related Party Transactions

We entered into consulting and legal agreements with certain common stockholders related to services performed for the operations of the Company. Amounts paid to or for the benefit of these stockholders was approximately \$209,000 and \$126,000 for the three months ended March 31, 2015 and 2014.

## Note 10: Commitments and Contingencies

## Operating Leases

We lease our corporate office space. Monthly payments under the lease were approximately \$10,500 through June 2012 and approximately \$6,700 through December 2013. The lease expired on December 31, 2013. On September 17, 2013, we entered into a new lease for corporate office space, with 66 monthly payments increasing from \$10,500 to \$22,000, beginning February 3, 2014, the date we took occupancy of the new office space. Between December 31, 2014 and March 31, 2015, we acquired 10 additional leases for clinic locations. These leases vary in length from 20

to 40 months and have monthly payments ranging from \$2,069 to \$5,909.

Total rent expense for the three months ended March 31, 2015 and 2014 was approximately \$118,000 and \$33,000, respectively.

Future minimum annual lease payments are approximately as follows:

|            |             |
|------------|-------------|
| 2015       | \$540,522   |
| 2016       | 627,334     |
| 2017       | 568,714     |
| 2018       | 331,074     |
| 2019       | 154,055     |
| Thereafter | -           |
|            | \$2,221,699 |

#### Litigation

In the normal course of business, we are party to litigation from time to time. We maintain insurance to cover certain actions and believe that resolution of such litigation will not have a material adverse effect on the Company.

#### Note 11: Subsequent Events

On April 1, 2015, we granted an aggregate of 7,500 stock options at an exercise price of \$7.81 that vest immediately to certain non-employee members of our board of directors. The options expire in 2025.

On April 14, 2015, we completed a purchase of a franchise from a franchisee. The transaction involved the repurchase of a developed franchise. We intend to manage the clinic opened under the developed franchise. The total consideration for this transaction was approximately \$335,000, subject to adjustments, of which \$276,500 was funded from the proceeds of our recent initial public offering and a note for \$58,000 was issued to the seller.

On April 30, 2015, we completed the repurchase of eight franchises in San Diego County, California. In a related transaction, we completed the termination of nine franchise agreements for franchises that were to be located in Los Angeles County, California region. The total consideration for these transactions was \$631,000, \$550,100 of which was funded from the proceeds of our recent initial public offering, and \$89,900 of which was funded with a promissory note.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and related notes included in this Quarterly Report on Form 10-Q and the audited consolidated financial statements and notes thereto as of and for the year ended December 31, 2014 and the related Management's Discussion and Analysis of Financial Condition and Results of Operations, both of which are contained in our Annual Report on Form 10-K.

## Forward-Looking Statements

The information in this discussion contains forward-looking statements and information within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, (“the Exchange Act”), which are subject to the “safe harbor” created by those sections. These forward-looking statements include, but are not limited to, statements concerning our strategy, future operations, future financial position, future revenues, projected costs, prospects and plans and objectives of management; and accounting estimates and the impact of new or recently issued accounting pronouncements. The words “anticipates,” “believes,” “estimates,” “expects,” “intends,” “may,” “plans,” “projects,” “will,” “should,” “could,” “predicts,” “potential,” “continue,” “would” and similar expressions are used to identify forward-looking statements, although not all forward-looking statements contain these identifying words. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements that we make. The forward-looking statements are applicable only as of the date on which they are made, and we do not assume any obligation to update any forward-looking statements. All forward-looking statements in this Form 10-Q are made based on our current expectations, forecasts, estimates and assumptions, and involve risks, uncertainties and other factors that could cause results or events to differ materially from those expressed in the forward-looking statements. In evaluating these statements, you should specifically consider various factors, uncertainties and risks that could affect our future results or operations as described from time to time in our SEC reports, including those risks outlined under “Risk Factors” which are contained in Item 1A of our Form 10-K for the year ended December 31, 2014. These factors, uncertainties and risks may cause our actual results to differ materially from any forward-looking statement set forth in this Form 10-Q. You should carefully consider these risk and uncertainties and other information contained in the reports we file with or furnish to the SEC before making any investment decision with respect to our securities. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by this cautionary statement. Some of the important factors that could cause our actual results to differ materially from those projected in any forward-looking statements include, but are not limited to, the following:

we may not be able to successfully implement our growth strategy if we or our franchisees are unable to locate and secure appropriate sites for clinic locations, obtain favorable lease terms, hire and retain suitable chiropractors and staff to serve our patients, and attract patients to our clinics;

we have limited experience operating company-owned clinics, and we may not be able to duplicate the success of some of our franchisees;

we may not be able to acquire operating clinics from existing franchisees or acquire operating clinics on attractive terms;

we may not be able to continue to sell franchises to qualified franchisees;

we may not be able to identify, recruit and train enough qualified chiropractors to staff our clinics;

new clinics may not be profitable, and we may not be able to maintain or improve revenues and franchise fees from existing franchised clinics;

the chiropractic industry is highly competitive, with many well-established competitors;

we may face negative publicity or damage to our reputation, which could arise from concerns expressed by opponents of chiropractic and by chiropractors operating under traditional service models;

legislation and regulations, as well as new medical procedures and techniques could reduce or eliminate our competitive advantages; and

we will face increased costs as a result of being a public company.



we have identified material weaknesses in our internal control over financial reporting, and our business and stock price may be adversely affected if we do not adequately address those weaknesses

Additionally, there may be other risks that are otherwise described from time to time in the reports that we file with the Securities and Exchange Commission. Any forward-looking statements in this report should be considered in light of various important factors, including the risks and uncertainties listed above, as well as others.

## Overview

The Joint Corp., a Delaware corporation, was formed on March 10, 2010 for the principal purpose of franchising chiropractic clinics, selling regional developer rights and supporting the operations of franchised chiropractic clinics at locations throughout the United States.

As used in this Form 10-Q:

- “we,” “us,” and “our” refer to The Joint Corp.
- a “clinic” refers to a chiropractic clinic operating under our “Joint” brand, which may be (i) owned by a franchisee, (ii) owned by a professional corporation or limited liability company and managed by a franchisee; (iii) owned directly by us; or (iv) owned by a professional corporation or limited liability company and managed by us.
- when we identify an “operator” of a clinic, a party that is “operating” a clinic, or a party by whom a clinic is “operated,” we are referring to the party that operates all aspects of the clinic in certain jurisdictions, and to the party that manages all aspects of the clinic other than the practice of chiropractic in certain other jurisdictions.

We seek to be the leading provider of chiropractic care in the markets we serve and to become the most recognized brand in our industry through the rapid and focused expansion of chiropractic clinics in key markets throughout North America and abroad.

**Key Performance Measures.** We receive both weekly and monthly performance reports from our franchised clinics which include key performance indicators including gross clinic revenues, total royalty income, number of open clinics and patient office visits. We believe these indicators provide us with useful data with which to measure our performance and to measure our franchisees’ and clinics’ performance.

**Key Clinic Development Trends.** As of March 31, 2015, 253 clinics were in operation by franchisees or corporate owned. Of the 253 clinics in operation, 195 were originally awarded through our regional developer program of which 6 of the 195 clinics are now corporate clinics in former regional developer territories. Our regional developer program is one in which we sold licenses to third parties to develop franchises in particular geographic areas. In addition, 58 of the 253 clinics in operation were awarded through direct sales, of which 6 clinics are now corporate clinics in non-regional developer territories, bringing the total of corporate clinics to 12 as of March 31, 2015.

Our future growth strategy will increasingly focus on acquiring and developing clinics that are directly owned and operated by us, while continuing to grow through the sale of additional franchises.

We expect to repurchase or to develop up to 50 franchises or clinics to be operated or managed as company-owned or managed clinics over twelve months beginning January 1, 2015.

We expect to open approximately 60 - 65 new franchised clinics over the twelve months beginning January 1, 2015. We generally expect a franchised clinic to open within 9 to 12 months from the date a franchise agreement is signed. This development timeline applies both to clinics franchised directly with us and for clinics franchised through a regional developer. In addition, our regional developers are required, under their respective regional developer agreements, to obtain franchises and open the minimum number of clinics prescribed in their regional developer agreement within a negotiated time period, which takes into account the number of clinics, as well as the size, geography and demographics pertaining to each relevant region. This negotiated time period may differ among regional developers.

We may encounter difficulty in finding suitable locations for our planned company-owned or managed clinics, and our franchisees may encounter difficulty in finding and funding suitable locations for their franchised clinics. In addition, we and our franchisees may not be able to secure the services of chiropractors who share our vision and philosophy regarding the practice of chiropractic and are therefore appropriate candidates to provide services at a Joint clinic. Our ability to take full advantage of advertising and public awareness initiatives will depend on the speed with which we can develop either company-owned or franchised clinics in clusters with sufficient density to justify the use of mass media and other strategic media.

## Recent Developments

On December 31, 2014, we reacquired six franchised clinics, closed two clinics and retained the remaining four clinics as company-managed clinics.

During the quarter ended March 31, 2015, we acquired an aggregate of 8 clinics and 3 regional developer licenses. As of March 31, 2015 we had 12 company managed clinics. As part of our company-owned or managed clinic strategy, we may seek to reacquire additional franchises as circumstances permit. We are in process of negotiating lease agreements for additional company clinics which we expects to open later in the year.

Development of company-owned or managed clinics will be our principal focus, and we will use a significant amount of the proceeds from our IPO to pursue this strategy. We believe we can leverage the experience we have gained in supporting our demonstrated franchisee growth and our senior management's experience in rapidly and effectively growing other well-known high velocity specialty retail concepts to successfully develop and profitably operate company-owned clinics. Since commencing operations as a franchisor of chiropractic clinics, we have gained significant experience in identifying the business systems and practices that are required to profitably operate our clinics, validate our model and demonstrate proof of concept.

We believe our direct control over company-owned or managed clinics will enable us to more effectively apply these business systems and practices than in our franchised clinics and to collect more revenue per clinic than would otherwise be available to us solely through the collection of royalty fees, franchise sales fees, and regional developer fees. We intend to develop company clinics in geographic clusters where we are able to increase efficiencies through a consolidated real estate penetration strategy, leverage aggregated advertisement and marketing and attain general corporate and administrative operating efficiencies. We believe that our management's experience in this area readily translates to our business model.

## Factors Affecting Our Performance

Our quarterly operating results may fluctuate significantly as a result of a variety of factors, including the timing of new clinic openings, markets in which they are contained and related expenses, general economic conditions, consumer confidence in the economy, consumer preferences, and competitive factors.

## Basis of Presentation

### Revenues

**Royalty Fees.** We collect royalties based upon the terms of our franchise disclosure document and our franchise agreements, currently equal to 7% of gross sales from open clinics.

**Franchise Fees.** Our revenues from franchise fees are derived from the sale of franchises and are recognized when a franchised clinic is opened.

**Revenues and Management Fees from Company Clinics.** We earn revenues from clinics that we operate or manage throughout the US. In those states where we operate the clinic, revenues are recognized when services are performed. We offer a variety of membership and wellness packages which feature discounted pricing as compared with our single-visiting pricing. Amounts collected up front for membership and wellness packages are recorded as deferred revenue and recognized when the service is performed. In other states where state law requires the chiropractic practice to be owned by a licensed chiropractor, we enter into a management agreement with the doctor's professional corporation. Under the management agreement, we provide administrative and business management services to the doctor's professional corporation in return for a monthly management fee. Since the collectability of the full

management fee is uncertain, we recognize management fee revenue only to the extent of fees collected from the professional corporations.

**Advertising Fund Revenue.** We have established an advertising fund for national marketing and advertising of services offered by the clinics owned by the franchisees. As stipulated in our typical franchise agreement, a franchisee pays a monthly marketing fee of 1% of gross sales, which increased at our discretion to 2% in January 2015. We segregate the marketing funds collected and use the funds for specific purposes as outlined in our franchise disclosure document. As amounts are expended from the fund, we recognize advertising fund revenue and a related expense. Amounts collected in excess of marketing expenditures are included in restricted cash on our condensed consolidated balance sheets.

**IT Related Income and Software Fees.** We collect a monthly computer software fee of \$275 per month for each open clinic for use of our proprietary chiropractic software, for related computer support and related internet service support. A combined software and supportive hardware package was made available to all clinics in April 2012. IT related revenue represents a flat fee paid by our franchisees to purchase computer equipment, operating software, pre-installed chiropractic system software, keycard scanner and credit card receipt printer and to have access to and support of our proprietary chiropractic software.

**Regional Developer Fees.** During 2011, we established a regional developer program to engage independent contractors to assist in developing specified geographical regions. Under this program, regional developers pay a license fee of 25% of the then current franchise fee for each franchise they receive the right to develop within a specified geographical region. Each regional developer agreement establishes a minimum number of franchises that the regional developer must develop. Regional developers receive 50% of franchise fees collected upon the sale of franchises within their region, and a royalty of 3% of sales generated by franchised clinics in their region. Regional developer fees are non-refundable and are recognized as revenue when we have performed substantially all initial services required by the regional developer agreement, which generally is considered to be upon the opening of each franchised clinic.

Our franchise agreements typically require franchisees to spend between \$1,800 - \$2,500 monthly per clinic for local store marketing. We oversee this activity to monitor compliance. We may designate preferred vendors to support their efforts but franchisees are not required to use the preferred vendors.

#### Cost of Revenues

Cost of revenues is comprised of expenses associated with sales, opening and ongoing support in respect of our clinic operators and regional developers. Specifically, cost of revenues includes franchise sales commissions, regional developer royalties and commissions and payments to contracted sales professionals. These costs are recognized upon the opening and ongoing operations of the clinics. Also included in cost of revenues are the costs of computer hardware and software sold to each franchisee.

#### Selling, General and Administrative Costs

Selling, general and administrative costs include all corporate and administrative functions that support our franchised clinics and provide an infrastructure to facilitate our operations and future growth. Components of these costs include executive management, supervisory and staff salaries, bonuses and related taxes and employee benefits, marketing, travel, information systems, training, support center rent and related occupancy costs, and professional and consulting fees.

#### Significant Accounting Policies and Estimates

We adopted new accounting policies for revenues and management fees for company clinics in conjunction with our acquisitions of company-owned clinics during the three months ended March 31, 2015.



There were no additional changes in our significant accounting policies and estimates during the three months ended March 31, 2015 from those set forth in “Significant Accounting Policies and Estimates” in our Annual Report on Form 10-K for the year ended December 31, 2014.

## Results of Operations

### Total Revenues

Components of revenues for the three months ended March 31, 2015 as compared to the three months ended March 31, 2014, are as follows:

|  | Three Months Ended<br>March 31, |                     | Change from<br>Prior Year | Percent Change<br>from Prior<br>Year |          |
|--|---------------------------------|---------------------|---------------------------|--------------------------------------|----------|
|  | 2015                            | 2014                |                           |                                      |          |
| <b>Revenues:</b>                                     |                                 |                     |                           |                                      |          |
| Royalty fees   | \$ 1,015,513                    | \$ 608,327          | \$ 407,186                | 66.9                                 | %        |
| Franchise fees                                       | 348,000                         | 464,000             | (116,000 )                | (25.0                                | )%       |
| Revenues and management fees<br>from company clinics | 387,453                         | -                   | 387,453                   | 100.0                                | %        |
| Advertising fund revenue                             | 285,516                         | 86,734              | 198,782                   | 229.2                                | %        |
| IT related income and software<br>fees               | 203,975                         | 199,625             | 4,350                     | 2.2                                  | %        |
| Regional developer fees                              | 217,500                         | 108,750             | 108,750                   | 100.0                                | %        |
| Other revenues                                       | 49,941                          | 45,401              | 4,540                     | 10.0                                 | %        |
| <b>Total revenues</b>                                | <b>\$ 2,507,898</b>             | <b>\$ 1,512,837</b> | <b>\$ 995,061</b>         | <b>65.8</b>                          | <b>%</b> |

The reasons for the significant changes in our components of total revenues are as follows:

- Royalty fees have increased due to an increase in the number of clinics in operation during the current quarter. As of March 31, 2015 and 2014, there were 247 and 192 clinics in operation, respectively. In addition, the combined increased clinic base generated significantly more sales upon which the royalty fee is calculated.
- Franchise fees are recognized when a clinic is opened. Franchise fees and regional developer fees have decreased due to a smaller number of clinic openings during the three months ended March 31, 2015 as compared to the three months ended March 31, 2014. For the three months ended March 31, 2015 and 2014, 13 and 18 new clinics opened respectively.
- Revenue and management fees from company clinics increased due to the acquisitions of 8 clinics during the three months ended March 31, 2015.
- Regional developer fees increased largely due to revenue recognition on the termination of regional developer rights.
- IT related income and software fee, advertising fund revenue and other revenues increased due to an increase in our clinic base as described above. In addition advertising fund revenue was increased from 1% to 2%.

### Cost of Revenues



|                  | Three Months Ended March 31, |            | Change from | Percent                      |
|------------------|------------------------------|------------|-------------|------------------------------|
|                  | 2015                         | 2014       | Prior Year  | Change<br>from Prior<br>Year |
| Cost of Revenues | \$ 545,261                   | \$ 530,524 | \$ 14,737   | 2.8 %                        |

For the three months ended March 31, 2015 and 2014, the cost of revenues was 22% and 35%, respectively, as a percentage of total revenues. The decrease is due to higher advertising revenue and lower regional developer commissions. The total cost of revenues increased by \$14,737 due primarily to an increase in regional developer royalties of \$137,690, partially offset by a decrease in regional developer commissions of \$87,000 and a decrease in IT cost of revenues of \$34,053.

## Selling and Marketing Expenses

|                                | Three Months Ended March 31, |            | Change from | Percent                      |
|--------------------------------|------------------------------|------------|-------------|------------------------------|
|                                | 2015                         | 2014       | Prior Year  | Change<br>from Prior<br>Year |
| Selling and Marketing Expenses | \$ 967,024                   | \$ 119,944 | \$ 847,080  | 706.2 %                      |

Selling and marketing expenses increased for the three months ended March 31, 2015, as compared to the three months ended March 31, 2014, due in part to a provision of \$298,000 recorded during the quarter for fees due to our advertising agency in connection with work performed on our current advertising campaign, along with a more focused marketing strategy launched in late 2014.

## Depreciation and Amortization Expenses

|  | Three Months Ended March 31, |           | Change from | Percent                      |
|--|------------------------------|-----------|-------------|------------------------------|
|  | 2015                         | 2014      | Prior Year  | Change<br>from Prior<br>Year |
| Depreciation and Amortization Expenses | \$ 122,596                   | \$ 40,066 | \$ 82,530   | 206.0 %                      |

Depreciation and amortization expenses increased for the three months ended March 31, 2015 as compared to the three months ended March 31, 2014, primarily due to fixed assets additions of \$525,000 and intangible asset additions of \$968,250 relating to our acquisitions of franchises and regional developer rights.

## General and Administrative Expenses

|                                     | Three Months Ended March 31, |            | Change from  | Percent                      |
|-------------------------------------|------------------------------|------------|--------------|------------------------------|
|                                     | 2015                         | 2014       | Prior Year   | Change<br>from Prior<br>Year |
| General and Administrative Expenses | \$ 2,788,240                 | \$ 979,690 | \$ 1,808,550 | 184.6 %                      |

General and administrative expenses increased during the three months ended March 31, 2015 compared to the three months ended March 31, 2014, primarily due to the following:

- An increase of approximately \$956,000 of employment expense which includes salaries and wages, stock based compensation, executive relocation costs, health insurance expense and payroll taxes. This is primarily due to an increase in additional personnel and employees acquired through the acquisition of company clinics, and an increase in stock compensation expense due to additional equity awards;
- An increase of approximately \$476,000 in professional fees for legal and accounting services, primarily related to state franchise filings and franchising related legal services; and

- An increase of approximately \$143,000 costs related to the acquisitions of franchises.

## Income Tax Benefit

|                    | Three Months Ended March 31, |           | Change from  | Percent                      |
|--------------------|------------------------------|-----------|--------------|------------------------------|
|                    | 2015                         | 2014      | Prior Year   | Change<br>from Prior<br>Year |
| Income Tax Benefit | \$ -                         | \$ 29,493 | \$ (29,493 ) | (100.0 )%                    |

Changes in our income tax expense related primarily to changes in pretax income during the three months ended March 31, 2015 as compared to the three months ended March 31, 2014. For the three months ending March 31, 2015, the effective rate was 0%. For the three months ended March 31, 2014, the effective rate was 19%. The difference is due to uncertain tax positions that were recorded during the period and the impact of certain permanent differences on taxable income during the three months ended March 31, 2014.

## Liquidity and Capital Resources

### Sources of Liquidity

Since 2012, we have financed our business primarily through existing cash on hand and cash flows from operations until 2014 when we completed an initial public offering.

On November 14, 2014, we closed on our initial public offering (“IPO”) of 3,000,000 shares of common stock at a price to the public of \$6.50 per share. As a result of the IPO, we received aggregate net proceeds, after deducting underwriting discounts, commissions and other offering expenses, of approximately \$17,065,000. On November 18, 2014, our underwriters exercised their option to purchase 450,000 additional shares of common stock to cover over-allotments, pursuant to which we received aggregate net proceeds of approximately \$2,710,000, after deducting underwriting discounts, commissions and expenses.

We intend to use a significant amount of the net proceeds from our initial public offering for the development of company-owned and company-operated clinics. We may accomplish this by developing new clinics, by repurchasing existing franchises or by acquiring existing chiropractic practices. In addition, we may use proceeds from our IPO to repurchase existing regional developer licenses. Other than to pursue this growth strategy, we have not allocated a specific amount of our net proceeds from our initial public offering to any particular purpose. The net proceeds we actually expend for the development of company-owned and company-operated clinics and the acquisition of additional franchises or regional developer licenses may vary significantly depending on a number of factors, including the timing of our identification and leasing of suitable sites for company-owned and company-operated clinics and, in respect of the acquisition of franchises or regional developer licenses, our ability to enter into a binding acquisition agreement on favorable terms and the negotiated purchase price. In addition, the net proceeds we actually expend for general corporate purposes may vary significantly depending on a number of factors, including future revenue growth and our cash flows. As a result, we will retain broad discretion over the allocation of the net proceeds from our initial public offering. Pending use of the net proceeds from our initial public offering, we are holding the net proceeds in cash or investments in short-term, investment-grade securities.

As of March 31, 2015, we had cash and short-term bank deposits of \$17,082,930.

### Analysis of Cash Flows

Net cash (used in) provided by operating activities decreased by \$1,392,840 to (\$1,343,061) for the three months ended March 31, 2015, compared to \$49,779 for the three months ended March 31, 2014. The decrease in cash provided by operating activities was attributable primarily to increased expenses caused by the addition of senior level and support staff and changes in net working capital and other adjustments.

Net cash used in investing activities was \$2,370,792 and \$542,654 during the three months ended March 31, 2015, and 2014, respectively. For the three months ended March 31, 2015 this includes acquisitions of franchises of \$1,830,000, reacquisition and termination of regional developer rights of \$545,000, purchases of fixed assets of \$14,021, proceeds received on sale of property and equipment of \$11,500, and payments received on notes receivable of \$6,729. For the three months ended March 31, 2014 this includes investments in property and equipment of \$548,993 and payments received on notes receivable of \$6,339.

There were no cash flows from financing activities for the three months ended March 31, 2015 and 2014.

### Recent Accounting Pronouncements

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard becomes effective for us on January 1, 2017. Early adoption is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. Recent tentative decisions by the FASB may delay the effective date of this ASU and some of its other provisions. We are evaluating the effect that ASU 2014-09 will have on our consolidated financial statements and related disclosures. We have not yet selected a transition method nor have we determined the effect of the standard on our ongoing financial reporting.

In August 2014, the FASB issued ASU No. 2014-15, "Presentation of Financial Statements - Going Concern: Disclosures about an Entity's Ability to Continue as a Going Concern." The new standard requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date the financial statements are issued. An entity must provide certain disclosures if conditions or events raise substantial doubt about the entity's ability to continue as a going concern. The new guidance is effective for annual periods ending after December 15, 2016, and interim periods thereafter. We are currently evaluating the impact of the adoption of ASU No. 2014-15 on our consolidated financial statements.

In April 2015, the FASB issued ASU 2015-03, "Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs." The update requires debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of the related debt liability instead of being presented as an asset. Debt disclosures will include the face amount of the debt liability and the effective interest rate. The update requires retrospective application and represents a change in accounting principle. The update is effective for fiscal years beginning after December 15, 2015. Early adoption is permitted for financial statements that have not been previously issued. ASU 2015-03 is not expected to have a material impact on the Company's condensed consolidated financial statements.

#### Contractual Obligations and Risk

The following table summarizes our contractual obligations at March 31, 2015 and the effect that such obligations are expected to have on our liquidity and cash flows in future periods:

|                  | Total        | Payments Due by Fiscal Year |            |            |            |            |            |
|------------------|--------------|-----------------------------|------------|------------|------------|------------|------------|
|                  |              | 2015                        | 2016       | 2017       | 2018       | 2019       | Thereafter |
| Operating leases | \$ 2,221,699 | \$ 540,522                  | \$ 627,334 | \$ 568,714 | \$ 331,074 | \$ 154,055 | -          |
| Notes payable    | 255,000      | 115,000                     | 10,000     | 130,000    | -          | -          | -          |
|                  | \$ 2,476,699 | \$ 655,522                  | \$ 637,334 | \$ 698,714 | \$ 331,074 | \$ 154,055 | \$ -       |

#### Off-Balance Sheet Arrangements

During the three months ended March 31, 2015, we did not have any relationships with unconsolidated organizations or financial partnerships, such as structured finance or special purpose entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

#### ITEM 4. CONTROLS AND PROCEDURES

##### Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, our Chief Executive Officer and Chief Operating Officer have concluded that, as of such date, our disclosure controls and procedures were not effective.

We have yet to adequately implement certain controls over our financial reporting cycle. These areas include properly segregating duties due to the size of our accounting department and ineffective accounting for and reporting of complex transactions. The existence of these or one or more other material weaknesses or significant deficiencies could result in errors in our financial statements.



### Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the quarterly period ended March 31, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. We are currently in the process of addressing and remediating the control weaknesses described above, including the hiring of additional personnel and the implementation of a new general ledger system. These remediation efforts are expected to take place in mid 2015.

## PART II OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

In the normal course of business, we are party to litigation from time to time. We maintain insurance to cover certain actions and believe that resolution of such litigation will not have a material adverse effect on the Company.

### ITEM 1A. RISK FACTORS

You should carefully consider the risks described in our Annual Report on Form 10-K for the year ended December 31, 2014, as well as other factors discussed herein under “Forward-Looking Statements” in Item 2 Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Our business, financial condition and results of operations could be adversely affected by any of the risks and uncertainties described therein. There have been no material changes from the risk factors disclosed in our Form 10-K filed with the SEC on March 20, 2015.

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

#### Use of Proceeds from Registered Securities

None.

### ITEM 6. EXHIBITS

The Exhibit Index immediately following the Signatures to this Form 10-Q is hereby incorporated by reference into this Form 10-Q.



THE JOINT CORP.

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.

THE JOINT CORP.

Dated: May 15, 2015

By: /s/ John B. Richards  
John B. Richards  
Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Francis T. Joyce  
Francis T. Joyce  
Chief Financial Officer  
(Principal Financial Officer)

EXHIBIT INDEX

| Exhibit<br>Number | Description of Document  |
|-------------------|--|
| 31.1              | Certification of Principal Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, (filed herewith).  |
| 31.2              | Certification of Principal Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, (filed herewith).  |
| 32                | Certifications of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith). |
| 101.INS           | XBRL Instance Document.  |
| 101.SCH           | XBRL Taxonomy Extension Schema Document.   |
| 101.CAL           | XBRL Taxonomy Extension Calculation Linkbase Document.   |
| 101.DEF           | XBRL Taxonomy Extension Definition Linkbase Document.  |
| 101.LAB           | XBRL Taxonomy Extension Label Linkbase Document.   |
| 101.PRE           | XBRL Taxonomy Extension Presentation Linkbase Document.  |