JONES SODA CO
Form 10QSB
November 15, 2004

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-QSB

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

For the Quarterly Period Ended September 30, 2004

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

For the Transition Period From ______ to ______

Commission File Number 0-28820

Jones Soda Co.

(Exact name of registrant as specified in its charter)

Washington	**91-1696175**

(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**
234 9th Avenue North	
Seattle, Washington 98109	**(206) 624-3357**
(Address of principal executive office)	**(Registrant s telephone number, including area code)**

Check whether the issuer: (1) 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 for such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

As of September 30, 2004, the issuer had 20,753,846 shares of common stock outstanding.

Transitional Small Business Disclosure Format: Yes ¨ No x

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JONES SODA CO.

FORM 10-QSB

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EXPLANATORY NOTE

Unless otherwise indicated or the context otherwise requires, all references in this Report on Form 10-QSB to we, us, our, and the Company are to Jones Soda Co., a Washington corporation, and its wholly owed subsidiaries Jones Soda Co. (USA) Inc., Jones Soda (Canada) Inc., myJones.com Inc. and Whoopass USA Inc.

CAUTIONARY NOTICE REGARDING FORWARD LOOKING STATEMENTS

We desire to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. This Report on Form 10-QSB contains a number of forward-looking statements that reflect management s current views and expectations with respect to our business, strategies, products, future results and events and financial performance. All statements made in this Report other than statements of historical fact, including statements that address operating performance, events or developments that management expects or anticipates will or may occur in the future, including statements related to distributor channels, volume growth, revenues, profitability, new products, adequacy of funds from operations, statements expressing general optimism about future operating results and non-historical information, are forward looking statements. In particular, the words believe, expect, intend, anticipate, estimate, may, will, variations of such words, and similar expres identify forward-looking statements, but are not the exclusive means of identifying such statements and their absence does not mean that the statement is not forward-looking. These forward-looking statements are subject to certain risks and uncertainties, including those discussed below. Our actual results, performance or achievements could differ materially from historical results as well as those expressed in, anticipated or implied by these forward-looking statements. We do not undertake any obligation to revise these forward-looking statements to reflect any future events or circumstances.

Readers should not place undue reliance on these forward-looking statements, which are based on management s current expectations and projections about future events, are not guarantees of future performance, are subject to risks, uncertainties and assumptions (including those described below) and apply only as of the date of this Report. Our actual results, performance or achievements could differ materially from the results expressed in, or implied by, these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed below in Other Factors that May Affect Operating Results as well as those discussed elsewhere in this Report, and the risks discussed in our most recently filed Annual Report on Form 10-KSB and in the press releases and other communications to shareholders issued by us from time to time which attempt to advise interested parties of the risks and factors that may affect our business. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

CURRENCY TRANSLATION

Unless otherwise stated, all dollar figures stated in this Report are in United States dollars. Our financial statements are reported in United States dollars.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

JONES SODA CO. AND SUBSIDIARIES

Consolidated Balance Sheets

(Expressed in U.S. dollars)

September 30, 2004 with comparative figures for December 31, 2003

	September 30, 2004	December 31, 2003
	(Unaudited)	
Assets		
Current assets:		
Cash and cash equivalents (note 4)	$ 644,311	$ 315,988
Accounts receivable	2,282,778	1,507,374
Inventory (note 3)	3,160,447	2,000,924
Prepaid expenses	279,508	275,623
	6,367,044	4,099,909
Capital assets	676,490	490,273
Intangible assets	55,486	75,856
	$ 7,099,020	$ 4,666,038
Liabilities and Shareholders Equity		
Current liabilities:		
Accounts payable and accrued liabilities	$ 2,713,108	$ 2,059,587
Current portion of capital lease obligations	57,648	41,630
Current portion of deferred revenue	50,000	50,000
	2,820,756	2,151,217
Capital lease obligations, less current portion	119,830	19,712
Deferred revenue	62,500	100,000
Shareholders equity		
Common stock:		
Authorized: 100,000,000 common stock, no par value Issued and outstanding: 20,753,846 common shares (2003 20,089,096)	11,618,706	11,178,475
Additional paid-in capital	753,920	739,140
Accumulated other comprehensive income	107,752	107,752
Deficit	(8,384,444)	(9,630,258)

	4,095,934	2,395,109
	$ 7,099,020	$ 4,666,038

See accompanying notes to interim consolidated financial statements

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JONES SODA CO. AND SUBSIDIARIES

Consolidated Statements of Operations

(Expressed in U.S. dollars)

(Unaudited)

Three months and nine months ended September 30, 2004 and 2003

	Three months ended September 30, 2004	Three months ended September 30, 2003	Nine months ended September 30, 2004	Nine months ended September 30, 2003
Revenue	$ 7,785,054	$ 5,917,195	$ 21,045,323	$ 16,000,631
Cost of goods sold	5,068,073	3,726,593	13,765,735	10,203,376
Gross profit	2,716,981	2,190,602	7,279,588	5,797,255
Operating expenses:				
Promotion and selling	1,712,784	1,357,930	4,356,749	3,675,448
General and administrative	594,631	486,787	1,691,756	1,480,148
Non-cash stock compensation	4,939	45,539	14,780	108,623
	2,312,354	1,890,256	6,063,285	5,264,219
Earnings from operations	404,627	300,346	1,216,303	533,036
Other income (expense):				
Interest income (expense), net	(1,907)	(5,281)	(8,905)	28,811
Other income (expense), net	1,723	(19,618)	38,416	(40,190)
	(184)	(24,899)	29,511	(11,379)
Earnings for the period	$ 404,443	$ 275,447	$ 1,245,814	$ 521,657
Earnings per share, basic	$ 0.02	$ 0.01	$ 0.06	$ 0.03
Earnings per share, diluted	0.02	0.01	0.06	0.03
Weighted average common stock, basic	20,747,761	19,829,080	20,483,068	19,810,091
Weighted average common stock, diluted	22,376,415	20,883,595	22,060,797	20,226,493

See accompanying notes to interim consolidated financial statements.

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JONES SODA CO. AND SUBSIDIARIES

Consolidated Statements of Shareholders Equity and Comprehensive Income

(Expressed in U.S. dollars)

Nine months ended September 30, 2004 (Unaudited)

Years ended December 31, 2003

	Common stock		Additional paid-in	Accumulated other comprehensive	Accumulated	Comprehensive	Total shareholders
	Number	Amount	capital	income (loss)	Income (deficit)	Income	equity
Balance, December 31, 2002	19,800,596	$ 11,021,231	$ 625,560	$ 107,752	$ (9,953,773)		$ 1,800,770
Options exercised	288,500	157,244					157,244
Stock-based compensation			113,580				113,580
Comprehensive Income:							
Earnings for the year					323,515	$ 323,515	323,515
Balance, December 31, 2003	20,089,096	11,178,475	739,140	107,752	(9,630,258)		2,395,109
Options exercised	664,750	440,231					440,231
Stock-based compensation			14,780				14,780
Comprehensive Income:							
Earnings for the period					1,245,814	$ 1,245,814	1,245,814
Balance, September 30, 2004	20,753,846	11,618,706	753,920	107,752	(8,384,444)		4,095,934

See accompanying notes to interim consolidated financial statements.

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JONES SODA CO. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

(Expressed in U.S. dollars)

(Unaudited)

Nine months ended September 30, 2004 and 2003

	2004	2003
Cash flows from (used in) operating activities:		
Earnings for the period	$ 1,245,814	$ 521,657
Items not involving cash:		
Depreciation and amortization	143,902	121,021
Non-cash stock based compensation	14,780	108,623
Bad debt recovery		(71,493)
Changes in assets and liabilities:		
Accounts receivable	(775,404)	(1,236,264)
Inventory	(1,159,523)	(39,957)
Prepaid expenses	(3,885)	209,396
Accounts payable and accrued liabilities	653,521	730,160
Net cash from operating activities	119,205	343,143
Cash flows used in investing activities:		
Purchase of capital assets	(144,545)	(70,260)
Purchase of intangible assets	(8,305)	(8,843)
Deferred revenue	(37,500)	(29,026)
Net cash used in investing activities	(190,350)	(108,129)
Cash flows from (used in) financing activities:		
Net borrowing (repayment) under line of credit		(114,833)
Net borrowing (repayment) of capital lease obligations	(40,763)	724
Note receivable		47,843
Proceeds from exercise of options	440,231	89,364
Net cash from financing activities	399,468	23,098
Net increase in cash and cash equivalents	328,323	258,112
Cash and cash equivalents, beginning of period	315,988	50,065
Cash and cash equivalents, end of period	$ 644,311	$ 308,177
Supplemental disclosure of non-cash financing and investing activities:		
Increase in Capital lease obligation	156,899	40,740
Cash paid during the period:		
Interest payments	8,905	3,922

See accompanying notes to interim consolidated financial statements.

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JONES SODA CO. AND SUBSIDIARIES

Notes to Interim Consolidated Financial Statements

(Expressed in U.S. dollars)

Three and nine months ended September 30, 2004 and 2003

1. Nature of operations:

Jones Soda Co. (the Company or Jones Soda) develops, produces, markets, and distributes alternative or new age beverages. The Company s main product lines include the brands: Jones Soda Co.®, Jones Naturals, a non-carbonated juice & tea drink, Jones Energy, a high energy drink, WhoopAss, a high energy drink. Urban Juice and Soda Company Limited, the Company s predecessor, was incorporated in 1986 under the Company Act (British Columbia). The Company has three operating subsidiaries, Jones Soda Co. (USA) Inc., Jones Soda (Canada) Inc., and myJones.com Inc., as well as one non-operating subsidiary, Whoopass USA Inc.

2. Significant accounting policies:

(a) Basis of presentation:

These interim consolidated financial statements have been prepared using generally accepted accounting principles in the United States of America.

The financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant inter-company accounts and transactions have been eliminated on consolidation.

The accompanying unaudited interim consolidated financial statements are prepared in accordance with United States generally accepted accounting principles but do not include all information and footnotes required by United States generally accepted accounting principles for annual financial statements. However, in the opinion of management, all adjustments (which consist only of normal recurring adjustments) necessary for a fair presentation of the results of operations for the relevant periods have been made. Results for the interim period are not necessarily indicative of the results to be expected for the year or for any other period. These financial statements should be read in conjunction with the summary of accounting policies and the notes to the consolidated financial statements for the year ended December 31, 2003 included in the Company s annual report on Form 10-KSB.

(b) Use of estimates:

The preparation of financial statements in accordance with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Areas of significant estimate include the assessment of collectibility of accounts receivable, net realizable value of inventory, and valuation allowance against deferred income tax assets. Accordingly, actual results may differ from these estimates.

(c) Foreign currency translation:

All foreign exchange gains or losses, including those arising from translating the net monetary assets of the Company s Canadian operations to the Company s functional currency of US dollars, have been included in income. For the nine-month period ended September 30, 2004, the Company incurred a foreign exchange gain of $38,416 (2003 loss $40,190).

(d) Cash and cash equivalents:

The Company considers all short-term investments with a term to maturity at purchase of three months or less to be cash equivalents.

(e) Inventory:

Inventory has been stated at the lower of cost and estimated net realizable value and includes adjustments for estimated obsolescence. Cost includes laid-down cost and is determined principally using actual cost on a first-in first-out basis.

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JONES SODA CO. AND SUBSIDIARIES

Notes to Interim Consolidated Financial Statements

(Expressed in U.S. dollars)

Three and nine months ended September 30, 2004 and 2003

(f) Capital assets:

Capital assets are recorded at cost and are depreciated on the declining balance basis over the estimated useful lives of the assets as follows:

Asset	Rate
Equipment	20% to 50%
Automobile and computers	30%
Equipment under capital lease	Lease term

(g) Intangible assets:

The Company s intangible assets include costs associated with attaining trademarks and patents for the Company s products and are amortized on a straight-line basis over 5 years.

(h) Impairment of long-lived assets and long-lived assets to be disposed of:

Long-lived assets, which include fixed assets and intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the assets to future undiscounted net cash flows expected to be generated by the assets. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

(i) Revenue recognition:

Sales are recorded when title passes, which is when goods are received by the customer, and represent amounts realized net of provisions for sales returns, discounts and allowances which are recognized at the time of sale. Cash received in advance of delivery is recorded as deferred revenue in the consolidated balance sheet. Consideration paid to the customer is accounted for as a reduction in revenue.

For sales returns, the Company issues a credit note to the customer once it has obtained the returned goods. Discounts are offered to customers via promotional events. Discounts are recorded at the time of sale by issuing a credit note for the discount relating to the shipment.

Consideration given by the Company to a customer (including a reseller of the Company s products) is accounted for as a reduction of revenue when recognized in the Company s income statement. For the nine-month period ended September 30, 2004, the reduction against revenue is $251,797 (2003-$402,237).

(j) Research and development:

Research and development costs, which consist primarily of product development costs, are expensed in the period incurred and are included in general and administrative expenses. During the periods ended September 30, 2004 and 2003, the Company incurred no research and development costs.

(k) Stock-based compensation:

The Company accounts for its stock-based compensation arrangements with employees in accordance with the provisions of Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees , and related interpretations. As such, compensation expense under fixed plans is recorded on the date of grant only if the market value of the underlying stock at that date exceeds the exercise price.

SFAS No. 123, Accounting for Stock Based Compensation , requires entities that continue to apply the provisions of APB Opinion No. 25 for transactions with employees to provide pro forma earnings and pro forma earnings per share disclosures for employee stock option grants as if the fair-value-based method in SFAS No. 123 had been applied to these transactions.

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JONES SODA CO. AND SUBSIDIARIES

Notes to Interim Consolidated Financial Statements

(Expressed in U.S. dollars)

Three and nine months ended September 30, 2004 and 2003

The Company recognizes compensation expense for stock options, common stock and other equity instruments issued to non-employees for services received based upon the fair value of the equity instruments issued at the date of performance completion.

Under APB 25, compensation expense is measured as the excess, if any, of the market price of the underlying stock over the exercise price on the measurement date of the grant. Had stock compensation expense for grants to employees under the Company s stock option plan been determined based on the fair value methodology under SFAS 123, the Company s net earnings (loss) for the periods ended September 30, 2004 are presented as follows:

	Nine Months ended September 30		Three Months ended September 30	
	2004	**2003**	**2004**	**2003**
Earnings as reported	$ 1,245,814	$ 521,657	$ 404,443	$ 275,447
Add: Stock-based employee compensation expenses included in reported earnings	14,780	108,623	4,939	45,539
Deduct: Total stock-based employee Compensation expenses determined under fair value method for all awards	(283,650)	(102,462)	(139,567)	(23,551)
Pro forma earnings	$ 976,944	$ 527,818	$ 269,815	$ 297,435
Earnings per share				
Basic - as reported	0.06	0.03	0.02	0.01
Basic - pro forma	0.05	0.03	0.01	0.01
Diluted - as reported	0.06	0.03	0.02	0.01
Diluted - pro forma	0.04	0.03	0.01	0.01

The fair value of these options was estimated at the date of grant using the Black-Scholes option pricing model, which takes into account (1) the market price of the underlying stock at the grant date, (2) the exercise price, (3) an expected life ranging from one to five years, (4) 0% dividend yield, (5) a risk-free interest rate of 2.50% to 2.55% (2003 1.61%), and (6) an estimated volatility of 83% (2003 77%)

The weighted average fair value of options granted in the third quarter 2004 and 2003 was $3.55 and $1.10, respectively.

(l) Advertising:

The Company expenses advertising costs as incurred. During the nine-month period ended September 30, 2004, the Company incurred advertising costs of $2,175,679 (2003 - $2,329,652).

(m) Income taxes:

The Company follows the asset and liability method of accounting for income taxes. Under this method, current taxes are recognized for the estimated income taxes payable for the current period. Deferred income taxes are provided based on the estimated future tax effects of temporary differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases as well as the benefits of losses available to be carried forward to future years for tax purposes.

Deferred tax assets and liabilities are measured using enacted tax rates that are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date. A valuation allowance is recorded for deferred tax assets when it is not more likely than not that such deferred tax assets will be realized.

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JONES SODA CO. AND SUBSIDIARIES

Notes to Interim Consolidated Financial Statements

(Expressed in U.S. dollars)

Three and nine months ended September 30, 2004 and 2003

(n) Earnings per share:

Basic earnings per share is computed using the weighted average number of common shares outstanding during the periods, excluding reacquired stock and common stock held in escrow that is subject to cancellation if certain criteria are not achieved. Diluted earnings per share is computed by adjusting the weighted average number of common shares by the effective net exercise or conversion of all dilutive securities.

(o) Comprehensive income (loss):

SFAS No. 130, Reporting Comprehensive Income , establishes standards for reporting and disclosure of comprehensive income and its components in a full set of general-purpose financial statements. The Company discloses the comprehensive income (loss) in the Consolidated Statements of Shareholders Equity. Comprehensive income (loss) includes earnings (loss)

(p) Recent accounting pronouncements:

In March, 2004, the Financial Accounting Standards Board (FASB) issued an Exposure Draft of a proposed Statement of Financial Accounting Standards entitled Shared-Based Payment. This proposed statement addresses accounting for stock-based compensation and would result in the fair value of all stock-based compensation arrangements, including options, being recognized as an expense in a company s financial statements as opposed to supplemental disclosure in the notes to the financial statements. The proposed Statement would eliminate the ability to account for stock based-based compensation transaction using APB Opinion No. 25. If approved, the proposed statement, as amended, currently provides that it would be applied to public entities, prospectively, for interim or annual periods beginning after June 15, 2005.

(q) Comparative figures:

Certain comparative figures have been reclassified to conform to the presentation adopted in the current period.

3. Inventory:

	September 30 2004	**December 31 2003**

Finished goods	$ 2,178,537	$ 1,460,550
Raw materials	981,910	540,374
	$ 3,160,447	$ 2,000,924

4. Bank indebtedness:

On June 25, 2004, the existing credit facility granted to the Company by Capco Financial Company, a division of Greater Bay Bank N.A, was renewed for a further one-year revolving line of credit of up to $3,000,000. The amount available for borrowing from time to time under the revolving line of credit is dependent upon the levels of certain accounts receivable and inventory of the Company. This revolving line of credit is secured by all of the Company s assets, including accounts receivable, inventory, trademarks and other intellectual property, and certain equipment. Borrowings under the credit facility bear interest at prime plus 1.5% per annum (6.25% at September 30, 2004). The credit facility does not impose any financial covenants. As of September 30, 2004, the Company had nil outstanding under the line of credit, out of a total of $2,186,908 available for borrowing based on eligible accounts receivable and inventory at that time. In addition, as part of the agreement, all receivables collected are submitted to Capco as collateral on the line of credit, if no amounts are outstanding on the line of credit, the payments received by Capco are subject to a 1 day hold to allow for the application of funds. As of September 30, 2004, $56,465 included in cash and cash equivalents is subject to this 1day hold.

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JONES SODA CO. AND SUBSIDIARIES

Notes to Interim Consolidated Financial Statements

(Expressed in U.S. dollars)

Three and nine months ended September 30, 2004 and 2003

5. Segmented information and export sales:

The Company operates in one industry segment, with operations in the United States, Canada, Guam, the United Kingdom and Bermuda. During the nine-month period ended September 30, 2004 sales in the United States were approximately $18,367,948 (2003 - $13,828,755), sales in Canada were approximately $2,548,207 (2003 - $2,086,857), and sales in Guam, the United Kingdom and Bermuda were approximately $70,061 (2003 $85,019).

6. Earnings per share:

The computation for basic and diluted earnings per share is a follows:

	Three months ended September 30		Nine months ended September 30	
	2004	**2003**	**2004**	**2003**
Earnings for the period	$ 404,443	$ 275,447	$ 1,245,814	$ 521,657
Weighted average number of common stock outstanding:				
Basic	20,747,761	19,829,080	20,483,068	19,810,091
Dilutive stock options	1,628,654	1,054,515	1,577,729	416,402
Diluted	22,376,415	20,883,595	22,060,797	20,226,493
Earnings per share:				
Basic	$ 0.02	$ 0.01	$ 0.06	$ 0.03
Diluted	$ 0.02	$ 0.01	$ 0.06	$ 0.03

7. Shareholders equity:

(a) Stock options:

In 1996, the Company adopted a stock option plan (the 1996 Plan) that provides for the issuance of incentive and non-qualified stock options to officers, directors, employees and consultants. In addition, in 2002 the Company adopted another stock option plan for the issuance of incentive and non-qualified stock options to officers, directors, employees and consultants (the 2002 Plan). (The 1996 Plan and 2002 Plan are collectively referred to as the Plans.)

The Board of Directors determines the terms and conditions of the options granted under the Plans, including the exercise price and vesting schedule. The exercise price for qualified incentive stock options cannot be less than the fair market value of the underlying stock at the date of grant, and the maximum term is five years from the date of grant. Options granted generally vest over a period of 18 months.

Where options issued after January 18, 2001 have an exercise price in currency that is not either the (a) functional currency of the Company or (b) the currency in which the employee is paid, the options are to be accounted for as variable plan options and compensation expense will be recorded equal to changes in the market value of the underlying common shares at each reporting period.

During the year ended December 31, 2001, the Company granted options in Canadian dollars when the functional currency of the Company and the currency in which employees were paid was the US dollar. Accordingly, these employee options are considered to be variable options. In addition, compensation expense is recognized to the extent that options are granted having an exercise price less than the market price of the underlying share on the date of grant. During the year ended December 31, 2003 these options were amended to change the exercise currency of these options to the functional currency of the Company. As a result of the amendment, these employee options are no longer considered as variable options and no further compensation expense will be recognized.

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JONES SODA CO. AND SUBSIDIARIES

Notes to Interim Consolidated Financial Statements

(Expressed in U.S. dollars)

Three and nine months ended September 30, 2004 and 2003

For the nine-month period ended September 30, 2004, the Company granted all options in US dollars. Included in general and administrative expenses for the nine-month period ended September 30, 2004 is stock-based compensation of $14,780 (2003 $108,623).

A summary of the Company s stock option activity is as follows:

	Outstanding options		
	Number	Average exercise price	
	of shares	US	CDN
Balance at December 31, 2002	2,543,500	$ 0.59	$ 0.92
Option granted	651,000	0.36	0.46
Options exercised	(288,500)	(0.55)	(0.74)
Options cancelled	(509,000)	(0.81)	(1.06)
Balance at December 31, 2003	2,397,000	$ 0.58	$ 0.76
Option granted	543,000	2.28	2.89
Options exercised	(664,750)	(0.66)	(0.84)
Options cancelled	(58,000)	(0.94)	(1.20)
Balance at September 30, 2004	2,217,250	$ 1.02	$ 1.29

The following table summarizes information about stock options outstanding and exercisable under the Plans at September 30, 2004:

Range of	Number	Weighted average remaining contractual	Weighted average exercise price		Number	Weighted average exercise prices	
exercise	outstanding	life (years)	US	CDN	exercisable	US	CDN
$2.15 to $3.94	536,750	4.35	$ 2.35	$ 2.98	248,250	$ 2.27	$ 2.88
$0.25 to $0.30	544,250	3.44	0.32	0.41	436,625	0.33	0.42
$0.46 to $0.67	429,500	2.60	0.49	0.62	429,500	0.49	0.62
$0.62 to $0.91	655,500	1.37	0.76	0.96	655,500	0.76	0.96

$0.79 to $0.87	51,250	0.77	0.79	1.01	51,250	0.79	1.01
	2,217,250		$ 0.98	$ 1.25	1,821,125	$ 0.80	$ 1.01

7. Commitments and contingencies:

In April, 2004, the Company entered into a memorandum of understanding with a major retailer. The agreement requires the Company to pay $30,000 on April 12, 2005, in exchange for a non-exclusive presence for Jones coolers and products for a one year period commencing April 12, 2005 to March 31, 2006, at all locations owned by the major retailer.

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ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

You should read the following discussion and analysis in conjunction with our consolidated financial statements and related notes included elsewhere in this Report. Except for historical information, the following discussion contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. See Cautionary Notice Regarding Forward Looking Statements above.

Overview

We develop, produce, market and distribute alternative or New Age beverages. We currently produce, market and distribute four unique beverage brands:

- Jones Soda Co.®, a premium soda;
- *Jones Naturals* , a non-carbonated juice & tea;
- *Jones Energy* , a citrus energy drink; and
- WhoopAss, a citrus energy drink.

We currently sell and distribute our products through our network of independent distributors throughout the United States and Canada and through several large national retail accounts.

With respect to our distributor channel (DSD), we are focusing our sales and marketing resources on the expansion and penetration of our products through our independent distributor network in our core markets consisting of the U.S. Northwest, U.S. Southwest, U.S. Midwest and Western Canada, although we continue to distribute product through distributors in the U.S. Northeast, U.S. Southeast and Eastern Canada.

Beginning in 2003, we launched our direct to retail (DTR) business strategy as a complementary channel to our distributor network, targeting large national retail accounts. Through these programs, we negotiate directly with large national retailers, primarily premier food-service based businesses, to carry our products, and which are serviced by the retailer s appointed distribution system. During 2003, we entered into distribution arrangements with Barnes & Noble, Panera Bread Company and CostPlus World Markets to carry certain of our products in their stores nationwide in the United States. In March 2004 we entered into a distribution arrangement with Starbucks Coffee Company for two flavors of our Jones Soda product in all of its stores in the United States. This distribution arrangement with Starbucks in the United States is in addition to our existing arrangement for their stores in Canada that has been in place since 1999. In addition, on July 20, 2004, we entered into a two-year licensing and distribution agreement with Target Corporation, under the terms of which Target has the exclusive right in the United States to market and sell new 12 ounce cans of Jones Soda.

Critical Accounting Estimates and Policies

The discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates including, among others, those affecting revenues, the allowance for doubtful accounts, the saleability of inventory and the useful lives of tangible and intangible assets. The discussion below is intended as a brief discussion of some of the judgments and uncertainties that can impact the application of these policies and the specific dollar amounts reported on our financial statements. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form our basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions, or if management made different judgments or utilized different estimates. Many of our estimates or judgments are based on anticipated future events or performance, and as such are forward-looking in nature, and are subject to many risks and uncertainties, including those discussed below and elsewhere in this Report. We do not undertake any obligation to update or revise this discussion to reflect any future events or circumstances.

We have identified below some of our accounting policies that we consider critical to our business operations and the understanding of our results of operations. This is not a complete list of all of our accounting policies, and there may be other accounting policies that are significant to us. For a detailed discussion on the application of these and our other accounting policies, see Note 2 to the Consolidated Financial Statements included in this Report.

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Revenue Recognition

Our products are sold to distributors and various customers and retailers for cash or on credit terms. Our credit terms, which are established in accordance with local and industry practices, typically require payment within 30 days of delivery. We recognize revenue upon receipt by our distributors and customers of our products, in accordance with written sales terms, net of provisions for discounts and allowances. All sales to distributors and customers are final sales and we have a no return policy; however, in limited instances, due to credit issues or distributor changes, we may take back product.

We also pay lump sum slotting fees to certain of our retailers for shelf space in their stores. Effective January 1, 2002, these slotting fees have been recorded as a reduction of revenue (which resulted in a reduction in revenue of approximately $251,797 for the nine-month period ended September 30, 2004 compared to a reduction in revenue of approximately $402,237 for the nine-month period ended September 30, 2003. We amortize the lump sum payment over a 1-year period, which is based on current data of product maintenance on retail shelves for that period of time.

Allowance for Doubtful Accounts; Bad Debt Reserve

Our management must estimate the collectibility of our accounts receivable. Management analyzes accounts receivable and analyzes historical bad debts, customer concentrations, customer credit-worthiness, current economic trends and changes in our customer payment terms when evaluating the adequacy of the allowance for doubtful accounts. In general, we have historically and continue today to provide an allowance for doubtful accounts equal to 100% of any unpaid balance outstanding greater than 60 days since invoice. We believe that in general bad debt reserves for other companies in the beverage industry represent approximately 2% of total sales. Historically, our bad debt reserve has represented approximately 0.7% of total sales. Bad debt expense is classified within general and administrative expenses in our Consolidated Statements of Operations.

Additionally, if we receive notice of a disputed receivable balance, we accrue such additional amount as management determines is reflective of the risk of non-collection. To date, other than as a result of specific customer bankruptcies in 2001, we have not incurred material write offs of accounts receivable. In considering the amount of bad debt allowance we rely heavily on our history of no material write-offs and that our revenue is not dependent on one or a few customers, but is spread among a number of customers. However, other factors which could cause management to change its estimates would be a downturn in the economy that management determines has the potential to affect collections if we see a greater concentration of our receivables from fewer customers. In such events, we may be required to record additional charges to cover this exposure. Material differences may result in the amount and timing of our bad debt expenses for any period if management made different judgments or utilized different estimates.

Inventory

We hold raw materials and finished goods inventories, which are manufactured and procured based on our sales forecasts. We value inventory at the lower of cost and estimated net realizable value, and include adjustments for estimated obsolescence, on a first in-first out basis. These valuations are subject to customer acceptance and demand for the particular products, and our estimates of future realizable values based on these forecasted demands. We regularly review inventory detail to determine whether a write-down is necessary. We consider various factors in making this determination, including recent sales history and predicted trends, industry market conditions and general economic conditions. Differences could result in the amount and timing of write-downs for any period if we make different judgments or use different estimates. We also determine an allowance for obsolescence based on products that are over twelve months from production date.

Results of Operations for the Three and Nine Months Ended September 30, 2004

Revenue

(Dollars in Thousands) *(Rounded to nearest Thousand)*	Three Months Ended September 30 2004	2003	Change	Nine Months Ended September 30 2004	2003	Change
Revenue	$ 7,785	$ 5,917	31.6%	$ 21,045	$ 16,001	31.5%

For the three months ended September 30, 2004, revenues were approximately $7,785,000, an increase of $1,868,000, or 31.6% over the $5,917,000 in revenues for the three months ended September 30, 2003. The increase in revenues during the three months ended September 30, 2004 from the comparable period in 2003 was attributable to higher case sales of Jones Soda and Jones Energy partially offset by decreases in Jones Naturals and a slight decrease in Whoopass as well as a lower overall per case selling price. For the nine-month period ended September 30, 2004, revenues were approximately $21,045,000, an increase of $5,044,000, or 31.5% over the

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$16,001,000 in revenues for the nine-month period ended September 30, 2003. The increase in revenues during the nine months ended September 30, 2004 from the comparable period in 2003 was attributable to higher case sales of Jones Soda and Jones Energy partially offset by decreases in Jones Naturals and Whoopass as well as a slightly lower overall per case selling price per case.

The overall increase in revenues was primarily attributable to our strategy of adding certain national accounts. In particular, in March 2004 we added the Starbucks account (Jones Soda) in the U.S., which has provided revenue to us in all three quarters of fiscal 2004. In addition, we had increased revenues over the comparable periods of fiscal 2004 and 2003 from certain of our existing national accounts such as Panera Bread Company (Jones Soda and Jones Naturals) which has continued to grow in number of bakery-cafes year over year. In addition in the third quarter of 2004, we added the Target Corporation account (Jones Soda, Jones Energy and 12 ounce concentrate revenue).

We also experienced increased case sales of Jones Soda through our distributor network in all of our core markets of the Northwest, Southwest, Midwest and Western Canada, as well as in our non-core markets of the Northeast, Southeast and Eastern Canada.

Revenues for the first nine months of fiscal 2004 also reflect certain increased selling prices implemented during 2003, including a price increase on Jones Naturals in March 2003, and also reflect a higher per case selling price for our 16-oz. format of Jones Energy that we launched in the second quarter of 2003 (compared to our 8.4 oz. counterpart). These price increases are not fully reflected in the comparable nine-month periods of fiscal 2003.

Consolidated case sales for the third quarter of fiscal 2004 were approximately 605,000, an increase of 35.0% from case sales of approximately 448,000 for the third quarter of fiscal 2003. The increase in case sales between comparable quarters reflects higher case sales of Jones Soda (up 42.4% from the third quarter of 2003) and Jones Energy (up 72.0% from the third quarter of 2003). These increases more than offset decreased case sales for Jones Naturals (down 12.2% from the third quarter of fiscal 2003) and Whoopass (down 3.8% from the third quarter of 2003). Consolidated case sales for the nine months of 2004 were 1,638,000, an increase of 32.4% from case sales of 1,237,000 for the nine months of 2003. The increase in case sales between comparable year-to-date periods reflects higher case sales of Jones Soda (up 41.2% from the same period of 2003) and Jones Energy (up 5.8% from the same period of 2003), more than offset decreased case sales for Jones Naturals (down 5.2% from the same period of 2003), and Whoopass (down 9.6% from the same period in 2003). Consolidated case sales for the nine months with a translation to 288 ounce equivalent case sales were approximately 1,746,400, an increase of 29.3% from 288-ounce equivalent case sales for the nine months of 2003 of approximately 1,350,600.

Gross Profit

(Dollars in Thousands) *(Rounded to nearest Thousand)*	**Three Months Ended September 30** 2004	2003	Change	**Nine Months Ended September 30** 2004	2003	Change
Gross profit	$ 2,717	$ 2,191	24.0%	$ 7,280	$ 5,797	25.6%
Percentage of revenue	34.9%	37.0%		34.6%	36.2%	

For the three and nine-month periods ended September 30, 2004, gross profit was approximately $2,717,000 and $7,280,000 respectively. Gross profit increased by approximately $526,000 or 24.0% over the $2,191,000 in gross profit for the three months ended September 30, 2003, and $1,483,000 or 25.6% over the $5,797,000 in gross profit for the nine months ended September 30, 2003. For the three-month period ended

September 30, 2004, gross profit as a percentage of revenue decreased from 37.0% to 34.9%, and gross profit as a percentage of revenue decreased from 36.2% to 34.6% for the nine-month period ended September 30, 2004. The increase in gross profit was primarily attributable to increased revenues, partially offset by a slightly overall lower gross margin. The decrease in gross profit as a percentage of revenue was attributable to a higher freight cost due to increased shipments to our DTR accounts and a higher fuel cost on all products, as well as a higher cost of product on Jones Soda and Jones Naturals due to the strengthening of the Canadian dollar year over year. In particular, because a large portion of our Jones Soda product has been bottled in Canada, we have experienced higher co-packing costs in Canada due to the strengthening of the Canadian dollar against the U.S. dollar. In an effort to mitigate the impact of a rising Canadian dollar, during the second quarter of fiscal 2004 we established a new bottling relationship in the U.S., which became fully operational in August, 2004. We have started to shift a portion of our bottling requirements to this facility, although we also expect to continue to use our Canadian co-packing facilities.

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Total Operating Expenses

(Dollars in Thousands) *(Rounded to nearest Thousand)*	Three Months Ended September 30,			Nine Months Ended September 30,		
	2004	**2003**	**Change**	**2004**	**2003**	**Change**
Promotion and selling	$ 1,713	$ 1,358	26.1%	$ 4,357	$ 3,675	18.5%
General and administrative	$ 600	$ 532	12.8%	$ 1,707	$ 1,589	7.4%
Total operating expenses	$ 2,312	$ 1,890	22.3%	$ 6,063	$ 5,264	15.2%
Percentage of revenue	29.7%	31.9%		28.8%	32.9%	

Total operating expenses for the three and nine-month periods ended September 30, 2004 were approximately $2,312,000 and $6,063,000 respectively. Total operating expenses increased by $422,000, or 22.3%, over operating expenses of $1,890,000 for the three months ended September 30, 2003, and increased by $799,000, or 15.2%, over operating expenses of $5,264,000 for the nine months ended September 30, 2003. For the three month period ended September 30, 2004, operating expenses as a percentage of revenue improved to 29.7% from 31.9% over the comparable period in 2003. For the nine-month period ended September 30, 2004, total operating expenses as a percentage of revenue improved to 28.8% from 32.9% over the comparable period in 2003. The increase in total operating expenses in absolute dollars was primarily attributable to an increase in promotion and selling expenses and to a lesser extent, a small increase in general and administrative expenses both for the three and nine-month periods.

Promotion and Selling Expenses

(Dollars in Thousands) *(Rounded to nearest Thousand)*	Three Months Ended September 30			Nine Months Ended September 30		
	2004	**2003**	**Change**	**2004**	**2003**	**Change**
Promotion and selling	$ 1,713	$ 1,358	26.1%	$ 4,357	$ 3,675	18.5%
Percentage of revenue	22.0%	22.9%		20.7%	23.0%	

Promotion and selling expenses for the three and nine-month periods ended September 30, 2004 were approximately $1,713,000 and $4,357,000, respectively. Promotion and selling expenses increased by $355,000, or 26.1%, over promotion and selling expenses of $1,358,000 for the three months ended September 30, 2003, and increased by $682,000, or 18.5%, over promotion and selling expenses of $3,675,000 for the nine months ended September 30, 2003. Promotion and selling expenses as a percentage of revenue decreased to 22.0% for the three months ended September 30, 2004 from 22.9% over the comparable period in 2003. Promotion and selling expenses as a percentage of revenue decreased to 20.7% for the nine months ended September 30, 2004 from 23.0% over the comparable period in 2003. The increase in promotion and selling expenses for the three months ended September 30, 2004 was attributable to an increase in salaries and wages associated with our expanding sales force, including a new Executive Vice President of Sales, as well as an increase in distributor programs on the Jones Soda product, and new expenses associated with launching our Target account.

General and Administrative Expenses

(Dollars in Thousands) *(Rounded to nearest Thousand)*	**Three Months Ended September 30,** 2004	2003	Change	**Nine Months Ended September 30,** 2004	2003	Change
General and administrative	$ 600	$ 532	12.8%	$ 1,707	$ 1,589	7.4%
Percentage of revenue	7.7%	9.0%		8.1%	9.9%	

General and administrative expenses for the three and nine-month periods ended September 30, 2004 were approximately $600,000 and $1,707,000, respectively, compared to $532,000 and $1,589,000 for comparable periods in 2003. General and administrative expenses increased by $68,000 or 12.8% for the three months ended September 30, 2004, and $118,000 or 7.4% for the nine months ended September 30, 2004. General and administrative expenses as a percentage of revenue decreased to 7.7% for the three months ended September 30, 2004 from 9.0% over the comparable period in 2003. General and administrative expenses as a percentage of revenue decreased to 8.1% for the nine months ended September 30, 2004 from 9.9% over the comparable period in 2003. The increase in general and administrative expenses in absolute dollars is primarily due to an increase in salaries and wages, depreciation & amortization expenses, bank charges, insurance expenses and telephone expenses, partially offset by a decrease in legal fees and non-cash stock compensation.

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Other Income

Other income for the three and nine-month periods ended September 30, 2004 was approximately (nil) and $30,000, respectively, compared to other expense of approximately $25,000 and $11,000 over the comparable periods in 2003. Other income in 2004 primarily includes a foreign exchange gain while other expense in 2003 was a reversal of interest expense in each of the first and second quarters of 2003, which was over accrued in previous periods based on an estimated minimum interest expense associated with our prior line of credit.

Net Income

Net income for the three and nine-month periods ended September 30, 2004 was approximately $404,000 and $1,246,000, respectively, compared to a net income of $275,000 and $522,000 for the respective comparable periods in 2003 net income increase by $129,000 or 46.8% for the three month ended September 30, 2004 and $704,000 or 138.8% for the nine months ended September 30, 2004. The increase in net income for the comparable three and nine-month periods was due primarily to an improvement in earnings from operations, the result of an increase in gross profit partially offset by an increase in total expenses.

Liquidity and Capital Resources

Our operations historically have primarily been funded through the issuance of common stock and external borrowings.

As of September 30, 2004, we had working capital of approximately $3,546,000 compared to working capital of $1,949,000 as of December 31, 2003. The increase in working capital was primarily attributable to increased cash, accounts receivable and inventory as a result of increases in sales and cash flows from operations, more than offsetting increases in accounts payable.

On June 25, 2004, we renewed our credit facility with Capco Financial Company, a division of Greater Bay Bank N.A., consisting of a one-year revolving line of credit of up to $3,000,000. The amount available for borrowing from time to time under the new revolving line of credit is dependent upon the levels of certain eligible accounts receivable and inventory. This revolving line of credit is secured by all of our assets, including accounts receivable, inventory, trademarks and other intellectual property, and certain equipment. Borrowings under the credit facility bear interest at the prime rate plus 1.5% per annum (6.25% as of September 30, 2004). The credit facility does not impose any financial covenants. As of September 30, 2004, we had no amounts outstanding under the line of credit, out of a total of $2,186,908 available for borrowing based on eligible accounts receivable and inventory at that time.

Cash and cash equivalents were $644,311 as of September 30, 2004 compared to $315,988 as of December 31, 2003. Net cash from operating activities was approximately $119,000 for the nine months ended September 30, 2004, primarily due to positive cash flows from operations, partially offset by our decision to prepay some of our accounts payable (entitling us to early-payment discounts from some suppliers) and to increase the levels of our finished goods inventory to ramp up for the summer and the Target launch. We used $190,000 in investing activities for the nine months ended September 30, 2004, primarily for the purchase of a new computer server, coolers, and sampling vans and secondarily for registration of miscellaneous trademarks. Cash flow from financing activities was $399,000 for the nine months ended September 30, 2004 and consisted primarily of proceeds from the exercise of stock options and secondarily from proceeds for capital leases obtained on the sampling van system.

We do not have any current material commitments for capital expenditures.

Seasonality

We have experienced significant fluctuations in quarterly results that have been the result of many factors. In particular, like many other companies in the beverage industry, we generate a substantial percentage of our revenues during the warm weather months of April through September. Management believes that the demand for our products will continue to reflect such seasonal consumption patterns. In addition, our operating results are dependent upon the performance of our independent distributors, as well as competition in the industry and general economic conditions.

Due to these and other factors, our results of operations have fluctuated from period to period. As a result, management believes that period-to-period comparisons of results of operations are not necessarily meaningful and should not be relied upon as any indication

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of future performance. While we look to expand our distribution network and increase market penetration, however, such seasonality may not be easily discernible from results of operations. Due to all of the foregoing factors, our operating results in a particular quarter may fail to meet market expectations.

Other Factors that May Affect Operating Results

Our operating results may fluctuate due to a number of factors, including, but not limited to:

the ability of our third party distributors to successfully promote and sell our products;

our ability to (i) develop and expand distribution channels, (ii) develop favorable arrangements with third party distributors of our products and (iii) minimize or reduce issues associated with engaging new distributors, including, but not limited to, transition costs and expenses and down time resulting from the initial deployment of our products in each new distributor s network;

our ability to develop and implement our direct-to-retail sales channels and national retail accounts, as well as our yourjones and myjones programs;

our ability to increase distribution in our four core regions consisting of the Northwest, the Southwest, the Midwest and Western Canada, and our ability to expand and manage distributor growth in areas outside of the core regions;

unilateral decisions by distributors, grocery store chains, specialty chain stores, club stores, mass merchandisers and other customers to discontinue carrying all or any of our products that they are carrying at any time;

competitive products and pricing pressures and our ability to gain or maintain share of sales in the marketplace as a result of actions by competitors;

our ability to generate sufficient cash flows to support general operating activities, promotion and sales activities, and capital expansion, and our ability to sustain profitability;

the availability of financing, whether on terms acceptable to us or at all, including the terms and availability of our credit facility and the actions of our creditors;

our ability to develop and maintain favorable arrangements with third party packers and suppliers of our products;

our ability to effectively manage changes in key personnel or management;

our ability to develop and maintain brand awareness for our products;

our success in introducing new products to the market and the market s acceptance of the new products;

costs of compliance with federal, state and provincial laws and regulations affecting our business;

changes in consumer tastes, preferences and demographic patterns;

changes in the cost and availability of raw materials and our ability to procure timely and adequate production of our products;

fluctuations in foreign currency rates, interest rates and other capital market conditions;

our ability to penetrate new markets;

the effectiveness of our advertising, marketing and promotional programs; and

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adverse weather conditions, which could reduce demand for our products.

Item 3. Controls and Procedures

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer/Chief Operating Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer/Chief Operating Officer concluded that our disclosure controls and procedures are effective. Disclosure controls and procedures are controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms.

There have been no significant changes in our internal controls or in other factors that could significantly affect internal controls subsequent to the date we carried out this evaluation.

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-k

(a) **Exhibits:**

31.1 Certification of Peter van Stolk, Chief Executive Officer

31.2 Certification of Jennifer L. Cue, Chief Financial Officer and Chief Operating Officer

32.1 Certification of Peter van Stolk, Chief Executive Officer of Jones Soda Co., pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of Jennifer L. Cue, Chief Financial Officer and Chief Operating Officer of Jones Soda Co., pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURE

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 hereunto duly authorized.

November 15 , 2004

JONES SODA CO.

By: /s/ Peter van Stolk

Peter van Stolk
President and Chief Executive Officer
(principal executive officer)

By: /s/ Jennifer L. Cue

Jennifer L. Cue
Chief Financial Officer and Chief Operating Officer
(principal financial and accounting officer)