

CCA INDUSTRIES INC  
Form 10-K  
March 01, 2007

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

Annual Report Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

For the Fiscal Year Ended

November 30, 2006

Commission File Number

1-31643

**CCA INDUSTRIES, INC.**

(Exact Name of Registrant as specified in Charter)

**DELAWARE**

(State or other jurisdiction of  
incorporation or organization)

**04-2795439**

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

**200 Murray Hill Parkway, East Rutherford, New Jersey 07073**

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(Address of principal executive offices, including zip code)

(201) 330-1400

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: NONE

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$.01 per share

(Title of Class)

Class A Common Stock, par value \$.01 per share

(Title of Class)

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 requirement for the past 90 days. Yes  . No  .

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ X].

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Indicate by check mark whether the Registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2) Yes  
— No .

The aggregate market value of the voting stock held by non affiliates of the Registrant (i.e., by persons other than officers and directors of the Registrant), at the closing sales price \$9.45 on May 31, 2006, was as follows:

Class of Voting Stock	Market Value
5,510,678 .shares; Common Stock, \$.01 par value	\$52,075,907

On November 30, 2006 there was an aggregate of 7,002,353 shares of Common Stock and Class A Common Stock of the Registrant outstanding.

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## PART I

### **Item 1. BUSINESS**

#### (a) Recent Developments

On November 1, 2006 the Company entered into a letter of intent with Dubilier and Company relating to a proposed acquisition of the Company by Dubilier. A copy of the letter of intent was included as an exhibit to the Company's 8K filed Report with the Securities and Exchange Commission on November 2, 2006. The Company and Dubilier have reached an agreement in principle on a transaction pursuant to which Dubilier will acquire all of the outstanding common stock and Class A common stock of the Company at a price per share of \$12.25. The transaction is subject to, among other matters, the execution and delivery of a definitive merger agreement, approval of the transaction by CCA's board of directors and shareholders, receipt of an opinion from an independent investment banking firm to the effect that the consideration to be paid by Dubilier is fair, from a financial point of view, to the public holders of the Company's common stock, and Dubilier's ability to obtain financing for the transaction.

#### (b) General

CCA INDUSTRIES, INC. (hereinafter, "CCA" or the "Company") was incorporated in Delaware in 1983.

The Company operates in one industry segment, in what may be generally described as the health and beauty aids business, selling numerous products in several health and beauty aids and cosmeceutical categories. All of the Company's products are manufactured by contract manufacturers, pursuant to the Company's specifications and formulations.

The Company owns registered trademarks, or exclusive licenses to use registered trademarks, that identify its products by brand name. Under most of the brand names, the Company markets several different but categorically-related products. The principal brand and trademark names include "Plus+White" (oral health-care products), "Sudden Change" (skin-care products), "Nutra Nail" and "Power Gel" and "Nutra Nail 60" (nail treatments), "Bikini Zone" (pre and after-shave products), "Mega - T" Green Tea and "Mega G" Grapefruit (dietary products), "Mega - T" chewing gum (anti-oxidant dietary product), "Pound-X" (dietary supplement), "Hair Off" (depilatories), "IPR" (foot-care products), "Solar Sense" (sun-care products), "Wash 'N Curl" (shampoos), "Cherry Vanilla" (perfumes), and "Scar Zone" (scar diminishing cream).

All Company products are marketed and sold to major drug and food chains, mass merchandisers, and wholesale beauty aids distributors throughout the United States and Canada. In addition, certain of the Company's products are sold internationally.

The Company recognizes sales at the time its products are shipped to customers. However, while sales are not formally subject to any contract contingency, the acceptance of returns is an industry wide practice. The Company thus estimates 'unit returns' based upon a review of the market's recent-historical acceptance of subject products as well as current market-expectations, and equates its reserves for estimated returns in the sum of the gross profits, in the five preceding months, realized upon an equivalent number of subject-product sales. (See Item 15, Financial Statements, Note 2). Of course, there can be no precise going forward assurance in respect to return rates and gross margins, and in the event of a significant increase in the rate of returns, the circumstance could have a materially adverse affect upon the Company's operations.

The Company's net sales in fiscal 2006 were \$ 63,302,220. Gross profits were \$40,041,913. International sales accounted for approximately 2% of sales. The Company experienced a net profit of \$ 5,604,251 for the current fiscal year. Net worth at November 30, 2006, was \$27,284,791 despite the repurchase of an aggregate of 253,304 shares of the Company's common stock from Officers/Directors and the purchase of 19,600 shares pursuant to Rule 144. (See Certain Relationships and Related Transactions.)

Including the principal members of management (see Directors and Executive Officers), the Company, at November 30, 2006, had 154 sales, administrative, creative, accounting, receiving, and warehouse personnel in its employ.

(c) Manufacturing and Shipping

The Company creates and/or oversees formulations, chooses colors and mixtures, and arranges with independent contractors for the manufacture of its products pursuant to Company specifications. Manufacturing and component supply arrangements are maintained with various manufacturers and suppliers. All orders and other product shipments are delivered from the Company's own warehouse facilities, which results in more effective inventory control, more efficient shipping procedures, and the realization of related economies.

(d) Marketing

The Company markets its products to major drug, food and mass merchandise retail chains, and leading wholesalers, through an in-house sales force of employees and independent sales representatives throughout the United States.

The Company sells its products to approximately 300 accounts, most of which have numerous outlets. Approximately 40,000 stores carry at least one Company product (SKU).

During the fiscal year ended November 30, 2006, the Company's largest customers were Wal-Mart (approximately 34% of net sales), McLanes (approximately 6%), Walgreens, CVS, and Rite Aid (approximately 13%, 7%, and 5%, respectively). The loss of any of these principal customers, or substantial reduction of sales revenues realized from their business, could materially and negatively affect the Company's earnings.

Most of the Company's products are not particularly susceptible to seasonal sales fluctuation. However, sales of depilatory, sun care and diet aids products customarily peak in the spring and summer months, while fragrance product sales customarily peak in the Fall and Winter months.

The Company employs brand managers who are responsible for the marketing of CCA's brands. These managers work with the Company's in-house advertising and art departments to create media advertising, packaging and point-of-purchase displays.

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The Company primarily utilizes local and national television advertisements to promote its leading brands. On occasion, print and radio advertisements are engaged. In addition, and more or less continuously, store-centered product promotions are cooperatively undertaken with customers.

Each of the Company's brand name products is intended to attract a particular demographic segment of the consumer market, and advertising campaigns are directed to the respective market segments.

The Company's in house advertising department is responsible for the selection of its media advertising. Placement is accomplished either directly or through media service companies.

(e) "Wholly Owned" Products

The majority of the Company's sales revenues are from sales of the Company's "wholly owned" product lines (i.e., products sold under trademark names owned by the Company, and not subject to any other party's interest or license), which include principally "Plus+White", "Sudden Change", "Wash 'N Curl", "Bikini Zone", "Mood Magic", "Mega -T", "Pound-X," "Cherry Vanilla", and "Scar Zone".

(f) All Products

The Company's gross sales net of returns by category percentage were: Dietary Supplement 31%; Skin Care 30%; Oral Care 24%; Nail Care 9%; Hair Care 3% and Fragrance and Miscellaneous 3%.

(g) License-Agreements Products

i. Alleghany Pharmacal

In 1986, the Company entered into a license agreement with Alleghany Pharmacal Corporation (the "Alleghany Pharmacal License"). Under the terms of the Alleghany Pharmacal License, the Company was granted, and yet retains, the exclusive right to manufacture and market certain products, and to use their associated trademarks, including "Nutra Nail," "Nutra Nail 60," "Pro Perm," "Hair Off," "Permathene" and "IPR".

The Alleghany Pharmacal License required the Company (a) to pay royalties of 6% *per annum* on net sales of "Pro-Perm" hair care products, the PPA-based and now discontinued dietary-product "Permathene", "IPR" foot-care products, "Nutra Nail" nail enamel products, and "Hair Off" depilatories; and (b) to pay 1% royalties on net sales of a "Hair-Off" mitten that is a depilatory product accessory, and "Nutra Nail 60", a fast-acting nail enamel, and "Nutra Nail Power Gel."

The Company had been required to pay not less than \$360,000 *per annum* in order to maintain exclusive rights under the Alleghany Pharmacal License. (Royalties have always exceeded the minimum; but, if they did not, the Company would be entitled to maintain exclusive license rights by electing to pay the 'difference.' At the same time, the

Company would not be required to pay any fee in excess of royalties payable in respect of realized sales if sales did not yield 'minimum royalties' and the Company chose in such circumstance to concede the license rights.)

The Alleghany Pharmacal License agreement provides that if, and when, in the aggregate, \$9,000,000 in royalties had been paid thereunder, the royalty rate for those products 'charged' at 6% would be reduced to 1%. The Company paid an aggregate of \$9,000,000 in royalties to Allegheny in April 2003. Commencing May 1, 2003, the license royalty was reduced to 1%.

The products subject to the Alleghany Pharmacal License accounted for approximately \$9,062,416 or 14.3 % of total net sales in the fiscal year ended November 30, 2006. "Nutra Nail" and the "Hair-Off" depilatory were the leaders among all of the Alleghany license-agreement products, producing approximately 9% and 4.4%, respectively, of net sales.

ii. Solar Sense, Inc.

CCA commenced the marketing of its sun care products line following a May 1998 License Agreement with Solar Sense, Inc. (the "Solar Sense License"), pursuant to which it acquired the exclusive right to use the trademark names "Solar Sense" and "Kids Sense" and the exclusive right to market mark-associated products. The Solar Sense License requires the Company to pay a royalty on net sales of said licensed products until \$1 million total royalties are paid. CCA realized approximately \$801,178 in net sales of sun-care products in 2006.

iii. The Nail Consultants Ltd.

In October of 1999, the Company entered into a License Agreement with The Nail Consultants, Ltd. for the use of an activator invented in connection with a method for applying a protective covering to fingernails. The Company's License Agreement with The Nail Consultants, Ltd. is for the use of the method and its composition in a new product kit packaged and marketed by CCA under its own name, "Nutra Nail Power Gel". The Company is required to pay a royalty of net sales of all products sold under the license, by the Company. Net sales were approximately \$1,347,491 in 2006 and the Company paid or accrued the Nail Consultants the prescribed royalty.

iv. Dr. Stephen Hsu - Green Tea

Stephen Hsu, PhD., research faculty member of the Medical College of Georgia, entered into an agreement with the Company on February 26, 2004, to create green tea skin care products based on his years of research related to the various uses of green tea anti-oxidants for skin care problems.

Dr. Hsu collaborated with Drew Edell, Vice-President of Research and Development for the Company, to create and file a patent application for a special anti-oxidant green tea serum to be used for topical skin application. The patent was filed in November 2004.

Dr. Hsu will be entitled to a commission on the net factory sales of all of the Company's products using the green tea serum created exclusively for the Company. The special anti-oxidant green tea serum was used as one of the skus in the Denise Austin "Skin Fit For Life" line and has been included in the new Sudden Change skin care line. Net sales of the products utilizing the green tea serum were \$1,516,127 for the fiscal year ended November 30, 2006.

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v. Mega -T Green Tea Chewing Gum and Mints

On May 18, 2004, The Company entered into a license agreement with Tea-Guard, Inc. to manufacture and distribute Mega -T Green Tea chewing gum and Mega -T Green Tea mints. Dr. Stephen Hsu created both formulations under special arrangements with Tea-Guard, Inc. (not related to the Company).

The license agreement requires the Company to pay a minimum royalty of \$250,000 commencing with the period beginning March 1, 2007 to February 28, 2008. The minimum payments are required to maintain the Company's exclusivity for the sale of the products and to continue marketing the products and until royalties have aggregated to \$10,000,000, at which time all royalty obligations cease. Except as to maintain its rights to "exclusivity", the Company has no obligation to meet minimum royalty requirements.

The Company commenced sales of the Mega -T Green Tea Chewing Gum in July 2004. Net sales of the Mega-T Green Tea chewing gum for the fiscal year ended November 30, 2006 were \$1,235,806.

vi. Denise Austin "Skin Fit For Life" skin care line



On July 14, 2004, the Company entered into a license agreement with Denise Austin, a well known, respected fitness expert. Under the agreement, the Company created a special anti-oxidant line of signature skin care products called the Denise Austin "Skin Fit For Life" skin care line. The Company discontinued the license in March 2006.

vii. Other Licenses

The Company is not party to any other license agreement that is currently material to its operations.

(h) Trademarks

The Company's own trademarks and licensed use trademarks serve to identify its products and proprietary interests. The Company considers these marks to be valuable assets. However, there can be no assurance, as a practical matter, that trademark registration results in marketplace advantages, or that the presumptive rights acquired by registration will necessarily and precisely protect the presumed exclusivity and asset value of the marks.

(i) Competition

The market for cosmetics and perfumes, and health and beauty aids products in general, including patent medicines, is characterized by vigorous competition among producers, many of whom have substantially greater financial, technological and marketing resources than the Company. Major competitors such as Revlon, L'Oreal, Colgate, Del Laboratories, Unilever, and Procter & Gamble have Fortune 500 status, and the broadest based public recognition of their products. Moreover, a substantial number of other health and beauty aids manufacturers and distributors may also have greater resources than the Company.

(j) Government Regulation

All of the products that the Company markets are subject or potentially subject to particular regulation by government agencies, such as the U.S. Food and Drug Administration, the Federal Trade Commission, and various state and/or local regulatory bodies. In the event that any future regulations were to require new approval for any in the market

products, or should require approval for any planned product, the Company would attempt to obtain the necessary approval and/or license, assuming reasonable and sufficient market expectations for the subject product. However, there can be no assurance, in the absence of particular circumstances that Company efforts in respect of any future regulatory requirements would result in approvals and issuance of licenses. Moreover, if such license requirement circumstances should arise, delays inherent in any application and approval process, as well as any refusal to approve, could have a material adverse affect upon existing operations (i.e., concerning in the market products) or planned operations.

## **Item 2. PROPERTY**

The principal executive offices of the Company are located at 200 Murray Hill Parkway, East Rutherford, New Jersey. Under a new net lease, the Company occupies approximately 58,625 square feet of space. Approximately 43,598 square feet in such premises is used for warehousing and 15,027 square feet for offices. The annual rental is \$327,684, with an annual CPI increase not cumulatively exceeding 15% in any consecutive five year period. The lease expires on May 31, 2012 with a renewal option for an additional five years.

The lease requires the Company to pay for additional expenses, Common Area Maintenance ("CAM"), which includes real estate taxes, common area expense, utility expense, repair and maintenance expense and insurance expense. For the year ended November 30, 2006, CAM was

\$164,880.

The Company entered into a warehouse lease on May 1, 2005 at 300-1(D), Route 17, Lodi, New Jersey for the 12 month period ending April 30, 2006. The lease was extended to April 30, 2008. The lease comprises 13,000 square feet for warehousing. The year end net rental expense including CAM was \$135,860.

## **Item 3. LEGAL PROCEEDINGS**

The only material legal proceedings outstanding as of November 30, 2006 were related to the Company's diet suppressant products containing phenylpropanolamine ("PPA"). There were approximately thirteen suits pending in 2002. Reference is made to Forms 8K filed on May 22, 2002 and November 20, 2002 for the background and the insurance issues relative thereto. Three additional 8Ks have been filed: one on October 29, 2003, one on November 24, 2003 and one on December 11, 2003. Two additional 8Ks were filed in 2004, one on April 7, 2004 and one on August 3, 2004. Twelve of the suits have been dismissed with prejudice with one remaining. The remaining suit is insured and is being defended by the Company's insurance carrier.

Markets Edge Management LLC v. CCA Industries, Inc., et al., Docket No. L-677-07 (N.J. Super. Ct. Bergen Co., Chancery Div.). On January 26, 2007, a complaint was filed against the Company and its seven directors, as well as Dubilier & Company, Inc. ("Dubilier"). The action is brought by an alleged shareholder of the Company on behalf of a purported class of shareholders to enjoin the proposed acquisition of the shares of the Company by Dubilier, or in the alternative for monetary damages. The complaint alleges that the Agreement and related transactions, "provides for an unreasonable and unfair premium to be paid to CCA's Class A Stockholders -- all of which are CCA officers and directors -- over and above the price that the Common Stockholders will receive for their shares." The complaint alleges that the price to be paid for the shares of the Company is "grossly inadequate" and that the transaction unfairly provides for "lucrative non-compete agreements" paying millions of dollars to two officer-directors, and continuing employment contracts for two children of one of the officer-directors and "another Company insider." The complaint alleges that CCA and the director defendants have breached their fiduciary duties of care, loyalty, candor, good-faith, and independence owed to the shareholders of the Company. The Company has until March 20, 2007 to respond to the complaint and intends to defend the matter vigorously.

On November 17, 2006, the Board of Directors of CCA received a letter from Kasowitz, Benson, Torres & Friedman LLP, who identified themselves as counsel for Costa Brava Partnership III, LP ("Costa Brava"), and its general partner, Roark, Roarden & Hamot Capital. The letter stated that Costa Brava is the largest holder of the Company's common stock. Among other things, the letter claimed that the merger transaction proposed in the Letter of Intent, dated November 1, 2006, signed by the Company and Dubilier & Company, Inc., was discriminatory and unfair as it contemplated a premium to be paid to Class A share holders at a price more than 20% above the price to be paid to the Company's common stock holders. Costa Brava asserted in the letter that it intended to oppose any transaction that failed to provide equal treatment to the common stock and Class A shares and that it would take all necessary steps to protect its rights.

**Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

On June 21, 2006, the Company held its annual meeting of shareholders. The actions taken, and the voting results thereupon, were as follows:

(1) David Edell, Ira W. Berman, Jack Polak, and Stanley Kreitman were elected as directors by the holders of Class A Common Stock. (No proxy was solicited therefore, whereas Messrs. Berman and Edell own 100% of the Class A Common Stock, and they proposed themselves, Mr. Polak and Mr. Kreitman.)

(2) As proposed by Management, Dunnan Edell, Robert Lage and Gio Batta Gori, Ph.D., were elected as directors by the holders of the Common Stock.

(3) The Board's appointment of KGS LLP as the Company's independent certified public accountants for the 2006 fiscal year was approved.

The Company has not submitted any matter to a vote of security holders since the 2006 Annual Meeting.

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**PART II**

**Item 5. MARKET FOR THE COMPANY'S COMMON STOCK**

**AND RELATED SHAREHOLDER MATTERS**

The Company's Common Stock is traded on the American Stock Exchange under the symbol "CAW."

**Item 3. LEGAL PROCEEDINGS**

The range of high and low sales prices of the Common Stock during each quarter of its 2006, 2005 and 2004 fiscal years was as follows:

<u>Quarter Ended</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
February 28	\$11.45 - \$7.80	\$10.75 - \$13.80	\$9.35 - \$ 6.70
May 31	\$11.10 - \$9.95	\$12.56 - \$ 9.45	\$8.70 - \$ 7.20
August 31	\$10.40 - \$9.41	\$11.40 - \$ 8.85	\$10.80 - \$ 6.75
November 30	\$11.73 - \$9.49	\$ 9.90 - \$ 7.00	\$11.30 - \$ 7.00

The high and low prices for the Company's Common Stock, on February 1, 2007 were \$11.40 to \$11.20 per share.

The Company's only 'sales' of unregistered securities were represented by its issuance, in consequence of the described tender offer and Schedule TO as filed with the SEC on June 7, 2000, of the \$2, five-year promissory notes, 6% interest, subject of the offer's \$2 subordinated debenture. (Those securities are unregistered pursuant to an exemption from registration requirements. In any event, and in addition to the form denominated by the SEC as "Schedule TO", with the Schedule TO information, the following documents subject of the tender offer were filed with the SEC, prior to commencement of the offering: A Trust Indenture, a form of the eventually-issued Promissory Notes, and the Offering Document that was thereafter transmitted to Common Stock shareholders.)

On August 1, 2005, the remaining outstanding \$497,656 subordinated debentures were redeemed by the Company.

Throughout fiscal 2006, the Company repurchased 19,600 shares in the market pursuant to Rule 144. It also purchased an aggregate of 253,304 shares from officers/directors.

As at November 30, 2006, there were approximately 160 individual shareholders of record of the Company's common stock. (There are a substantial number of shares held of record in various street and depository trust accounts, which represent approximately 1,000 additional shareholders.)

The dividend policy is at the discretion of the Board of Directors and will depend on numerous factors, including earnings, financial requirements and general business conditions. On January 8, 2003, the Board of Directors approved the payment of the Company's first cash dividend in the amount of \$0.12 per share, payable to the holders of the Company's common stock, \$0.06 payable on May 1, 2003 and December 1, 2003 to the shareholders of record on April 1, 2003 and November 1, 2003, respectively.

On December 13, 2003, the Board of Directors declared a \$0.14 per share dividend for fiscal 2005, \$0.07 payable to all shareholders of record May 1, 2005 payable on June 1, 2005 and \$0.07 payable to all shareholders of record November 1, 2004 payable on December 1, 2004.

On June 16, 2004, the Board of Directors declared a 2% stock dividend payable to all shareholders of record on November 1, payable December 1, 2004.

On January 11, 2005, the Board of Directors declared a \$0.16 per share dividend for fiscal 2005, \$0.08 payable to all shareholders of record May 1, 2005 payable on June 1, 2005 and \$0.08 payable to all shareholders of record November 1, 2005 payable on December 1, 2005.

On November 15, 2005, the Board of Directors declared a \$0.05 per share dividend for the first quarter ending February 28, 2006. The dividend was payable to all shareholders of record on February 1, 2006 payable on March 1, 2006.

On March 14, 2006, the Board of Directors declared a \$0.05 per share dividend to all shareholders of record May 1, 2006 payable on June 1, 2006.

On June 29, 2006, the Board of Directors declared a \$0.07 per share dividend to all shareholders of record August 1, 2006 payable on September 1, 2006.

On October 5, 2006, the Board of Directors declared a \$0.07 per share dividend to all shareholders of record November 1, 2006 payable on December 1, 2006.



On December 28, 2006, the Board of Directors declared a \$0.07 per share dividend to all shareholders of record February 1, 2007 payable on March 1, 2007.

**Item 6. SELECTED FINANCIAL DATA**

Year Ended November 30,

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<u>2003</u>	<u>2002</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	
Statement of Income					
Sales, Net \$53,388,602	\$44,198,856	\$63,302,220	\$61,181,344	\$59,008,135	
Other income <u>591,271</u>	<u>439,481</u>	<u>797,803</u>	<u>572,909</u>	<u>850,196</u>	<u>—</u>
53,979,873	44,638,337	64,100,023	61,754,243	59,858,331	
Costs and Expenses 45,482,975	39,602,781	55,183,378	54,646,715	50,484,052	
Income before provision for					
Income Taxes 8,496,898	5,035,556	8,916,645	7,107,528	9,374,279	
Net Income 5,252,131	\$ 3,074,353	\$ 5,604,251	\$ 3,785,502	\$ 5,796,663	\$
Earnings Per Share:					
Basic .71*	\$ .42*	\$ .80	\$ ..53	\$ ..78*	\$
Diluted .68*	\$ .40*	\$ .79	\$ ..52	\$ ..75*	\$
Weighted Average Number					
of Shares Outstanding 7,372,232*	7,241,751*	7,034,276	7,145,297	7,399,472*	
Weighted Average Number					
of Shares and Common Stock					

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Equivalents Outstanding	7,133,332	7,317,994	7,680,781*
7,768,361*	7,731,583*		

Balance Sheet Data:

As At November 30,

<u>2003</u>	<u>2002</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
Working Capital \$11,565,685	\$11,264,206	\$22,295,983	\$18,602,107	\$13,562,389
Total Assets 29,839,216	24,805,064	36,516,571	35,309,308	31,556,577
Total Liabilities 6,494,676	5,969,641	9,131,780	9,309,652	8,034,530
Total Shareholders' Equity (1)(2)(3) 23,344,540	18,835,423	27,284,791	25,999,656	23,522,047

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**Item 6. SELECTED FINANCIAL DATA (Continued)**

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(1) On June 16, 2004, The Company declared a 2% stock dividend payable to all shareholders of record on November 1, payable December 1, 2004. On January 11, 2005, the Board of Directors declared a \$.16 dividend. \$0.08 payable to all shareholders of record May 1, 2005 payable on June 1, 2005 and \$0.08 payable to all shareholders of record November 1, 2005 payable December 1, 2005.

(2) On October 3, 2004, The Company repurchased 500,000 shares of its common stock at \$8.99 per share from management. (See Certain Relationships and Related Transactions.

(3) On November 15, 2005, the board of directors declared a \$0.05 per share dividend for the first quarter ending February 28, 2006. The dividend was payable to all shareholders of record on February 1, 2006 payable on March 1, 2006.

(4) The board of Directors declared \$0.05 per share dividends for the first and second quarters, and \$0.07 per share for the third and fourth quarters ended November 30, 2006, and \$0.07 per share for the first quarter ending February 28, 2007.

(5) Certain additional promotional expenses were re-classified during 2006 from an expense to a reduction of net sales. In order to have an accurate comparison, the same expenses were re-classified accordingly for the years ended November 30, 2002 – 2005.

\*Adjusted for 2% stock dividend in 2004.

## **Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Except for historical information contained herein, this "Management's Discussion and Analysis of Financial Condition and Results of Operations" contains forward-looking statements. These statements involve known and unknown risks and uncertainties that may cause actual results or outcomes to be materially different from any future results, performances or achievements expressed or implied by such forward-looking statements, and statements which explicitly describe such issues. Investors are urged to consider any statement labeled with the terms "believes," "expects," "intends" or "anticipates" to be uncertain and forward-looking.

On March 3, 1986, the Company entered into a License Agreement with Alleghany Pharmacal Corporation under the terms of which the Company was granted the exclusive right to use the licensed products and trademarks for the manufacture and distribution of the products subject to the License Agreement. Under the terms of the Alleghany Pharmacal License (see "Business License Agreements"), the royalty rate for those Alleghany Pharmacal License products previously 'charged' at 6% was reduced to 1%, as the sum of \$9,000,000 in royalties had been paid thereunder as of April 2003. Thereafter, all royalty payments were reduced to 1% on all future orders.

### Comparison of Results for Fiscal Years 2006 and 2005

The Company's net sales increased from \$61,181,334 (after reclassifying certain advertising expenses from selling expense to a reduction of net sales as more fully described in the footnotes to the financial statements) to \$63,302,220 for the current fiscal year. Gross profit margins increased from 62.8% to 63.3%. The increase in net sales is principally due to increased sales in Oral Care.

The Company's gross sales net of returns and allowances by category were: Dietary Supplement \$21,055,278 or 31% of sales, Skin Care \$20,347,016 or 30% of sales, Oral Care \$16,025,534 or 24% of sales, Nail Care \$6,003,041 or 9% of sales, Hair Care \$2,285,329 or 3% of sales, and Fragrance and Miscellaneous \$2,382,240 or 3% of sales.

Income before taxes was \$8,916,645 as compared to \$7,107,528 for fiscal 2005. The increase in income before taxes for fiscal 2006 is principally the result of higher gross sales and less returns than in 2005. Returns were higher in 2005 primarily due to the return of product from the launch of the Denise Austin skin care line in 2005.

The allowance for doubtful accounts is a combination of specific and general reserve amounts relating to accounts receivable. The general reserve is calculated based on historical percentages applied to aged accounts receivable and the specific reserve is established and revised based on individual customer circumstances. This allowance decreased from \$260,366 as of November 30, 2005 to \$185,779 as of November 30, 2006. The decrease is directly attributable to the reduction of reserves for specific disputes.

The reserve for returns and allowances is based on a reserve for returns equal to its gross profit on its historical percentage of returns on its last five month's sales, and a specific reserve based on customer circumstances. This reserve increased from \$678,346 as of November 30, 2005 to \$840,418 as of November 30, 2006 primarily from additional reserves for the Pound -X brand which was launched in the fourth quarter of 2006.

The reserve for inventory obsolescence is based on a detailed analysis of inventory movement. The reserve decreased from \$854,764 as of November 30, 2005 to \$ 777,715 as of November 30, 2006.

In accordance with GAAP, the Company reclassified certain advertising and promotional expenditures as a reduction of sales rather than report them as expenses. This reclassification is the adoption by the Company of the EITF 00-14 GAAP standard. The reclassification reflects a reduction in the sales for the fiscal years ended November 30, 2006 and 2005 by \$4,013,619 and \$4,007,051 respectively.

For the year ended November 30, 2006, the Company had revenues of \$64,100,023, and net income of \$5,604,251, after a provision of \$3,312,394 for taxes. For the year ended November 30, 2005, the Company had revenues of \$61,754,243 (after reclassification), and net income of 3,785,502 after a provision of \$3,322,026 for taxes. Fully diluted earnings per share for fiscal 2006 were \$.79 compared to \$.52 in fiscal 2005.

The effective tax rate in Fiscal 2006 was significantly lower than Fiscal 2005 due to the effect of permanent tax adjustments and certain over accruals affecting the tax due for the periods. In Fiscal 2005, the company accrued for additional taxes due based on audits in progress for the previous three years. The actual settlement of the audits in 2006 was less than anticipated which resulted in smaller than estimated adjustments. The favorable outcome of some of the calculations in the audit also resulted in an over accrual of the actual tax due for 2005, which were originally

accrued for based on the proposed change to some of our methods of calculating certain adjustments. There were also certain deductions and credits which we were able to avail ourselves of in our final preparation of our 2005 return that we had not anticipated at the time of making the accrual for financial reporting. These items resulted in an over accrual of our taxes in 2005 by approximately \$200,000. The reversal of the over accrual in 2005 results in showing \$200,000 less in 2006 (a \$400,000 adjustment in the tax provision). We also had a larger deduction for donations of certain of our inventory in 2006 which resulted in a lower effective tax rate for 2006 versus 2005. The combination of the prior year's over accrual and the larger "permanent" differences resulted in a significantly lower effective tax rate for Fiscal 2006.

For fiscal 2006, advertising, cooperative and promotional expenses were \$10,345,407 as compared to \$10,671,906 in the same period for fiscal 2005. Advertising expenses were 16.3% of sales in fiscal 2006 versus 17.4% for fiscal 2005. The reduction in advertising expense was due to the change in the overall budget for the year.

SG&A expenses increased from \$20,246,344 in fiscal 2005 to \$21,104,728 in fiscal 2006. This was primarily due to increased compensation and related benefit costs as a result of hiring additional sales and marketing personnel.

At year's end, there were approximately \$2,053,946 of open co-op commitments, of which \$1,172,057 is from 2006, \$673,378 is from 2005 and 208,511 is from 2004. The Company's total co-op commitment increased from \$6,000,000 in fiscal 2005 to \$6,484,840 in fiscal 2006. Co-op is advertising that is run by the retailers in which the Company shares in part of the cost. If it becomes apparent that this co-op was not utilized, the unclaimed co-op will be offset against the expense during the fiscal year in which it is determined that it did not run. This procedure is consistent with the prior year's methodology with regard to the accrual of unsupported co-op commitments.

#### Comparison of Results for Fiscal Years 2005 and 2004

The Company's net sales increased from \$59,008,135 to \$61,181,334 (after reclassification) for the fiscal year ended November 30, 2005. Gross profit margins on sales were 62.8% compared to 64.7% for the 2004 fiscal year. The reduction in the gross profit margin was due mainly to the sales returns and allowances increase to 11.3% of gross sales from 9.2% last year as a result of the unsuccessful launch of the new skin care product line.

The Company's gross sales net of returns and allowances by category were: Dietary Supplement \$23,319,940, 35%; Skin Care \$20,669,366, 31%; Oral Care \$11,535,751, 17%; Nail Care \$5,976,850, 9%; Hair Care \$3,222,375, 5%; and Fragrance and Miscellaneous \$1,835,205, 3%.

While the Company makes every effort to control the cost of manufacturing, it has incurred substantial freight increases, as well as additional increases in the cost of chemicals, plastic resin and paper goods. The Company will attempt to pass on these increased costs in the coming year.

Income before taxes was \$7,107,528 as compared to \$9,374,279 in fiscal 2004. The decrease in income before taxes was a result of additional returns and reserves incurred from the disappointing introduction of the new skin care line, the increase in oil, pulp and resin prices, as well as additional SG&A. Returns, allowances and reserves for all products accounted for costs of \$5,706,163 that were expensed in fiscal 2005 as compared to \$3,694,702 in fiscal 2004.

The allowance for doubtful accounts is a combination of specific and general reserve amounts relating to accounts receivable. The general reserve is calculated based on historical percentages applied to aged accounts receivable and the specific reserves are established and revised based on individual customer circumstances. This allowance increased from \$111,078 as of November 30, 2004 to \$260,366 as of November 30, 2005 (134% increase). The increase is directly attributable to reserves for specific disputes.

The reserve for returns and allowances is based on a reserve for returns equal to its gross profit on its historical percentage of returns on its last five month sales, and specific reserves based on individual customer circumstances. This reserve increased from \$406,556 as of November 30, 2004 to \$678,346 as of November 30, 2005 (67% increase), primarily from possible increases in returns of the new skin care line.

The reserve for inventory obsolescence is based on a detailed analysis of inventory movement. There was a minimal decrease in the reserve for inventory obsolescence from \$871,488 as of November 30, 2004 to \$854,764 as of November 30, 2005 (3% decrease).

In accordance with GAAP, the Company reclassified certain advertising and promotional expenditures as a reduction of sales rather than report them as advertising expenses. This reclassification is the adoption by the Company of the EITF 00-14 GAAP standard. The reclassification reflects a reduction in the sales for the fiscal years ended November 30, 2005 and 2004 by \$4,007,051 and \$3,665,023 respectively. The reclassification reduces the gross profit margin but does not affect the net income. To promote sales, the Company offered IRC coupons on certain SKUs which decreased net sales by \$169,415. IRC coupons are an "instant off" coupon placed on product at retail.



For the year ended November 30, 2005, the Company had revenues of \$ 61,754,243, net income of \$3,785,502 after a provision of \$3,322,026 for taxes. For year ended November 30, 2004, the Company had revenues of \$59,858,331, net income of \$5,796,663 after a provision of \$3,577,616 for taxes. Fully diluted earnings per share for fiscal 2005 were \$0.52, compared to \$0.75 in fiscal 2004. The increase in the effective tax rate for the year was due to the increase in the reserves and other non-deductible tax items as a percentage of the lower book net income.

For fiscal 2005, advertising, cooperative and promotional expenses were \$10,671,906 as compared to \$11,349,618 in the same period last year. Advertising expenses were 17.4 % of sales for the current fiscal year versus 19.2 % last fiscal year. The reduction in advertising expense was due to the change in the overall budget for the year and the specific reduction of the planned advertising on our unsuccessful launch of the new skin care line.

SG&A expenses increased from \$17,399,483 in fiscal 2004 to \$20,246,344 in fiscal 2005. The increases include freight-out of \$789,037, which was due to the increase in sales, the increase in oil prices, and the expedited delivery costs for the introduction of the new skin care product line. Royalty expenses increased by \$162,535, health insurance costs \$58,994 and rent expenses partly due to the addition of a satellite warehouse increased \$148,154.

At November 30, 2005, there was approximately \$2,079,000 of open co-op commitments, of which \$32,000 is from 2003, \$248,000 from 2004 and \$1,799,000 for 2005. For fiscal 2004, there was approximately \$1,413,000 of open co-op commitments, of which \$46,000 was from 2003 and \$1,367,000 was from the 2004 fiscal year. The Company's total co-op commitment increased from \$5,500,000 in fiscal 2004 to \$6,000,000 in fiscal 2005 (9% increase). The increase in the total co-op commitment was in part to offset the reduction in media advertising. Co-op is advertising that is run by retailers in which the Company shares in part of the cost. If it becomes apparent that this co-op was not utilized, the unclaimed co-op will be offset against the expense during the fiscal year in which it is determined that it did not run. This procedure is consistent with the prior year's methodology with regard to the accrual of unsupported co-op commitments.

### **Liquidity and Capital Resources**

As of November 30, 2006, the Company had working capital of \$22,295,983 as compared to \$18,602,107 at November 30, 2005. The ratio of total current assets to current liabilities is 3.5 to 1 as compared to a ratio of 3.0 to 1 for the prior year. The working capital and the current ratio in 2006 were reduced by the Company's purchase of an aggregate of 253,304 shares of the Company's common stock for \$2,653,867 from current and past officers/directors. The company also purchased 19,600 shares under Rule 144 for an aggregate of \$171,738. Stockholders' equity increased to \$27,284,791 from \$25,999,656 despite treasury stock purchases offset partially by the income from operations. All treasury stock that was purchased has been retired.

The Company's cash position and short-term investments at fiscal 2006 year-end were \$15,901,689, up from \$10,586,568 as at November 30, 2005. The Company paid cash dividends in fiscal 2006 in the amount of \$1,776,975, representing the dividends declared at the end of fiscal 2005 but not paid until fiscal 2006 of \$575,560 and \$1,201,415 in dividends declared and paid for fiscal 2006. As of November 30, 2006 there were dividends declared but not paid of \$490,970. The company's increase in its cash and short-term investment position was due partly to the conversion of roughly \$2,774,000 of long-term (due in excess of one year) securities to short-term (due in less than one year). The reclassification of the \$2,774,000 of long-term securities to short-term securities was also more than offset by the purchase of new long-term securities. The securities the company purchased are all of an investment grade rating of Triple A. Because of the rating of the securities purchased, the company believes that there is very little risk with regard to the investments since, although they are all classified as "Available for Sale Securities", the Company could hold them all to maturity and realize their full value. Our investments are spread among many different Obligor and Municipalities to decrease the risk due to any specific concentrations.

The Company's investment in property and equipment consisted mostly of new computer hardware and software, additional racking for our expanded warehouse facilities, and furniture to accommodate our personnel. The increase in our intangible assets consisted of the costs of certain additional patents and trademarks obtained.

Inventories were \$6,350,013 and \$6,554,150, in 2006 and 2005 respectively, and accounts receivable were \$7,188,197 and \$9,260,399. The decrease in inventory was due in part to increasing the obsolescence reserves for Pound-X, a dietary supplement product that was launched in the fourth quarter of 2006. Current liabilities are \$9,009,263 and \$9,309,652, in 2006 and 2005 respectively. The decrease in liabilities was due principally to a decrease in accounts payable and accrued liabilities of \$629,668, offset by an increase in income tax payable of \$413,869. At year-end, the Company had long and short-term triple A investments and cash of \$19,975,345 as compared to \$16,861,958 in 2005. As of November 30, 2006, the Company was not utilizing any of the funds available under its \$25,000,000 unsecured credit line.

#### Inventory, Seasonality, Inflation and General Economic Factors

The Company attempts to keep its inventory for every product at levels that will enable shipment against orders within a three-week period. However, certain components must be inventoried well in advance of actual orders because of time to acquire circumstances. For the most part, purchases are based upon projected quarterly requirements, which

are projected based upon sales indications received by the sales and marketing departments, and general business factors. All of the Company's contract manufacture products and components are purchased from non affiliated entities. Warehousing is provided at Company facilities, and all products are shipped from the Company's warehouse facilities.

The Company does not have any products that are particularly seasonal, but sales of its sun-care, depilatory and diet-aid products usually peak during the spring and summer seasons, and perfume sales usually peak in fall and winter. The Company does not have a product that can be identified as a 'Christmas item'.

The Company plans to continue to promote its sales through an advertising program consisting of a combination of media and co-op advertising. We continue to invest money into research and development to build our core products to become leaders in their respective categories. We are trying to decrease the amount of "on hand" inventory we stock however to better service our customers we often find it difficult to reduce our "safety stock". We continue to evaluate our sales staff and to try to attract aggressive salespeople to increase the distribution of our current product line. We are also continuing to look for additional businesses or product lines which we think will help the company to grow and are also reviewing possible acquisitions or any other offers which we feel will enhance shareholders' value.

Because our products are sold to retail stores (throughout the United States and, in small part, abroad), sales are particularly affected by general economic conditions. Accordingly, any adverse change in the economic climate can have an adverse impact on the Company's sales and financial condition. The Company does not believe that inflation or other general economic circumstance that would negatively affect operations can be predicted at present, but if such circumstances should occur, they could have material and negative impact on the Company's net sales and revenues, unless the Company was able to pass along related cost increases to its customers. There was no significant impact on operations as a result of inflation during the current fiscal year.

### **Contractual Obligations**

The following table sets forth the contractual obligations in total for each year of the next five years as at November 30, 2006. Such obligations include the current lease for the Company's premises, written employment contracts and License Agreements.

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	2007	2008	2009	2010	2011
Lease on Premises (1)	631,284	561,984	492,684	492,684	492,684
Royalty Expense (2)	345,675	345,675	345,675	345,675	345,675
Employment Contracts (3)	2,426,157	2,538,726	2,658,050	2,784,533	1,328,828
<b>Open Purchase Orders</b>	<b>4,480,758</b>				

**Total Contractual** >

<b>Obligations</b>	<b>7,883,874</b>	<b>3,446,385</b>	<b>3,496,409</b>	<b>3,622,892</b>	<b>2,167,187</b>
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(1) The major Lease is a net, net lease requiring a yearly rental of \$327,684 plus Common Area Maintenance "CAM". See Section Part I, Item 2. The rental provided above is the base rental and estimated CAM. CAM for 2006 was \$164,880. The figures above do not include adjustments for the CPI. The lease has an annual CPI adjustment, not to cumulatively exceed 15% in any consecutive five year period. The lease expires on May 31, 2012 with a renewal option for an additional five years. The Lodi lease requires a yearly rental of \$91,000 plus CAM. The lease is a 12-month lease which commenced in May 2005. The Company extended the lease to April 30, 2008.

(2) See Section Part I, Item 1(f). The Company is not required to pay any royalty in excess of realized sales if the Company chooses not to continue under the license. The figures set forth above reflect estimates of the royalty expense anticipated minimum requirements to maintain the licenses under the various contracts for the licensed products based on fiscal 2006 sales. Royalty expense includes Alleghany Pharmacal, Solar Sense, Nail Consultants, Tea-Guard, Inc. and Stephen Hsu, PhD.

(3) The Company has executed Employment Contracts with its CEO, David Edell, and its Chairman of the Board, Ira W. Berman. The contracts for both are exactly the same. The contracts expire on December 31, 2010. The contracts provide for a base salary which commenced in 1994 in the amount of \$300,000 (plus a bonus of 20% of the base salary), with a year-to-year CPI or 6% increase, plus 2.5% of the Company's pre-tax income less depreciation and amortization (EBITDA). (The 2.5% measure in the bonus provision of the Edell/Berman contracts was amended on November 3, 1998 so as to calculate it against earnings before income taxes, less depreciation, amortization and expenditures for media and

cooperative advertising in excess of \$8,000,000.) On May 24, 2001, the contract was amended increasing the base salary then in effect by \$100,000 per annum. The contracts also provide that at the end of the term or upon retirement, Edell/Berman shall be retained by the Company as consultants at the consideration equal to 50% of the prior year's salary and bonus for a five year period. The figures above include only the base salaries for the five years (plus 20% of the base salary), and adjustment for CPI, and without estimating bonuses, as the bonus is contingent upon future earnings, and also including payments that would be due as consulting payments upon expiration or retirement. David Edell's sons, Dunnan Edell and Drew Edell have five-year employment contracts in the amounts of \$270,000 and \$200,000 respectively, which expire on November 30, 2007 (See Item 11, Summary Compensation Table). In July 2003, Dunnan Edell's salary was increased to \$300,000 and in January 2004, Drew Edell's salary was increased to \$225,000. In fiscal 2005, Drew Edell's salary was increased to \$250,000. Dunnan Edell is a director and during fiscal 2003 was appointed President of the Company and Chief Operating Officer. Drew Edell is the Vice President of Research, and Product Development. On February 10, 2006, the Board of Directors extended the employment contracts for Dunnan Edell and Drew Edell to December 31, 2010.

### **Recent Accounting Pronouncements**

In June 2006, the Financial Accounting Standards Board ("FASB") issue FASB Interpretation No. 48 ("FIN No. 48") "Accounting for Uncertainty in Income Taxes – an Interpretation of FASB No. 109". FIN No. No. 48 established a recognition threshold and measurement for income tax positions recognizes in an enterprise's financial statements in accordance with FASB No. 109, "Accounting for Income Taxes". FIN No. 48 also prescribes a two-step evaluation process for tax positions. The first step is recognition and the second is measurement. FIN No. 48 is effective for fiscal years beginning after December 15, 2006. Accordingly, the Company plans to adopt FIN No. 48 on December 1, 2007. The Company has not determined the impact if any, on the adoption of FIN No. 48.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" ("SFAS No. 157"). SFAS No. 157 defines fair value, established a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS No. 157 applies under other accounting pronouncements that require or permit fair value measurements, the FASB previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods in those fiscal years. The Company has not determined the impact, if any, of the adoption of SFAS No. 157.

In September 2006, the FASB issued SFAS No. 158, Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of SFAS Statements Nos. 87, 88, 106 and 132R. SFAS No. 158, requires an employer to recognize the over-funded or under-funded status of a defined benefit postretirement plan as an asset or liability in its statement of financial position, measure a plan's assets and obligations as of the end of the employer's fiscal year-end and recognize changes in the funded status in the year in which the changes occur through comprehensive income. SFAS No. 158 is effective as of the end of the fiscal year ending after December 15, 2007. Since the Company does not have a defined benefit plan, the adoption will not have an impact on the Company's financial statements.

In September 2006, the Securities and Exchange Commission (“SEC”) issued Staff Accounting Bulletin No. 108 (“SAB 108”) which provides interpretive guidance on how the effects of the carryover or reversal of prior year misstatements should be considered in quantifying a current year misstatement. SAB 108 is effective for the first fiscal year ending after November 15, 2006 which will be the fiscal year ending November 30, 2006. The adoption of this statement had no material impact on the Company’s financial position or results of operations.

### **Cautionary Statements Regarding Forward-Looking Statements**

This annual report contains forward-looking statements based upon current expectations of management that involve risks and uncertainty. Actual risks could differ materially from those anticipated. Additional risks and uncertainties not presently known may possibly impair business operations. If any of these risks actually occur, the business, financial conditions and operating results could be materially adversely affected. The cautionary statements made in this Annual Report on Form 10K should be read as being applicable to all forward-looking statements whenever they appear in this Annual Report.

### **Concentration of Risk**

The Company relies on mass merchandisers and major food and drug chains for the sales of its products. The loss of any one of those accounts could have a substantive negative impact upon its financial operations. All of the Company’s products have independent competition and must be able to compete in order to maintain its position on the retail merchandisers’ shelves. {See Business - General, Item 1(c) i Marketing.}

The Company does not manufacture any of its products. All of the products are manufactured for the Company by independent contract manufacturers. There can be no assurance that the failure of a supplier to deliver the products ordered by the Company when requested will not cause burdensome delays in the Company’s shipments to accounts. The Company does constantly seek alternative suppliers should a major supplier fail to deliver as contracted. A failure of the Company to ship as ordered by its accounts could cause penalties and/or cancellations of our customers’ orders.

### **There is No Assurance That The Business Will Continue to Operate Profitably.**

In Fiscal 2006, net sales were \$63,302,220. Almost all of the products were able to maintain the projected gross profit margins. Net income was \$5,604,251. The Company's new dietary supplement product line, "Pound-X," which was introduced in the fourth quarter of fiscal 2006 might not sell as well as the Company has anticipated in fiscal 2007.

**The Pending Litigations in Connection with the Sale of the Company's Products Containing PPA May Entail Significant Uncertainty and Expense.**

As described in "Legal Proceedings" set forth, there were referenced 8Ks filed on May 23, 2002 and November 20, 2002, in which the legal issues were discussed. Currently, there are two remaining cases. One case in Pennsylvania is in the process of being dismissed. The other case pending in Louisiana is fully insured and is being defended by the Company's insurance carrier. All of the other cases have been dismissed with prejudice. As previously advised, it is independent counsel's opinion that the Company has a defensible position in the two remaining lawsuits.

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**Competition in the Cosmetic, Health and Beauty Aid Industry is Highly Competitive.**

Reference is made to "Business 'Sub-section' of Competition."

**CLASS A Shareholders Retain Control of Board of Directors.**

See "Voting" in the Proxy Statement dated May 15, 2006. Class A Shareholders, David Edell, CEO and Ira W. Berman, Chairman of the Board of Directors, have the right to elect four members to the Board of Directors. Common stockholders have the right to elect three members to the Board of Directors.

**Future Success Depends on Continued New Product Development.**

The Company is not financially as strong as the major companies against whom it competes. The ability to successfully introduce new niche products and increase the growth and profitability of its current niche brand products

will affect the business and prospects of the future of the Company and it relies upon the creativity and marketing skills of management.

## Item 7A. QUANTITATIVE AND QUALITATIVE

### DISCLOSURE ABOUT MARKET RISK

The Company's financial statements (See Item 15) record the Company's investments under the "mark to market" method (i.e., at date-of-statement market value). The investments are, categorically listed, in "Common Stock", "Mutual Funds", "Other Equity", "Preferred Stock", "Government Obligations" and "Corporate Obligations" (which, primarily, are intended to be held to maturity). \$204,972 of the Company's \$15,590,005 portfolio of investments ( as at Nov. 30, 2006) is invested in the "Common Stock" and "Other Equity" category, and \$818,204 are invested in Preferred Stock holdings. Whereas the Company does not take positions or engage in transactions in risk sensitive market instruments in any substantial degree, nor as defined by SEC rules and instructions, thus the Company does not believe that its investment-market risk is material.

## Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The Financial Statements are listed under Item 15 in this Form 10 K. The following financial data is a summary of the quarterly results of operations (unaudited) during and for the years ended November 30, 2006 and 2005:

<u>Fiscal 2006 **</u>	Three Months Ended			
	<u>Feb. 28</u>	<u>May 31</u>	<u>Aug. 31</u>	<u>Nov. 30</u>
Net Sales	\$14,562,927	\$18,558,174	\$15,788,172	\$14,392,947
Total Revenue	14,732,887	18,773,398	15,996,688	14,597,050
Cost of Products Sold	5,904,747	6,109,857	4,993,420	6,252,283
Net Income	1,070,778	1,705,108	1,927,476	900,889



## Earnings Per Share:

Basic	\$ .15	\$ .24	\$ .28	\$ .13
Diluted	\$ .15	\$ .24	\$ .27	\$ .13

## Three Months Ended

<u>Fiscal 2005 **</u>	<u>Feb. 28</u>	<u>May 31</u>	<u>Aug. 31</u>	<u>Nov. 30</u>
Net Sales	\$13,985,365	\$18,143,816	\$14,722,055	\$14,330,098
Total Revenue	14,111,316	18,267,427	14,882,100	14,493,400
Cost of Products Sold	5,599,609	6,261,360	5,727,927	5,145,166
Net Income	944,830	1,750,656	( 390,834)	1,480,850
Earnings Per Share:				
Basic	\$ .13	\$ .25	(\$ .05)	\$ .21
Diluted	\$ .13	\$ .24	(\$ .05)	\$ .20

\*\* After reclassification of certain additional promotional expenses from expense to a reduction of net sales.

**Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS****ON ACCOUNTING AND FINANCIAL DISCLOSURE**

The Company did not change its accountants within the twenty four months prior to the date of the most recent financial statements (nor since), and had no reported disagreement with its accountants on any matter of accounting principles or practices.

**Item 9A. CONTROLS AND PROCEDURES**

With the participation of our Chief Executive Officer and Chief Financial Officer, management has carried out an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of November 30, 2006.

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) pursuant to preliminary evaluations that the Company believes will materially affect, or are reasonably likely to materially affect, internal control over financial reporting.

Under Section 404 of the Sarbanes-Oxley Act of 2002,, The Company's fiscal 2009 annual report is required to be accompanied by a "Section 404 Formal Report" by management on the effectiveness of internal controls over financial reporting. Management has commenced preparing a report and reviewing the internal controls in each of the Company's departments. The Company's independent accounting firm is meeting with the Company to review the internal controls' effectiveness in each department. The filing of the Company's November 30, 2008 annual report must contain an opinion by the Company's independent accounting firm on the effectiveness of the Company's internal controls. The Company's officers are currently working to evaluate and confirm that the Company's automated data processing software systems and other procedures are effective and that the information created by the Company's systems adequately confirm the validity of the information upon which the Company relies.

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The Company is continuing to take a thorough review of the effectiveness of its internal controls and procedures, including financial reporting. It is working to strengthen all of its procedures wherever necessary.

The Company's preliminary review has not identified or required any changes over its internal controls that have materially affected, or are reasonably likely to materially affect internal controls over financial reporting.

**PART III**

**Item 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT**

We have a code of ethics that applies to the Chairman of the Board, Directors, Officers and Employees, including our Chief Executive Officer and Chief Financial Officer. You can find our code of ethics in Exhibit 14.

The Executive Officers and Directors of the Company are as follows:

<u>NAME</u>	<u>POSITION</u>	<u>YEAR OF FIRST COMPANY SERVICE</u>
David Edell	Chief Executive Officer, Director	1983
Ira W. Berman	Chairman of the Board of Directors, Secretary, Executive Vice President	1983
Dunnan Edell	President, Chief Operating Officer and Director	1984
Stephen Heit	Executive Vice President and Chief Financial Officer	2005
Drew Edell	Vice President	

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Product Development and Production 1983

John Bingman Vice President and Treasurer 1986

Stanley Kreitman Director 1996

Jack Polak Director 1983

Robert Lage Director 2003

Gio Batta Gori, PhD Director 2004

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David Edell, age 74, is a director, and the Company's Chief Executive Officer. Prior to his association with the Company, he was a marketing and financial consultant; and, by 1983, he had extensive experience in the health and beauty aids field as an executive director and/or officer of Hazel Bishop, Lanolin Plus and Vitamin Corporation of America. In 1954, David Edell received a Bachelor of Arts degree from Syracuse University.

Ira W. Berman, age 75, is the Company's Executive Vice President and Corporate Secretary. He is also Chairman of the Board of Directors. Mr. Berman is an attorney who has been engaged in the practice of law since 1955. He received a Bachelor of Arts Degree (1953) and Bachelor of Law Degree (1955) from Cornell University, and is a member of the American Bar Association.

Dunnan Edell is the 51 year old son of David Edell. He is a graduate of George Washington University. He has been a director since 1994, and in fiscal 2003, he was promoted to position of President of the Company and Chief Operating Officer. He joined the Company in 1984 and was appointed Divisional Vice President in 1986. He was

employed by Alleghany Pharmacal Corporation from 1982 to 1984 and by Hazel Bishop from 1977 to 1981.

Stephen Heit, age 52 joined CCA in May 2005 as Executive Vice President – Operations, and was appointed Chief Financial Officer in March 2006. Prior to that he was Vice President – Business Strategies for Del Laboratories, Inc., a consumer products company that was listed on the American stock exchange, from 2003 to 2005. Mr. Heit served as President of AM Cosmetics, Inc. from 2001 to 2003, as Chief Financial Officer from 1998 to 2003, and Corporate Secretary to the Board of Directors from 1999 to 2003. From 1986 to 1997 he was the Chief Financial Officer of Pavion Limited, and also served on the Board of Directors. He also served as a Director of Loeb House, Inc., a non-profit organization serving mentally handicapped adults from 1987 to 1995, and Director of Nyack Hospital Foundation from 1993 to 1995. He received a Bachelor of Science from Dominican College in 1976, with additional graduate work in Professional Accounting at Fordham University from 1976 – 1978, and is a MBA Candidate at the University of Connecticut Graduate Business School.

Drew Edell, the 49 year old son of David Edell, is a graduate of Pratt Institute, where he received a Bachelor's degree in Industrial Design. He joined the Company in 1983, and in 1985, he was appointed Vice President of Product Development and Production.

John Bingman, age 55, received a Bachelor of Science degree from Farleigh Dickenson University in 1973. He worked as a Certified Public Accountant who practiced with the New Jersey accounting firm of Zarrow, Zarrow & Klein from 1976 to 1986.

Jack Polak, age 94, has been a private investment consultant and a banker since April 1982. He is a certified Dutch Tax Consultant and a member of The Netherlands Federation of Certified Tax Consultants. He was knighted on his 80<sup>th</sup> birthday by Queen Beatrix of the Netherlands for his untiring efforts on behalf of the Anne Frank Center USA for which he is still actively working as the “Chairman-Emeritus.” On May 23, 2004, Hofstra University in Long Island, NY awarded him with an honorary doctorate in humane letters.

Stanley Kreitman, age 74 has been Vice Chairman of Manhattan Associates an equity investment firm since 1994. He is a director of Medallion Financial Corp. (NASDAQ), Capital Lease Financial Corp.(NYSE), KSW Corp., Geneva Mortgage Corp., and Century Bank. He also serves as Chairman of the New York City Board of Corrections, Nassau County Crime Stoppers, and serves on the board of the Police Athletic League. From 1975 to 1993 he was President of United States Banknote Corp.(NYSE) a securities printer.

Robert Lage, age 70, is a retired CPA. He became a director in fiscal 2003. He was a partner at Price WaterhouseCoopers Management Consulting Service prior to his retirement in 1997. He has been engaged in the practice of public accounting and management consulting since 1959. He received a BBA from Bernard Baruch College of the City University of New York in 1958.

Gio Batta Gori, PhD, 76, was elected as a director in June of 2004. He is president of the Health Policy Center, Bethesda, Maryland, a consulting group in toxicology, epidemiology, nutrition, and related scientific, industrial, and regulatory issues. Advisor to major corporations worldwide, his previous experiences include directing the Franklin Institute Policy Analysis Center, and executive positions at the National Cancer Institute as Deputy Director of the Division of Cancer Causes and Prevention, Director of the Smoking and Health Program, Director of the Diet, Nutrition and Cancer Program. He held earlier positions in the pharmaceutical and biologics industry, and in academia. Recipient of the U.S. Department of Health Education and Welfare Superior Service Award, he is active in toxicology, carcinogenesis, nutrition, tobacco, and environmental issues. He has been a two-term President of the International Society of Regulatory Toxicology and Pharmacology, is a member of scientific societies, fellow of the Academy of Toxicological Sciences, funding and former editor of the journal *Nutrition and Cancer*, and editor of the journal *Regulatory Toxicology and Pharmacology*.

**Item 11. EXECUTIVE COMPENSATION**

i. Summary Compensation Table

The following table summarizes compensation earned in the 2006, 2005 and 2004 fiscal years by all of the executive officers whose fiscal 2006 compensation exceeded \$100,000, including the Chief Executive Officer (the "Named Officers").

Annual Compensation	Long Term Compensation		
		Number	
		All	of Shares
		Other	Covered Other
Name and	Annual	by Stock	Long-Term
Principal	Compen-	Options	Compen-

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<u>Position</u>	<u>Year</u>	<u>Salary</u>	<u>Bonus</u>	<u>sation(1)</u>	<u>Granted(2)</u>	<u>sation</u>
David Edell,	2006	\$737,001	\$556,410	\$ 41,193	-	0
Chief	2005	695,738	510,857	28,976	-	0
Executive	2004	656,357	573,543	38,294	-	0
Officer						
Ira W. Berman,	2005	\$737,001	\$556,410	\$31,718	-	0
Secretary and	2005	695,738	510,857	30,256	-	0
Executive	2004	656,357	573,543	24,739	-	0
Vice President						

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Dunnan Edell,	2006	\$300,000	\$120,000	\$ 9,155	-	0
President, Chief	2005	300,000	120,000	12,317	-	0
Operating Officer	2004	312,692	95,000	5,305	-	0
Stephen Heit	2006	\$211,538	\$ 30,000	\$7,972	-	0

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Executive	2005	110,000	15,000	3,721	-	0
Vice President, Chief Financial Officer						
Drew Edell	2006	\$250,000	\$ 60,000	\$ 9,188	-	0
Vice President	2005	243,269	60,000	8,861	-	0
Product	2004	222,596	50,000	1,951	-	0
Development and Production						
John Bingman	2006	\$111,980	\$ 20,000	\$ 1,558	-	0
Vice President	2005	111,980	45,000	1,587	-	0
Treasurer	2004	111,980	40,000	1,005	-	0

(1) Includes the personal use value of Company leased automobiles, the value of Company provided life insurance, and health insurance that is made available to all employees.

(2) Information in respect of stock option plans appears below in the sub topic, Employment Contracts/Executive Compensation Program.

ii. Fiscal 2006 Option Grants and Option Exercise,

Year End Option Valuation, Option Repricing

No new options were issued to the Named Officers in fiscal 2006.



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The next table identifies 2006 fiscal year option exercises by Named Officers and Directors, and reports a valuation of their options.

	Number of Shares Acquired <u>On Exercise</u>	Value Realized (1) <u>Realized (1)</u>	Number of Shares Covered by Un- exercised Options <u>at December 1, 2006</u>	Value of Unexercised In-the-Money Options <u>at December 1, 2006</u>
David Edell	22,500	\$190,125	25,000	\$ 290,500
Ira W. Berman	28,000	\$236,600	25,000	290,500
Dunnan Edell	20,000	\$171,800	70,000	813,400
Drew Edell	-	-	15,000	174,300
Jack Polak	25,000	\$235,000	-	-
John Bingman	-	-	10,000	116,200

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(1) Represents the difference between market price and the respective exercise prices of options as of the exercise date. The market price at December 1, 2006 was \$11.62.

**Repriced Options**

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The following table identifies the stock options held by the Named Officers and all other officers and directors, the exercise prices of which have been reduced during the past 10 years.

		Original			
	Number	Grant	Original	Date	New
	<u>of Shares</u>	<u>Date</u>	<u>Price</u>	<u>Repriced</u>	<u>Price</u>
David Edell (1)	100,000	Aug. 1, 1997	\$2.50	May 24, 2001	\$.50
Ira W. Berman (1)	100,000	Aug. 1, 1997	2.50	May 24, 2001	.50
Dunnan Edell (1)	50,000	Aug. 1, 1997	2.50	May 24, 2001	.50
Drew Edell (1)	50,000	Aug. 1, 1997	2.50	May 24, 2001	.50
Stanley Kreitman (1)	25,000	Aug. 1, 1997	2.50	May 24, 2001	.50
Jack Polak (1)	25,000	Aug. 1, 1997	2.50	May 24, 2001	.50
Dunnan Edell (1)(2)	25,000	Jun. 10, 1995	4.50	May 24, 2001	.50
Drew Edell (1)(2)	25,000	Jun. 10, 1995	4.50	May 24, 2001	.50

(1) On November 3, 1998, the full Board of Directors authorized the repricing in consequence of a declining market valuation, inconsistent with the Company's realizable value. The market price of the Common Stock at the date of repricing was \$1.00; and, at that date, the original option terms (10 years from August 1, 1997) had approximately 8 years and 10 months remaining. When the options were originally issued, on August 1, 1997, the market price of the Company's Common Stock was \$2.50. On May 24, 2001, the Company repriced the options again when the market price was \$.50.

(2) On June 10, 2000, the full Board of Directors authorized the repricing in consequence of a declining market valuation, inconsistent with the Company's realizable value. The market price of common stock at the date of repricing was \$1.10; and at that date the original terms (5 years from June 10, 1995) were extended for an additional 5 years. When the options were originally issued on June 10, 1995, the market price of the Company's common stock was \$3. On May 24, 2001, the Company repriced the options again when the market price was \$.50, and changed the expiration date to August 1, 2007.

iii. Compensation of Directors

Each outside director was paid between \$2,500 and \$5,000 per meeting for attendance of board meetings in fiscal 2006 (without additional compensation for committee meetings). Mr. Lage received an additional \$30,000 as chairman of the audit committee. The full Board of Directors met six times in fiscal 2006.

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iv. Executive Compensation Principles

Audit and Compensation Committee

The Company's Executive Compensation Program is based on guiding principles designed to align executive compensation with Company values and objectives, business strategy, management initiatives, and financial performance. In applying these principles the Audit and Compensation Committee of the Board of Directors, comprised of Stanley Kreitman, Jack Polak and Robert Lage, which met four times in fiscal 2006, has established a program to:

Reward executives for long term strategic management and the enhancement of shareholder value.

Integrate compensation programs with both the Company's annual and long term strategic planning.

Support a performance oriented environment that rewards performance not only with respect to Company goals but also Company performance as compared to industry performance levels.

Stanley Kreitman, former president of a national bank, qualifies as a "financial expert" as defined by the SEC in Instruction 1 to proposed Item 309 of Regulation S-K, which is set forth in the SEC Release No. 34 - 46701 dated October 22, 2003. Mr. Kreitman is an "independent" as that term is used in Section 10A(m)(3) of the Exchange Act.

Jack Polak was knighted by the Dutch government in 1993. He is a certified Dutch tax consultant and a member of the association of certified tax accountants. The Board has deemed that he is both "independent" and qualifies as a "financial expert."

Robert A. Lage, Chairman of the Audit Committee and a retired CPA, was a partner at PriceWaterhouseCoopers Management Consulting Service prior to his retirement in 1997. He has been engaged in the practice of public accounting and management consulting since 1959. He received a BBA from Bernard Baruch College of the City University of New York in 1958. The Board has deemed that he is both "independent" and qualifies as a "financial expert".

v. Employment Contracts/Compensation Program

The total compensation program consists of both cash and equity based compensation. The Audit and Compensation Committee (the "Committee") determines the level of salary and bonuses, if any, for key executive officers of the Company. The Committee determines the salary or salary range based upon competitive norms. Actual salary changes are based upon performance, and bonuses were awarded by the Committee in consideration of the Company's performance during the 2006 fiscal year.

The Company has executed Employment Contracts with its CEO, David Edell, and its Chairman of the Board, Ira W. Berman. The contracts for both are exactly the same. The contracts expire on December 31, 2010. The contracts provide for a base salary which commenced in 1994 in the amount of \$300,000 (plus a bonus of 20% of the base salary), with a year-to-year CPI or 6% increase, plus 2.5% of the Company's pre-tax income less depreciation and amortization (EBITDA). (The 2.5% measure in the bonus provision of the Edell/Berman contracts was amended on November 3, 1998 so as to calculate it against earnings before income taxes, less depreciation, amortization and expenditures for media and cooperative advertising in excess of \$8,000,000.) On May 24, 2001, the contract was amended increasing the base salary then in effect by \$100,000 per annum (See Item 11, Summary Compensation Table). The contracts also provide that at the end of the term or upon retirement, Edell/Berman shall be retained by the Company as consultants at the consideration equal to 50% of the prior year's salary and bonus for a five year period.

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David Edell's sons, Dunnan Edell and Drew Edell have five-year employment contracts in the amounts of \$270,000 and \$200,000 respectively, which expire on November 30, 2007. On February 10, 2006, the Board of Directors extended the contracts for Dunnan Edell and Drew Edell to December 31, 2010 (See Item 11, Summary

Compensation Table). Dunnan Edell is a director and President of the Company. Drew Edell is the Vice President of Product Development and Production. On July 1 2003, Dunnan Edell's salary was increased to \$300,000, and on January 5, 2004, Drew Edell's salary was increased to \$225,000 and in 2005, it was increased to \$250,000.

vi. Stock Option Plans

Long term incentives are provided through the issuance of stock options.

(The 1984 Stock Option Plan covered 1,500,000 shares of its Common Stock, and the 1986 Stock Option Plan covered 1,500,000 shares of its Common Stock.) On July 9, 2003, the Company's Stock Option Plan was approved by the shareholders authorizing the issuance of options to issue up to 1,000,000 shares.

The Company's 2003 Stock Option Plan covers 1,000,000 shares of its Common Stock.

The 2003 Option Plan provides (as had the 1984, 1986 and the 1994 plans) for the granting of two (2) types of options: "Incentive Stock Options" and "Nonqualified Stock Options". The Incentive Stock Options (but not the Nonqualified Stock Options) are intended to qualify as "Incentive Stock Options" as defined in Section 422(a) of The Internal Revenue Code. The Plans are not qualified under Section 401(a) of the Code, nor subject to the provisions of the Employee Retirement Income Security Act of 1974.

Options may be granted under the Options Plans to employees (including officers and directors who are also employees) and consultants of the Company provided, however, that Incentive Stock Options may not be granted to any non employee director or consultant.

Option Plans are administered and interpreted by the Board of Directors. (Where issuance to a Board member is under consideration, that member must abstain.) The Board has the power, subject to plan provisions, to determine the persons to whom and the dates on which options will be

granted, the number of shares subject to each option, the time or times during the term of each when options may be exercised, and other terms. The Board has the power to delegate administration to a Committee of not less than two (2) Board members, each of whom must be disinterested within the meaning of Rule 16b-3 under the Securities Exchange Act, and ineligible to participate in the option plan or in any other stock purchase, option or appreciation right under plan of the Company or any affiliate. Members of the Board receive no compensation for their services in connection with the administration of option plans.

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Option Plans permit the exercise of options for cash, other property acceptable to the Board or pursuant to a deferred payment arrangement. The 1994 Plan specifically authorizes that payment may be made for stock issuable upon exercise by tender of Common Stock of the Company; and the Executive Committee is authorized to make loans to option exercisers to finance optionee tax consequences in respect of option exercise, but such loans must be personally guaranteed and secured by the issued stock.

The maximum term of each option is ten (10) years. No option granted is transferable by the optionee other than upon death.

On June 15, 2005, the shareholders approved an amended and Restated Stock Option Plan amending the 2003 Stock Option Plan.

The Plan provides that the stock option committee may make awards in the form of (a) incentive stock options, (b) non-qualified stock options, (c) stock appreciation rights, (d) restricted stock, and (e) performance shares.

No new awards were made by the committee in fiscal 2006.

Under the plans, options will terminate three (3) months after the optionee ceases to be employed by the Company or a parent or subsidiary of the Company unless (i) the termination of employment is due to such person's permanent and total disability, in which case the option may, but need not, provide that it may be exercised at any time within one (1) year of such termination (to the extent the option was vested at the time of such termination); or (ii) the optionee dies while employed by the Company or a parent or subsidiary of the Company or within three (3) months after termination of such employment, in which case the option may, but need not provide that it may be exercised (to the extent the option was vested at the time of the optionee's death) within eighteen (18) months of the optionee's death by the person or persons to whom the rights under such option pass by will or by the laws of descent or distribution; or (iii) the option by its terms specifically provides otherwise.

The exercise price of all nonqualified stock options must be at least equal to 85% of the fair market value of the underlying stock on the date of grant. The exercise price of all Incentive Stock Options must be at least equal to the fair market value of the underlying stock on the date of grant. The aggregate fair market value of stock of the Company (determined at the date of the option grant) for which any employee may be granted Incentive Stock Options in any calendar year may not exceed \$100,000, plus certain carryover allowances. The exercise price of an Incentive Stock Option granted to any participant who owns stock possessing more than ten (10%) of the voting rights

of the Company's outstanding capital stock must be at least 110% of the fair market value on the date of grant. As at November 30, 2006, 181,000 stock options, yet exercisable, to purchase 181,000 shares of the Company's Common Stock, were outstanding.

The Company has adopted Stock Appreciation Rights incentives and Restricted Stock grants in the 2005 Amended Stock Option Plan. No such grants were issued in fiscal 2006. All of the terms and conditions of the Plan were included in the June 15, 2005 Proxy, which Plan was approved by the shareholders at the annual meeting. The Proxy was incorporated by reference to the 10K Annual Report for fiscal 2005.

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vii. Performance Graph

Set forth below is a line graph comparing cumulative total shareholder return on the Company's Common Stock, with the cumulative total return of companies in the NASDAQ Stock Market (U.S.) and the cumulative total return of Dow Jones's TMI/Personal Products Index.

GRAPH

CCA Industries - ASE

	<b>Cumulative Total Return</b>					
	<b>12/01</b>	<b>12/02</b>	<b>12/03</b>	<b>12/04</b>	<b>12/05</b>	<b>12/06</b>
<b>CCA Industries, Inc.</b>	<b>100.00</b>	<b>154.26</b>	<b>670.71</b>	<b>941.41</b>	<b>774.26</b>	<b>989.01</b>
<b>Dow Jones US Total Market</b>	<b>100.00</b>	<b>77.92</b>	<b>101.88</b>	<b>114.12</b>	<b>121.34</b>	<b>140.23</b>
<b>Dow Jones US Personal Products</b>	<b>100.00</b>	<b>95.54</b>	<b>110.51</b>	<b>128.80</b>	<b>136.75</b>	<b>163.19</b>



## Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth certain information regarding the beneficial ownership of the Company's Common Stock and/or Class A Common Stock as of November 30, 2006 by (i) all those known by the Company to be owners of more than five percent of the outstanding shares of Common Stock or Class A Common Stock; (ii) each officer and director; and (iii) all officers and directors as a group.

Unless otherwise indicated, each of the shareholders has sole voting and investment power with respect to the shares owned (subject to community property laws, where applicable), and is beneficial owner of them.

<u>Name and Address</u>	Number of		"Option Shares" (1)	Ownership, As A Percentage of All Shares Out- Standing/Assuming	
	<u>Shares Owned (1):</u> Common Stock	Class A (2)		<u>Option Share Exercise (1)</u>	
David Edell c/o CCA Industries, Inc. 200 Murray Hill Parkway East Rutherford, NJ 07073	146,609	484,615	25,000	9.0%	9.3%

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Ira W. Berman	160,533	483,087	25,000	9.2%	9.5%
c/o CCA Industries, Inc.					
Costa Brava Partnership III LP (3)					
420 Boylston Street	500,000	-	-	7.1%	7.1%
Boston, MA					
Jack Polak	53,254	-	-	0.8%	0.8%
c/o CCA Industries, Inc.					
Stanley Kreitman	15,000		-	0.2%	0.2%
c/o CCA Industries, Inc.					
Dunnan Edell	60,969		70,000	0.9%	1.9%
c/o CCA Industries, Inc.					
Gio Batta Gori, PhD	-	-	-	-	-
c/o CCA Industries, Inc.					
Robert Lage	-	-	-	-	-
c/o CCA Industries, Inc.					
Drew Edell	98,108		15,000	1.4%	1.6%
c/o CCA Industries, Inc.					

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John Bingman			10,000	0%	.1%
c/o CCA Industries, Inc.					
Stephen A. Heit	1,000	-	-	.01%	-
c/o CCA Industries, Inc.					
Officers and Directors	1,035,473	967,702	145,000	-	-
as a group (10 persons)					

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(1) The number of “Option Shares” represents the number of shares that could be purchased by and upon exercise of unexercised options exercisable within 90 days; and the percentage ownership figure denominated “Assuming Option Share Exercise” assumes, per person, that unexercised options have been exercised and, thus, that subject shares have been purchased and are actually owned. In turn, the “assumed” percentage ownership figure is measured, for each owner, as if each had exercised such options, and purchased subject ‘option shares,’ and thus increased total shares actually outstanding, but that no other option owner had ‘exercised and purchased.’

(2) David Edell and Ira Berman own 100% of the outstanding shares of Class A Common Stock. Messrs. David Edell, Dunnan Edell, and Ira Berman are officers and directors. Messrs. Stephen Heit, John Bingman and Drew Edell is an officer. Messrs. Lage, Kreitman and Polak are independent, outside directors.

(3) The principal business of Costa Brava Partnership III L.P. is to make investments in, buy, sell, hold, pledge and assign securities. The principal business of Roark, Rearden and Hamot, LLC is to act as general partner of Costa Brava Partnership III L.P. The principal business address is 420 Boylston Street, Boston, MA 02116. Seth W. Hamot is the president of Roark, Rearden & Hamot, LLC, which is the general partner of Costa Brava Partnership III L.P.

**Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

During fiscal 2006, several related parties provided services to the Company, which were deemed immaterial to the financial statements.

During fiscal 2006 the Company purchased and retired an aggregate of 225,000 shares of common stock from three officers/directors, David Edell-100,000, Ira Berman-100,000 and Drew Edell-25,000. The purchase price was \$10.50 per share discounted from \$10.82 per share, the closing price at the close of business on the transaction date. The Company purchased 9,392 shares from Stanley Kreitman, a director, and 15,000 shares from Rami Abada, a former director, for \$10.50 per share discounted from \$10.70 per share, the closing price at the close of business on the transaction date.

**Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

KGS LLP (“KGS”) (formerly known as Sheft Kahn & Company LLP) served as the Company’s independent auditors for 2006 and 2005. The services performed by KGS in this capacity included conducting an audit in accordance with generally accepted auditing standards of, and expressing an opinion on, the Company’s consolidated financial statements.

Audit Fees

KGS's fees for professional services rendered in connection with the audit and review of Forms 10-K and all other SEC regulatory filings were \$216,725 for the 2006 fiscal year and \$162,178 for the 2005 fiscal year. The Company has paid and is current on all billed fees.

#### Audit Related Fees

Audit related fees billed in Fiscal 2006 and 2004 by KGS were \$39,012 and \$3,265, respectively. Audit related fees consist primarily of fees billed for professional services rendered by KGS for accounting consultations and services related to business acquisitions and dispositions, responses to SEC correspondence, and readiness consultations for Section 404 of the Sarbanes Oxley Act of 2002.

#### Tax Fees

KGS's fees for professional services rendered in connection with Federal and State tax return preparation and other tax matters for the 2006 and 2005 fiscal years were \$58,100 and \$41,181, respectively.

#### All Other Fees

All other fees of \$140 and \$565 billed in Fiscal years 2006 and 2005, respectively, represent fees for miscellaneous services other than those described above.

#### Engagements Subject to Approval

Under its charter, the Audit Committee must pre-approve all subsequent engagements of our independent auditor unless an exception to such pre-approval exists under the Securities Exchange Act of 1934 or the rules of the Securities and Exchange Commission. Each year, the independent auditor's retention to audit our financial statements, including the associated fee, is approved by the committee before the filing of the preceding year's annual report on form 10-K. At the beginning of the fiscal year, the Audit Committee will evaluate other known potential engagements of the independent auditor, including the scope of the work proposed to be performed and the proposed fees, and approve or reject each service, taking into account whether the services are permissible under applicable law and the possible impact of each non-audit service on the independent auditor's independence from management. At each subsequent committee meeting, the committee will receive updates on the services actually provided by the independent auditor, and management may present additional services for approval. The committee has delegated to the Chairman of the committee the authority to evaluate and approve engagements on behalf of the committee in the event that a need arises for pre-approval between committee meetings. If the Chairman so approves any such

engagements, he will report that approval to the full committee at the next committee meeting.

Since the May 6, 2003 effective date of the Securities and Exchange Commission rules stating that an auditor is not independent of an audit client if the services it provides to the client are not appropriately approved, each new engagement of KGS LLP, formerly known as Sheft Kahn & Company LLP was approved in advance by the Audit Committee, and none of those engagements made use of the *de minimus* exception to pre-approval contained in the Commission's rules.

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**PART IV**

**Item 15. EXHIBITS, FINANCIAL STATEMENTS,**

**SCHEDULES AND REPORTS ON FORM 8 K**

Financial Statements:

Table of Contents, Report of Independent Registered Public Accounting Firm, Consolidated Balance Sheets as of November 30, 2006 and 2005, Consolidated Statements of Income for the years ended November 30, 2006, 2005 and 2004, Consolidated Statements of Comprehensive Income (Loss), Consolidated Statements of Shareholders' Equity

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for the years ended November 30, 2006, 2005 and 2004, Consolidated Statements of Cash Flows for the years ended November 30, 2006, 2005 and 2004, Notes to Consolidated Financial Statements.

Financial Statement Supplementary Information:

Schedule II: Valuation Accounts; Years Ended Nov. 30, 2006, 2005 and 2004.

Exhibits:

(1) The Indenture (and the Promissory note exhibited therewith) defining the rights of former shareholders who tendered Common Stock to the Company for its \$2 per share, five- year, 6% debenture, is incorporated by reference to the filing of such documents with the Schedule TO filed with the SEC, on June 5, 2001.

(3) The Company's Articles of Incorporation and Amendments thereof, and its By Laws, are incorporated by reference to their filing with the Form 10 K/A filed April 5, 1995. (Exhibit pages 000001 23).

(10.1) The Following Material Contracts are incorporated by reference to their filing with the Form 10 K/A filed April 5, 1995: Amended and Restated Employment Agreements of 1994, with David Edell and Ira Berman; License Agreement made February 12, 1986 with Alleghany Pharmacal Corporation.

(10.2) The February 1999 Amendments to the Amended and Restated Employment Agreements of David Edell and Ira Berman (1994) are incorporated by reference to the 1998 10 K. (Exhibit pages 00001 00002). The May 29, 2001 Amended and Restated Employment Agreements of David Edell and Ira Berman are incorporated by reference herein.

Previously filed as an exhibit to and incorporated by reference from the indicated report filed with the Securities and Exchange Commission:

(1) The Forms 8K, filed on May 22, 2002 and November 20, 2002, are incorporated by reference to this 2006 10K. Three 8Ks are referenced, October 29, 2003, November 24, 2003 and December 11, 2003. Three additional 8Ks are referenced, one on April 7, 2004, one on August 3, 2004 and the last on October 6, 2004.



(2) Forms 8K filed on April 11, 2005, June 27, 2005, and July 15, 2005 are incorporated by reference to this 10K.

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(3) The Company's 2003 Stock Option Plan was filed with the 2003 Proxy and is incorporated by reference to this 10K.

(4) The Company's 2005 Amended and Restated Stock Option Plan and the 2005 Proxy are incorporated by reference herein.

The following reports were filed with the Securities and Exchange Commission during the three months ended November 30, 2006:

(1) Form 425, filed on September 6, 2006 announcing that the Company entered into a \$25 million non-secured revolving Line of Credit with the Wells Fargo Bank.

(2) Form 8K, filed on September 6, 2006, announcing that the Company entered into a \$25 million non-secured revolving Line of Credit with the Wells Fargo Bank.

(3) Form 10Q, filed on October 10, 2006, for the quarter ended August 31, 2006.

(4) Form 8K, filed on October 23, 2006, announcing that On October 11, 2006, in the case of Ellen and Murray Swartz v. CCA Industries, Inc. in the Court of Common Pleas, Philadelphia County, all claims and cross claims against CCA Industries, Inc. were dismissed with prejudice.

(5) Form 8K, filed on November 3, 2006, announcing that In a news release made public today (attached herewith as Exhibit "A"), CCA Industries, Inc. announced that Dubilier & Company has entered into a Letter of Intent (attached herewith as Exhibit "B") with CCA Industries, Inc. to acquire the Company for approximately \$94,000,000 or \$12.00 per share for the common stock and \$14.50 per share for the restricted Class A stock. The purchase is contingent upon the execution of the mutually agreed to terms and conditions of the Definitive Purchase Agreement.

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(6) Form 13D/A, filed on November 6, 2006 by filing person, announcing that the Reporting Person no longer beneficially owns more than 5% of the Issuer's securities.

(7) Form 13D/A filed on November 22, 2006 by filing person, announcing that on November 17, 2006, Costa Brava sent a letter to the Board of Directors of the Issuer expressing its concerns over the proposed merger between the Issuer and Dubilier & Company, Inc.

(11) Statement re Per Share Earnings (included in Item 15, Financial Statements)

(14) Code of Ethics for Chief Executive Officer and Senior Financial Officers are referenced

(31.1) Certification of Chief Executive Officer pursuant to Rule 13a-14(a) included herein

(31.2) Certification of Chief Financial Officer pursuant to Rule 13a-14(a) included herein

(32.1) Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350 included herein

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(32.2) Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350 included herein

Shareholders may obtain a copy of any exhibit not filed herewith by writing to CCA Industries, Inc., 200 Murray Hill Parkway, East Rutherford, New Jersey 07073. Moreover, exhibits may be inspected and copied at prescribed rates at the Commission's public reference facilities at Judiciary Plaza, 450 Fifth Street, NW, Washington, D.C. 20549; Jacob K. Javits Federal Building, 26 Federal Plaza, New York, New York 10278; and Northwestern Atrium Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661-2511. Copies of such materials may also be obtained by mail at prescribed rates from the Public Reference Branch of the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549, and one is available at the Commission's Internet website (<http://www.sec.gov>).

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(A) of the Securities Exchange Act of 1934, the Registrant has duly caused this Annual Report to be signed on its behalf by the undersigned thereunto duly authorized.

**CCA INDUSTRIES, INC.**

By: s/\_\_\_\_\_

**DUNNAN EDELL, President**

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
s/_____	Chief Executive Officer,	February 28, 2006
DAVID EDELL	Director	
s/_____	Chairman of the Board	February 28, 2006
IRA W. BERMAN	of Directors, Executive Vice President, Secretary	

s/ \_\_\_\_\_ President, Chief Operating February 28, 2006

DUNNAN EDELL Officer, Director

s/ \_\_\_\_\_ Executive Vice President, February 28, 2006

STEPHEN HEIT Chief Financial Officer

s/ \_\_\_\_\_ Vice President , February 28, 2006

DREW EDELL Product Development

s/ \_\_\_\_\_ Director February 28, 2006

STANLEY KREITMAN

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s/ \_\_\_\_\_ Director February 28, 2006

ROBERT LAGE

s/ \_\_\_\_\_ Director February 28, 2006

JACK POLAK

s/ \_\_\_\_\_ Director February 28, 2006

GIO BATTAGORI



**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**CONSOLIDATED FINANCIAL STATEMENTS**

**NOVEMBER 30, 2006 AND 2005**

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**C O N T E N T S**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors and Stockholders

CCA Industries, Inc.

East Rutherford, New Jersey

We have audited the consolidated balance sheets of CCA Industries, Inc. and Subsidiaries as of November 30, 2006 and 2005, and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended November 30, 2006. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of CCA Industries, Inc. and Subsidiaries as of November 30, 2006 and 2005, and the consolidated results of their operations and their cash flows for each of the three years in the period ended November 30, 2006, in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedule titled "Schedule II – Valuation and Qualifying Accounts" is presented for purposes of additional analysis and is not a required part of the basic financial statements. This schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financials statements taken as a whole.

KGS LLP

CERTIFIED PUBLIC ACCOUNTANTS

February 28, 2007

Jericho, New York

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS**

**A S S E T S**

	November 30,	
	<u>2006</u>	<u>2005</u>
Current Assets		
Cash and cash equivalents	\$ 4,385,340	\$ 3,536,542
Short-term investments and marketable securities (Notes 2 and 6)	11,516,349	7,050,026
Accounts receivable, net of allowances of		

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\$1,026,197 and \$938,712 respectively	7,188,197	9,260,399
Inventories, net of reserve for inventory obsolescence of \$777,715 and \$854,764 respectively (Notes 2 and 3)	6,350,013	6,554,150
Prepaid expenses and sundry receivables	684,875	526,134
Prepaid income taxes and refunds due (Note 8)	-	165,560
Deferred income taxes (Note 8)	<u>1,180,472</u>	<u>818,948</u>
 Total Current Assets	 <u>31,305,246</u>	 <u>7,911,759</u>
 Property and Equipment, net of accumulated depreciation and amortization  (Notes 2 and 4)	   <u>561,634</u>	   <u>67,238</u>
 Intangible Assets, net of accumulated amortization (Notes 2 and 5)	  <u>503,595</u>	  <u>583,177</u>
 Other Assets		
Marketable securities (Notes 2 and 6)	4,073,656	6,275,390
Deferred taxes	24,940	23,419
Other	<u>47,500</u>	<u>48,325</u>
 Total Other Assets	 <u>4,146,096</u>	 <u>6,347,134</u>

Total Assets	<u>\$36,516,571</u>	<u>\$35,309,308</u>
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See Notes to Consolidated Financial Statements.

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS**

**LIABILITIES AND SHAREHOLDERS' EQUITY**

November 30,

2006                      2005

Current Liabilities

Accounts payable and accrued

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liabilities (Note 10)	\$ 8,104,424	\$ 8,734,092
Income tax payable	413,869	-
Dividends payable	<u>490,970</u>	<u>575,560</u>
Total Current Liabilities	<u>9,009,263</u>	<u>9,309,652</u>
Capitalized lease obligations	<u>122,517</u>	<u>-</u>
Total Liabilities	<u>9,131,780</u>	<u>9,309,652</u>

Commitments and Contingencies (Note 12)

Shareholders' Equity

Preferred stock, \$1.00 par; authorized		
20,000,000 shares; none issued	-	-
Common stock, \$.01 par; authorized		
15,000,000 shares; issued and		
outstanding 6,034,651 and		
6,212,055 shares, respectively	60,346	62,121
Class A common stock, \$.01 par; authorized		
5,000,000 shares; issued and outstanding		
967,702 and 967,702 shares, respectively	9,677	9,677
Additional paid-in capital	2,329,570	5,105,732
Retained earnings	25,112,331	21,200,465
Unrealized (losses) on marketable securities	( <u>127,133</u> )	( <u>378,339</u> )

Total Shareholders' Equity	<u>27,284,791</u>	<u>25,999,656</u>
Total Liabilities and Shareholders' Equity	<u>\$36,516,571</u>	<u>\$35,309,308</u>

See Notes to Consolidated Financial Statements.

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF INCOME**

	<u>Years Ended November 30,</u>		
	<u>2006</u>	<u>2005</u>	<u>2004</u>
Revenues			
Sales of health and beauty			
aid products, net	\$63,302,220	\$61,181,334	\$59,008,135
Other income	<u>797,803</u>	<u>572,909</u>	<u>850,196</u>
	<u>64,100,023</u>	<u>61,754,243</u>	-
<u>59,858,331</u>			
Costs and Expenses			
Cost of sales	23,260,307	22,734,062	20,808,145

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Selling, general and			
administrative expenses	21,104,728	20,246,344	17,399,483
Advertising, cooperative and			
promotions	10,345,407	10,671,906	11,349,618
Research and development	536,590	772,627	876,665
Provision for doubtful accounts	( 73,657)	201,864	18,675
Interest expense	<u>10,003</u>	<u>19,912</u>	<u>31,466</u>
	<u>55,183,378</u>	<u>54,646,715</u>	<u>50,484,052</u>
Income before Provision			
for Income Taxes	8,916,645	7,107,528	9,374,279
Provision for Income Tax	<u>3,312,394</u>	<u>3,322,026</u>	<u>3,577,616</u>
Net Income	<u>\$ 5,604,251</u>	<u>\$ 3,785,502</u>	<u>\$ 5,796,663</u>
Weighted Average Shares *			
Outstanding			
Basic	<u>7,034,276</u>	<u>7,145,297</u>	<u>7,399,472*</u>
Diluted	<u>7,133,332</u>	<u>7,317,994</u>	<u>7,680,781*</u>
Earnings Per Common Share*			
(Note 2):			
Basic	<u>\$.80</u>	<u>\$.53</u>	<u>\$.78*</u>
Diluted	<u>\$.79</u>	<u>\$.52</u>	<u>\$.75*</u>

\* Adjusted for 2% stock dividend.

See Notes to Consolidated Financial Statements.

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	<u>Years Ended November 30,</u>		
	<u>2006</u>	<u>2005</u>	<u>2004</u>
Net Income	\$5,604,251	\$3,785,502	\$5,796,663
Other Comprehensive Income (Loss)			
Unrealized holding gain (loss)			
on investments	<u>251,206</u>	<u>(149,395)</u>	<u>(133,716)</u>
Comprehensive Income	<u>\$5,855,457</u>	<u>\$3,636,107</u>	<u>\$5,662,947</u>



See Notes to Consolidated Financial Statements.

CCA INDUSTRIES, INC. AND SUBSIDIARIES						
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY						
FOR THE YEARS ENDED NOVEMBER 30, 2006, 2005 AND 2004						
	COMMON STOCK (1)		ADDITIONAL PAID IN CAPITAL	RETAINED EARNINGS	UNREALIZED GAIN (LOSS) ON MARKETABLE SECURITIES	TREASURY STOCK
	SHARES	AMOUNT				
Balance – November 30, 2003	7,701,903	\$77,019	\$3,829,914	\$19,891,541	(\$ 95,228)	(\$358,706)
Issuance of common stock	131,825	1,318	3,682			
Net income for the year				5,796,663		
Dividends declared				( 995,440)		
Unrealized (loss) on marketable securities					( 133,716)	
Retirement of treasury stock	( 192,849)	( 1,928)	38	( 207,145)		209,035
Purchase and retirement of common stock	( 510,000)	( 5,100)	100	( 4,490,000)		
Stock dividend			1,260,926	( 1,260,926)		
Balance – November 30, 2004 as revised	7,130,879	71,309	5,904,660	18,734,693	( 228,944)	(149,671)
Issuance of common stock	137,769	1,378	11,072			
Net income for the year				3,785,502		
Dividends declared				(1,151,411)		
Unrealized (loss) on marketable securities					( 149,395)	

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securities						
Purchase of 2,188 shares of common stock						(19,537)
Retirement of treasury stock	( 88,891)	( 889)		( 168,319)		169,208
Balance – November 30, 2005	7,179,757	71,798	5,105,732	21,200,465	( 378,339)	-
Issuance of common stock	95,500	955	46,795			
Net income for the year				5,604,251		
Dividends declared				(1,692,385)		
Unrealized (loss) on marketable securities					251,206	
Purchase and retirement of common stock	( <u>272,904</u> )	( <u>2,730</u> )	( <u>2,822,957</u> )	<u>-</u>	<u>-</u>	<u>-</u>
Balance – November 30, 2006	<u>7,002,353</u>	<u>\$70,023</u>	<u>\$2,329,570</u>	<u>\$25,112,331</u>	<u>(\$127,133)</u>	<u>\$ -</u>



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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

**FOR THE YEARS ENDED NOVEMBER 30,**

2006

2005

2004

Cash Flows from Operating Activities:

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

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Net income	\$5,604,251	\$3,785,502	\$5,796,663
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	227,039	329,278	307,598
(Gain) on sale of securities	( 62,012)	-	( 143,736)
Loss (gain) on sale or impairment of intangible assets	112,901	42,380	( 9,947)
(Increase) decrease in deferred income taxes	( 363,045)	( 202,154)	308,600
Decrease (increase) in accounts receivable	2,072,202	( 582,415)	( 2,073,002)
Decrease (increase) in inventory	204,137	( 506,150)	( 735,301)
(Increase) decrease in prepaid expenses and sundry receivables	( 158,741)	169,519	( 104,803)
Decrease (increase) in prepaid income taxes and refunds due	165,560	253,091	( 182,031)
Decrease (increase) in other assets	825	( 10,914)	1,727
(Decrease) increase in accounts payable and accrued liabilities	( 629,667)	1,751,257	1,379,685
Increase (decrease) in income taxes payable	<u>413,869</u>	<u>( 59,888)</u>	<u>59,888</u>
Net Cash Provided by Operating Activities	<u>7,587,319</u>	<u>4,969,506</u>	<u>4,605,341</u>
Cash Flows from Investing Activities:			
Acquisition of property and equipment	( 309,594)	( 215,066)	( 140,674)

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Acquisition of intangible assets	( 45,161)	( 126,233)	( 27,036)
Purchase of available for sale securities	( 12,588,205)	( 4,616,689)	( 4,249,221)
Proceeds from sale of available for sales securities	10,636,835	1,946,814	7,078,164
Proceeds from sale of trademark	<u>          -</u>	<u>          -</u>	<u>      50,000</u>
 Net Cash (Used in) Provided by  Investing Activities	  <u>( 2,306,125)</u>	  <u>( 3,011,174)</u>	  <u>  2,711,233</u>
 Cash Flows from Financing Activities:			
Purchase of common shares	( 2,825,687)	594	( 4,495,000)
Repurchase of outstanding debentures	-	( 497,656)	-
Proceeds from exercise of stock options	47,749	( 8,548)	5,000
Increase in capital lease obligation	151,407	-	-
Payments of capitalized lease obligation	( 28,890)	-	-
Purchase of treasury stock	-	867	-
Dividends paid	<u>( 1,776,975)</u>	<u>( 1,059,277)</u>	<u>( 891,131)</u>
 Net Cash (Used in) Financing Activities	 <u>( 4,432,396)</u>	 <u>( 1,564,020)</u>	 <u>( 5,381,131)</u>
 Net Increase In Cash	 848,798	 394,312	 1,935,443
 Cash at Beginning of Year	 <u>  3,536,542</u>	 <u>  3,142,230</u>	 <u>  1,206,787</u>
 Cash and Cash Equivalents at End of Year	 <u>\$ 4,385,340</u>	 <u>\$3,536,542</u>	 <u>\$3,142,230</u>

Supplemental Disclosures of Cash

Flow Information:

Cash paid during the year for:

Interest	\$ 10,003	\$ 19,912	\$ 31,466
Income taxes	2,256,400	3,297,371	3,382,450

Supplemental Disclosure of Non-Cash

Information:

Dividends declared and accrued	\$ 490,970	\$ 575,560	\$ 483,426
Retirement of 272,904, 88,891 and 192,849 shares of treasury stock	2,825,687	169,208	209,035

See Notes to Consolidated Financial Statements.

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS**

CCA Industries, Inc. ("CCA") was incorporated in the State of Delaware on March 25, 1983.



CCA manufactures and distributes health and beauty aid products.

CCA has several wholly-owned subsidiaries, CCA Cosmetics, Inc., CCA Labs, Inc., Berdell, Inc., Nutra Care Corporation, and CCA Online Industries, Inc., all of which are currently inactive.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation:

The consolidated financial statements include the accounts of CCA and its wholly-owned subsidiaries (collectively the “Company”). All significant inter-company accounts and transactions have been eliminated.

Estimates and Assumptions:

The consolidated financial statements include the use of estimates, which management believes are reasonable. The process of preparing financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues, and expenses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

Other Comprehensive Income:

Total comprehensive income includes changes in equity that are excluded from the consolidated statements of operations and are recorded directly into a separate section of consolidated statements of comprehensive income. The Company’s accumulated other comprehensive income shown on the consolidated balance sheet consist of unrealized gains and losses on investment holdings.

Short-Term Investments and Marketable Securities:

Short-term investments and marketable securities consist of corporate and government bonds and equity securities. The Company has classified its investments as Available-for-Sale securities. Accordingly, such investments are reported at fair market value, with the resultant unrealized gains and losses reported as a separate component of shareholders' equity.

#### Accounts Receivable

Accounts receivable consist of trade receivables recorded at original invoice amount, less an estimated allowance for uncollectible amounts. The accounts receivable balance is further reduced by allowances for coop advertising and reserves for returns which are anticipated to be taken as credits against the balances as of November 30th. The allowances and reserves which are anticipated to be deducted from future invoices are included in accrued liabilities. Trade credit is generally extended on a short term basis; thus trade receivables do not bear interest, although a finance charge may be applied to receivables that are past due. Trade receivables are periodically evaluated for collectibility based on past credit history with customers and their current financial condition. Changes in the estimate collectibility of trade receivables are recorded in the results of operations for the period in which the estimate is revised. Trade receivables that are deemed uncollectible are offset against the allowance for uncollectible accounts. The Company generally does not require collateral for trade receivables.

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## **CCA INDUSTRIES, INC. AND SUBSIDIARIES**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

#### **NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

##### Statements of Cash Flows Disclosure:

For purposes of the statement of cash flows, the Company considers all highly liquid instruments purchased with an original maturity of less than three months to be cash equivalents.

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During fiscal 2004, five officers/shareholders exercised in the aggregate 138,000 options (140,760 as adjusted for the 2% stock dividend) in exchange for 8,758 shares (8,933 as adjusted for the 2% stock dividend) of previously issued common stock.

During fiscal 2005, three officers/shareholders exercised in the aggregate 139,000 options, David Edell with 65,000, Ira Berman with 59,000 and Stanley Kreitman with 15,000. In addition, 5,000 options were exercised by Aimee Boucher.

During fiscal 2006, four officers/directors exercised in the aggregate 95,500 options, David Edell with 22,500, Ira Berman with 28,000, Dunnan Edell with 20,000 and Jack Pollack with 25,000.

In addition, the Company purchased and retired an aggregate of 225,000 shares of common stock from three officers/directors, David Edell-100,000, Ira Berman-100,000 and Drew Edell-25,000. The purchase price was \$10.50 per share discounted from \$10.82 per share, the closing price at the close of business on the transaction date. The Company purchased 9,392 shares from Stanley Kreitman, a director, and 15,000 shares from Rami Abada, a former director, for \$10.50 per share discounted from \$10.70 per share, the closing price at the close of business on the transaction date.

For the year ended November 30, 2006, dividends declared but not yet due amounted to \$490,970.

### Inventories:

Inventories are stated at the lower of cost (first-in, first-out) or market.

Product returns are recorded in inventory when they are received at the lower of their original cost or market, as appropriate. Obsolete inventory is written off and its value is removed from inventory at the time its obsolescence is determined.

### Property and Equipment and Depreciation and Amortization

Property and equipment are stated at cost. The Company charges to expense repairs and maintenance items, while major improvements and betterments are capitalized. When the Company sells or otherwise disposes of property and equipment items, the cost and related accumulated depreciation are removed from the respective accounts and any

gain or loss is included in earnings.

Depreciation and amortization are provided on the straight-line method over the following estimated useful lives or lease terms of the assets:

Machinery and equipment	5-7 Years
Furniture and fixtures	3-10 Years
Tools, dies and masters	3 Years
Transportation equipment	5 Years
Leasehold improvements	Remaining life of the lease (ranging from 1-9 years)

Intangible Assets:

Intangible assets are stated at cost. Patents are amortized on the straight-line method over a period of 17 years. Such intangible assets are reviewed for potential impairment whenever events or circumstances indicate that carrying amounts may not be recoverable.

Financial Instruments:

The carrying value of assets and liabilities considered financial instruments approximate their respective fair value.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income Taxes:

Income tax expense includes federal and state taxes currently payable and deferred taxes arising from temporary differences between income for financial reporting and income tax purposes.

Tax Credits:

Tax credits, when present, are accounted for using the flow-through method as a reduction of income taxes in the years utilized.

Earnings Per Common Share:

The Company adopted Statement of Financial Accounting Standards (“SFAS”) No. 128, “Earnings Per Share” in 1998. Basic earnings per share is calculated using the average number of shares of common stock outstanding during the year. Diluted earnings per share is computed on the basis of the average number of common shares outstanding plus the effect of outstanding stock options using the “treasury stock method” and convertible debentures using the “if-converted” method. Common stock equivalents consist of stock options.

Revenue Recognition:

The Company recognizes sales upon shipment of merchandise. Net sales comprise gross revenues less expected returns, trade discounts, customer allowances and various sales incentives. Although no legal right of return exists between the customer and the Company, it is an industry-wide practice to accept returns from customers. The Company, therefore, records a reserve for returns equal to its gross profit on its historical percentage of returns on its last five months sales. Those returns which are anticipated to be taken as credits against the balances as of November 30th are offset against the accounts receivable. The reserves which are anticipated to be deducted from future invoices are included in accrued liabilities.

Sales Incentives:

In accordance with EITF 00-14, the Company has accounted for certain sales incentives offered to customers by charging them directly to sales as opposed to “advertising and promotional” expense. Had EITF 00-14 not been adopted, net sales for the years ended November 2006, 2005 and 2004 would have been \$65,352,334, \$65,352,334, and \$62,673,158 respectively. In the fourth quarter of 2006, the Company reclassified certain promotional expenses from sales expense to a charge against sales for fiscal 2006. For comparison purposes, those same expenses were reclassified for fiscal years 2004 and 2005. None of these changes affect net income reported for the interim periods or fiscal years ended November 30, 2004, 2005 and 2006.

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Advertising Costs:

The Company's policy is to charge advertising costs to expense as incurred. During fiscal 2005, the Company changed its estimate of future benefits it derives from advertising expenditures and the effect it has on its allocation among the interim quarters. Effective June 1, 2005, the Company expensed its advertising based on when the advertising ran. The change in estimate affected interim reporting in fiscal 2005 and had no effect on the Company's year-end earnings for fiscal 2005.

Shipping Costs:

The Company's policy for fiscal financial reporting is to charge shipping cost to operations as incurred. For the years ended November 30, 2006, 2005 and 2004, included in selling, general and administrative expenses are shipping costs amounting to \$2,542,685, \$3,601,322, and \$2,813,479, respectively.

Stock Options:

In December 2004, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 123R, "Accounting for

Share-Based Compensation" which is a revision of SFAS No. 123. Effective for annual or interim periods beginning after December 15, 2005, SFAS No. 123R

requires stock grants to employees to be recognized in the income statement based on their fair values. The adoption of SFAS No. 123R did not have any impact on the

Company's financial position, results of operations or cash flow.

Reclassifications

Certain prior years amounts have been reclassified to conform with the current years presentation.

### Recent Accounting Pronouncements

In June 2006, the Financial Accounting Standards Board (“FASB”) issue FASB Interpretation No. 48 (“FIN No. 48”) “Accounting for Uncertainty in Income Taxes – an Interpretation of FASB No. 109”. FIN No. No. 48 established a recognition threshold and measurement for income tax positions recognizes in an enterprise’s financial statements in accordance with FASB No. 109, “Accounting for Income Taxes”. FIN No. 48 also prescribes a two-step evaluation process for tax positions. The first step is recognition and the second is measurement. FIN No. 48 is effective for fiscal years beginning after December 15, 2006. Accordingly, the Company plans to adopt FIN No. 48 on December 1, 2007. The Company has not determined the impact if any, on the adoption of FIN No. 48.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, “Fair Value Measurements” (“SFAS No. 157”). SFAS No. 157 defines fair value, established a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS No. 157 applies under other accounting pronouncements that require or permit fair value measurements, the FASB previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods in those fiscal years. The Company has not determined the impact, if any, of the adoption of SFAS No. 157.

In September 2006, the FASB issued SFAS No. 158, Employers’ Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of SFAS Statements Nos. 87, 88,106 and 132R. SFAS No. 158, requires an employer to recognize the over-funded or under-funded status of a defined benefit postretirement plan as an asset or liability in its statement of financial position , measure a plan’s assets and obligations as of the end of the employer’s fiscal year-end and recognize changes in the funded status in the year in which the changes occur through comprehensive income. SFAS No. 158 is effective as of the end of the fiscal year ending after December 15, 2007. Since the Company does not have a defined benefit plan, the adoption will not have an impact on the Company’s financial statements.



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)Recent Accounting Pronouncements (Continued)

In September 2006, the Securities and Exchange Commission (“SEC”) issued Staff Accounting Bulletin No. 108 (“SAB 108”) which provides interpretive guidance on how the effects of the carryover or reversal of prior year misstatements should be considered in quantifying a current year misstatement. SAB 108 is effective for the first fiscal year ending after November 15, 2006 which will be the fiscal year ending November 30, 2006. The adoption of this statement had no material impact on the Company’s financial position or results of operations.

NOTE 3 - INVENTORIES

At November 30, 2006 and 2005, inventories consist of the following:

	<u>2006</u>	<u>2005</u>
Raw materials	\$3,822,073	\$3,946,164
Finished goods	<u>2,527,940</u>	<u>2,607,986</u>
	<u>\$6,350,013</u>	<u>\$6,554,150</u>

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At November 30, 2006 and 2005, the Company had a reserve for obsolete inventory of \$777,715 and \$854,764, respectively.

NOTE 4 - PROPERTY AND EQUIPMENT

At November 30, 2006 and 2005, property and equipment consisted of the following:

	<u>2006</u>	<u>2005</u>
Machinery and equipment	\$ 125,788	\$ 125,788
Office furniture and equipment	825,928	793,937
Transportation equipment	10,918	10,918
Tools, dies, and masters	426,470	548,846
Capitalized lease obligations	162,218	-
Leasehold improvements	<u>300,402</u>	<u>294,067</u>
	1,851,724	
1,773,556		
Less: Accumulated depreciation		
and amortization	<u>1,290,090</u>	-
<u>1,306,318</u>		
Property and Equipment - Net	<u>\$ 561,634</u>	<u>\$ 467,238</u>

Depreciation expense for the years ended November 30, 2006, 2005 and 2004 amounted to \$215,197, \$317,573, and \$299,451, respectively.

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 5 - INTANGIBLE ASSETS

Intangible assets consist of owned trademarks and patents for ten product lines covering thirty countries. The cost and accumulated amortization for November 30, 2006 and 2005 is as follows:

	<u>2006</u>	<u>2005</u>
Trademarks and patents	\$650,274	\$741,427
Less: Accumulated amortization	<u>146,679</u>	<u>158,250</u>
Intangible Assets - Net	<u>\$503,595</u>	<u>\$583,177</u>

Patents are amortized on a straight-line basis over their legal life of 17 years and trademarks are adjusted to realizable value for each quarterly reporting period. During 2006, \$112,901 (\$23,413 of accumulated amortization) of intangibles were deemed to be impaired and written off. Amortization expense for the years ended November 30, 2006, 2005 and 2004 amounted to \$11,843, \$54,085, and \$48,200, respectively. Estimated amortization expense for November 30, 2007, 2008, 2009, 2010 and 2011 will be \$21,871, \$21,095, \$18,136, \$13,463 and \$12,769, respectively.

NOTE 6 - SHORT-TERM INVESTMENTS AND MARKETABLE SECURITIES

Short-term investments and marketable securities, which consist of stock and various corporate and government obligations, are stated at market value. The Company has classified its investments as Available-for-Sale securities and considers as current assets those investments which will mature or are likely to be sold in the next fiscal year. The remaining investments are considered non-current assets. The cost and market values of the investments at November 30, 2006 and November 30, 2005 were as follows:

	November 30,		November 30,	
	<u>2006</u>		<u>2005</u>	
Current:	COST	MARKET	COST	MARKET

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Corporate obligations	\$ 4,725,545	\$ 4,712,154	\$ 4,169,918	\$ 4,080,882
Government obligations (including mortgage backed securities)	6,519,395	6,536,115	2,732,192	2,726,444
Common stock	51,649	56,508	51,649	52,368
Mutual funds	208,955	148,464	198,305	136,191
Other equity	<u>64,881</u>	<u>63,108</u>	<u>60,335</u>	<u>54,141</u>
Total	<u>11,570,425</u>	<u>11,516,349</u>	<u>7,212,399</u>	-
<u>7,050,026</u>				
Non-Current:				
Corporate obligations	1,591,292	1,571,928	3,040,192	2,926,098
Government obligations	1,630,576	1,583,524	2,526,319	2,456,724
Preferred stock	824,845	818,204	824,845	792,568
Other equity investments	<u>100,000</u>	<u>100,000</u>	<u>100,000</u>	<u>—</u>
<u>100,000</u>				
Total	<u>4,146,713</u>	<u>4,073,656</u>	<u>6,491,356</u>	<u>6,275,390</u>
Total	<u>\$15,717,138</u>	<u>\$15,590,005</u>	<u>\$13,703,755</u>	<u>\$13,325,416</u>

**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 6- SHORT-TERM INVESTMENTS AND MARKETABLE SECURITIES (CONTINUED)**

The market value at November 30, 2006 was \$15,590,005 as compared to \$13,325,416 at November 30, 2005. The gross unrealized gains and losses were \$47,504 and (\$174,637) for November 30, 2006 and \$13,577 and (\$391,896) for November 30, 2005. The cost and market values of the investments at November 30, 2006 were as follows:

D	COL. A COL. E	COL. B	COL. C	COL.
	Amount at Which			
	Each Portfolio			
Market	Of Equity Security	Number of		
of	Issues and Each	Units-Principal		Value

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Issue	Other Security			Amount of		Each
Name of Issuer and Balance	Issue Carried in	Maturity	Interest	Bonds and	Cost of	at
<u>Title of Each Issue</u> <u>Date</u>	<u>Balance Sheet</u>	<u>Date</u>	<u>Rate</u>	<u>Notes</u>	<u>Each Issue</u>	<u>Sheet</u>
CORPORATE OBLIGATIONS:						
Alcoa 296,998	\$ 296,998	8/15/07	4.250%	300,000	\$ 298,311	\$
American Express Co 98,629		11/20/07	3.750	100,000	99,858	98,629
American General Fin Corp 198,830	198,830	11/15/07	4.500	200,000	198,530	
Banc One Global Notes 197,880	197,880	9/01/07	4.125	200,000	199,172	
Banc One Global Notes 120,281	120,281	6/30/08	2.625	125,000	124,363	
Bank of America Corp 246,333	246,333	1/15/08	3.875	250,000	249,560	
Bank of America Corp 194,300	194,300	8/15/08	3.250	200,000	199,630	
Bear Sterns 99,411	99,411	2/15/07	2.650	100,000	100,000	
Berkshire Hathaway 247,490	247,490	7/02/07	3.400	250,000	247,338	
BP Capital Markets 299,478	299,478	12/29/06	2.750	300,000	297,110	
Caterpillar Fin Service Corp 99,734	99,734	6/15/07	4.875	100,000	99,970	
Chevron Texaco Capital Co 197,486	197,486	9/17/07	3.500	200,000	197,384	
Citigroup Global Markets 197,948	197,948	12/20/07	4.200	200,000	199,442	

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Citigroup Global Markets 148,643	148,643	3/15/07	2.350	150,000	150,000
Citigroup Global Markets 149,205	149,205	3/15/07	3.750	150,000	150,000
GE Capital Corp Medium 298,075	298,075	1/15/07	2.800	300,000	296,728
GE Capital Internotes 198,806	198,806	2/15/07	2.500	200,000	200,000
GE Capital Internotes 247,723	247,723	3/15/07	2.350	250,000	250,000
General Electric Capital Corp 197,786	197,786	8/15/07	3.500	200,000	197,354
Glaxosmithkline CAP PLC 197,754	197,754	4/16/07	2.375	200,000	198,894
GMAC Smartnotes 199,900	199,900	12/15/06	3.400	200,000	200,000
GMAC Smartnotes 195,460	197,460	9/15/07	3.750	200,000	200,000
Goldman Sachs Group 197,906	197,906	1/15/08	4.125	200,000	199,196
HSBC Financial Corp 249,715	249,715	10/15/07	5.050	250,000	250,000
John Deere Capital Corp 149,136	149,136	8/22/07	4.500	150,000	149,250
John Hancock Life Ins 148,698	148,698	3/15/07	2.350	150,000	150,000
Lehman Brothers 197,404	197,404	1/22/08	4.000	200,000	196,950

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 6- SHORT-TERM INVESTMENTS AND MARKETABLE SECURITIES (CONTINUED)**

D	COL. A COL. E		COL. B	COL. C	COL.
		Amount at Which			
		Each Portfolio			
Market	Of Equity Security		Number of		
of	Issues and Each		Units-Principal		Value
Issue	Other Security		Amount of		Each
Name of Issuer and Balance	Maturity Interest Bonds and Cost of at	Date	Rate	Notes	Each Issue
<u>Title of Each Issue</u> <u>Date</u>	<u>Balance Sheet</u>				<u>Sheet</u>

**CORPORATE OBLIGATIONS (Continued):**

Merrill Lynch & Co	11/15/07	4.000%	400,000	\$ 396,994	\$
395,044	\$ 395,044				

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United Healthcare Notes	1/30/08	3.300	75,000	74,890	
73,324	73,324				
Walmart	7/12/07	4.375	200,000	198,652	
199,172	199,172				
Washington Mutual	1/15/08	4.375	250,000	248,103	247,703
247,703					
Wells Fargo & Co	8/25/08	3.120	100,000	<u>99,158</u>	<u>    </u>
<u>96,730</u>	<u>96,730</u>				
				<u>6,316,837</u>	
<u>6,284,082</u>	<u>6,284,082</u>				

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 6 - SHORT-TERM INVESTMENTS AND MARKETABLE SECURITIES (CONTINUED)

D	COL. A COL. E		COL. B	COL. C	COL.
		Amount at Which			
		Each Portfolio			
Market	Of Equity Security		Number of		
of	Issues and Each		Units-Principal		Value
Issue	Other Security		Amount of		Each
Name of Issuer and Balance	Maturity Issue Carried in	Interest	Bonds and	Cost of	at
<u>Title of Each Issue</u> <u>Date</u>	<u>Date</u>	<u>Rate</u>	<u>Notes</u>	<u>Each Issue</u>	<u>Sheet</u>
	<u>Balance Sheet</u>				

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GOVERNMENT OBLIGATIONS:

CA Infrastructure & Dev \$ 300,000	10/01/20	Variable	300,000	\$ 300,000	\$ 300,000
NJ Turnpike Authority 150,000 150,000	1/01/30	1.05%	150,000	150,000	
Tennessee Valley 115,150 115,150	5/01/29	6.50	4,700	122,820	
US T Bill 297,145 297,145	12/21/06	4.76	298,000	290,993	
US T Bill 445,347 445,347	2/15/07	4.86	450,000	444,851	
US T Note 413,186 413,186	8/15/07	6.13	410,000	413,493	
US T Note 198,296 198,296	5/15/07	3.13	200,000	199,465	
US T Bill 348,996 348,996	12/21/06	0.00	350,000	345,800	
US T Note 218,977 218,977	1/04/07	0.00	220,000	214,399	
US T Bill 198,712 198,712	1/18/07	0.00	200,000	197,563	
US T Bill 247,170 247,170	2/22/07	0.00	250,000	243,772	
US T Bill 199,180 199,180	2/28/07	3.38	200,000	197,792	
US T Bill 344,712 344,712	3/22/07	0.00	350,000	341,354	
US T Bill 248,623 248,623	4/30/07	3.63	250,000	248,512	
US T Note 249,288 249,288	5/15/07	4.38	250,000	248,996	
US T Note 99,715 99,715	5/15/07	4.38	100,000	99,598	

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US T Note 249,288	249,288	5/15/07	4.38	250,000	249,446
US T Note 99,715	99,715	5/15/07	4.38	100,000	99,851
US T Note 199,490	199,490	5/31/07	3.50	200,000	197,259
US T Note 198,546	198,546	5/31/07	3.50	200,000	198,719
US T Note 248,038	248,038	6/30/07	3.50	250,000	247,680
US T Note 99,215	99,215	6/30/07	3.63	100,000	99,072
US T Note 248,038	248,038	6/30/07	3.63	250,000	247,973
US T Note 148,823	148,823	6/30/07	3.63	150,000	148,784
US T Note 198,430	198,43	6/30/07	3.63	200,000	199,757
Federal Natl Mtg Assn 99,438	99,438	7/15/07	3.63	100,000	99,462
Federal Natl Mtg Assn 99,438	99,438	7/15/07	4.25	100,000	99,600
US T Note 248,233	248,233	8/31/07	4.25	250,000	249,258
FNMA 196,688	196,688	9/24/07	4.00	200,000	200,000
Federal Home Loan Bank 200,250	200,250	10/03/07	3.00	200,000	200,000
Federal Home Loan Bank 198,376	198,376	10/19/07	5.25	200,000	198,178
US T Note 245,635	245,635	11/15/07	4.13	250,000	248,109
US T Note 49,127	49,127	11/15/07	3.00	50,000	49,669

FNMA		12/10/07	3.00	150,000	150,000
148,454	148,454				

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 6 - SHORT-TERM INVESTMENTS AND MARKETABLE SECURITIES (CONTINUED)

D	COL. A COL. E		COL. B	COL. C	COL.
		Amount at Which			
		Each Portfolio			
Market	Of Equity Security		Number of		
of	Issues and Each		Units-Principal		Value
Issue	Other Security		Amount of		Each
Name of Issuer and Balance	Maturity Interest	Bonds and	Cost of		at
	Issue Carried in				

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<u>Title of Each Issue</u>	<u>Date</u>	<u>Rate</u>	<u>Notes</u>	<u>Each Issue</u>	<u>Sheet</u>
<u>Date</u> <u>Balance Sheet</u>					
Federal Home Loan Bank 99,188      \$ 99,188	7/24/08	2.13%	100,000	\$ 100,000	\$
FHLMC 247,070      247,070	11/15/09	3.25	250,000	250,000	
FHLMC 197,812      197,812	11/15/17	4.50	200,000	200,000	
Tennessee Valley 98,000      98,000	5/01/29	6.50	4,000	106,688	
Tennessee Valley <u>227,850</u> <u>227,850</u>	5/01/29	6.50	9,300	<u>251,068</u>	—
				<u>8,149,971</u>	-
<u>8,119,639</u>					

## EQUITY:

## Preferred Stock:

General Electric Cap Corp 221,144      221,144	11/15/32	6.10	8,800	224,845	
MetLife Floater 209,200      209,200	6/15/10	4.00	8,000	200,000	
ABN AMRO Cap Fund 49,320      49,320	07/03/08	5.900	2,000	50,000	
JP Morgan Chase Cap IX 48,540      48,540	06/15/33	5.875	2,000	50,000	
Morgan Stanley Cap Tr 95,200      95,250	07/15/33	5.750	4,000	100,000	

Wells Fargo Cap Tr VIII	08/01/33	5.625	8,000	<u>200,000</u>	—
<u>194,800</u>	<u>194,800</u>				
				<u>824,845</u>	—
<u>818,204</u>	<u>818,204</u>				

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 6 - SHORT-TERM INVESTMENTS AND MARKETABLE SECURITIES (CONTINUED)

D	COL. A COL. E	COL. B	COL. C	COL.
	Amount at Which			
	Each Portfolio			
Market	Of Equity Security		Number of	



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of	Issues and Each	Units-Principal			Value	
		Amount of			Each	
Issue	Other Security	Maturity	Interest	Bonds and	Cost of	at
Name of Issuer and Balance	Issue Carried in			Notes	Each Issue	Sheet
<u>Title of Each Issue</u> <u>Date</u>	<u>Balance Sheet</u>	<u>Date</u>	<u>Rate</u>	<u>Notes</u>	<u>Each Issue</u>	<u>Sheet</u>

Common Stock:

DTE Energy Company				1,200 \$	51,649	\$
56,508	\$ 56,508					

Mutual Funds

Dreyfus Premier Ltd High Income				16,296.314	208,955	
148,464	148,464					

Other Equity Investments

Aberdeen Asia Pacific Fund				4	100,000	
100,000	100,000					
PIMCO Floating Rate Strategy				2,900	<u>64,881</u>	<u>63,108</u>
	<u>63,108</u>					

Totals					<u>\$15,717,138</u>	
<u>\$15,590,005</u>	<u>\$15,590,005</u>					

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 6 - SHORT-TERM INVESTMENTS AND MARKETABLE SECURITIES (CONTINUED)**

During the years ended November 30, 2006, 2005 and 2004, available-for-sale securities were liquidated and proceeds amounting to \$10,636,835 \$1,946,814, and \$7,078,164 were received, with resultant realized gains/(losses) totaling \$62,012, \$0, and \$143,736, respectively. Cost of available-for-sale securities includes unamortized premium or discount.

NOTE 7 - NOTES PAYABLE AND SUBORDINATED DEBENTURES

The Company has an available line of credit of \$25,000,000.. Interest is calculated at the Company's option, either on the outstanding balance at the prime rate minus 1% or Libor plus 150 basis points at the Company's option. The line of credit is unsecured as of November 30, 2006 and must adhere to certain financial covenants pertaining to net worth and debt coverage. The Company was not utilizing their available credit line at November 30, 2006 and 2005. The Company has extended the line of credit through August 31, 2007.

On August 1, 2000, the Company repurchased (pursuant to a tender offer) 278,328 shares of its outstanding common stock by issuing subordinated debentures equal to \$2 per share, which accrued interest at 6% and have matured on August 1, 2005. The interest was paid semi-annually. The debentures and any accrued interest were paid in 2005 fully satisfied the Company's obligations.

NOTE 8 - INCOME TAXES

CCA and its subsidiaries file a consolidated federal income tax return. The Company's 2004 returns have been examined by the Internal Revenue Service.

At November 30, 2006 and 2005, respectively, the Company has temporary differences arising from the following:

<u>Type</u>	<u>Amount</u>	<u>Deferred</u> <u>Tax</u>	<u>November 30, 2006</u>	
			<u>Short-</u> <u>Term</u>	<u>Long-</u> <u>Term</u>
			<u>Classified As</u>	
			<u>Asset (Liability)</u>	
Depreciation	\$ 62,361	\$ 24,940	\$ -	\$24,940
Reserve for bad debts	185,779	74,298	74,298	-

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Reserve for returns	443,418	177,336	177,336	
Reserve for obsolete inventory	777,715	311,031	311,031	-
Vacation accrual	344,031	137,588	137,588	-
Charitable contributions	1,047,761	419,030	419,030	-
Section 263A costs	153,000	<u>61,189</u>	<u>61,189</u>	<u>-</u>
Net deferred income tax		<u>\$1,205,412</u>	<u>\$1,180,472</u>	<u>\$24,940</u>

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 8 - INCOME TAXES (Continued)

November 30, 2005

<u>Type</u>	<u>Amount</u>	<u>Classified As</u>		
		<u>Deferred Tax</u>	<u>Short-Term</u>	<u>Long-Term</u>
			<u>Asset (Liability)</u>	
Depreciation	\$ 62,631	\$ 23,419	\$ -	\$23,419
Reserve for bad debts	260,366	97,172	97,172	-
Reserve for returns	678,346	253,650	253,650	-
Reserve for obsolete inventory	854,764	319,611	319,611	-
Vacation accrual	337,181	126,080	126,080	-
Section 263A costs	60,000	22,435	22,435	-
Charitable contributions	-	-	-	-
Net deferred income tax		<u>\$842,367</u>	<u>\$818,948</u>	
<u>\$23,419</u>				

Income tax expense (benefit) is made up of the following components:

November 30, 2006			
	<u>Federal</u>	<u>State &amp; Local</u>	<u>Total</u>
Current tax expense	\$2,892,278	\$849,564	\$3,741,842

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Tax credits	-	-	-
Deferred tax expense			
(benefit)	( <u>331,944</u> )	( <u>97,504</u> )	( <u>429,448</u> )
	<u>\$2,560,334</u>	<u>\$752,060</u>	<u>\$3,312,394</u>

November 30, 2005

	State &		
	<u>Federal</u>	<u>Local</u>	<u>Total</u>
Current tax expense	\$2,563,858	\$910,086	\$3,473,944
Tax credits	( 40,000)	( 30,000)	( 70,000)
Deferred tax expense			
(benefit)	( <u>103,222</u> )	<u>21,304</u>	( <u>81,918</u> )
	<u>\$2,420,636</u>	<u>\$901,390</u>	<u>\$ 3,322,026</u>

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 8 - INCOME TAXES (Continued)

November 30, 2004

	State &		
	<u>Federal</u>	<u>Local</u>	<u>Total</u>
Current tax expense	\$2,494,109	\$768,251	\$3,262,360
Tax credits	( 40,000)	-	( 40,000)
Deferred tax expense	<u>282,855</u>	<u>72,401</u>	<u>355,256</u>
	<u>\$2,736,964</u>	<u>\$840,652</u>	<u>\$3,577,616</u>

Prepaid income taxes and refund due are made up of the following components:

	State &		
	<u>Federal</u>	<u>Local</u>	<u>Total</u>
November 30, 2005	<u>\$ 50,653</u>	<u>\$114,907</u>	<u>\$165,560</u>
November 30, 2004	<u>\$315,670</u>	<u>\$102,981</u>	<u>\$418,651</u>

Income taxes payable are made up of the following components:

State &

	<u>Federal</u>	<u>Local</u>	<u>Total</u>
November 30, 2006	<u>\$182,404</u>	<u>\$231,465</u>	<u>\$ 413,869</u>
November 30, 2005	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
November 30, 2004	<u>\$ -</u>	<u>\$ 59,888</u>	<u>\$ 59,888</u>

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 8 - INCOME TAXES (Continued)



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A reconciliation of income tax expense (benefit) computed at the statutory rate to income tax expense at the effective rate for each of the three years ended November 30, 2006 is as follows:

<u>2004</u>		<u>2006</u>		<u>2005</u>	
	Percent		Percent		Percent
Pretax	of Pretax		of Pretax		of
<u>Amount</u>	<u>Income</u>	<u>Amount</u>	<u>Income</u>	<u>Amount</u>	<u>Income</u>
	Income tax expense (benefit)				
\$3,187,255	at federal statutory rate 34.00%	\$3,031,659	34.00%	\$2,416,559	34.00%
	Increases (decreases) in taxes resulting from:				
	State income taxes, net of federal				
554,830	income tax benefit 5.92	560,712	6.29	594,911	8.40
	Non-deductible expenses and				
124,469)	other adjustments ( 1.32 )	( 279,977)	( 3.14 )	380,556	5.47 (
40,000)	Utilization of tax credits ( <u>0.43</u> )	<u>          -</u>	<u>0.00</u>	( <u>70,000</u> )	( <u>1.13</u> ) (
	Income tax expense (benefit)				
\$3,244,767	at effective rate <u>38.17%</u>	<u>\$3,312,394</u>	<u>37.15%</u>	<u>\$3,322,026</u>	<u>46.74%</u>

**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 9 - STOCK-BASED COMPENSATION**

On January 1, 2006, the Company adopted Statement of Financial Accounting Standards No. 123R, "Share-Based Payment" ("SFAS No. 123R") which requires an entity to recognize the grant-date fair value of stock options and other equity-based compensation issued to employees in the financial statements. Accordingly, the Company applied the provisions of SFAS No. 123R to all awards granted subsequent to December 31, 2005 and will apply the provisions to the extent that these awards are subsequently modified, repurchased or cancelled.

Prior to January 1, 2006, the Company accounted for stock based compensation plans under the intrinsic value method of accounting as defined by Accounting Principles Board Opinion No. 25, "Accounting for Stock-Based Compensation", as amended. Under Opinion No. 25, no compensation expense was recognized for employee share option grants because the exercise price of the options granted equaled the market price of the underlying shares on the date of grant. SFAS No. 123, required that the Company provide pro forma information regarding net earnings as if compensation cost for the Company's stock-based awards had been determined in accordance with the fair value prescribed therein.

There were no share-based awards granted or vested subsequent to December 31, 2005 and therefore there was no share-based compensation to recognize.

The following table illustrated the effect on net earning if the Company had applied the fair value recognition of SFAS No. 123R to stock-based employee compensation.

Twelve months ended November 30,

2006      2005

Net income	\$5,797,272	\$3,785,502
Deduct: Total stock-based employee		
compensation expense determined		
under fair value based method for		
all awards net of related tax effects	_____ -	_____ -
Pro forma net earnings	<u>\$5,797,272</u>	<u>\$3,785,502</u>

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 9 - STOCK-BASED COMPENSATION (Continued)

The following summarizes stock option activity for the two years ended November 30, 2006.

<u>Value</u>	Weighted Average			Intrinsic
	Number of <u>Shares</u>	Exercise Price of <u>Outstanding Options</u>	Weighted Average <u>Remaining Life</u>	
Outstanding November 30, 2004	429,500	\$3.30	4.10	
Granted	0			0
Exercised	(144,000)			0
Forfeited	_____			0
Outstanding November 30, 2005	285,500	4.70	3.20	
Granted	0			0
Exercised	( 95,500)	..50		0
Forfeited	( <u>9,000</u> )	7.50		0
Outstanding November 30, 2006	<u>181,000</u>	\$5.88	1.83	

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 10 - ACCRUED EXPENSES AND OTHER ACCOUNTS PAYABLE

The following items which exceeded 5% of total current liabilities are included in accounts payable and accrued liabilities as of:

	November 30,	
	<u>2006</u>	<u>2005</u>
	<u>(In Thousands)</u>	
Coop advertising	\$ 1,356	\$ 1,372
Accrued returns	1,011	1,489
Accrued bonuses	<u>777</u>	<u>784</u>
	<u>\$3,144</u>	<u>\$3,645</u>

All other liabilities were for trade payables or individually did not exceed 5% of total current liabilities.

NOTE 11 - OTHER INCOME

Other income was comprised of the following:

	November 30,		
	<u>2006</u>	<u>2005</u>	<u>2004</u>
Interest income	\$582,149	\$417,537	\$442,936

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Dividend income	43,820	32,182	44,756
Realized gain on sale of securities	49,280	-	143,736
Royalty income	108,249	109,274	138,313
Sale of trademark	-	-	50,000
Miscellaneous	<u>14,305</u>	<u>13,916</u>	<u>30,455</u>
	<u>\$797,803</u>	<u>\$572,909</u>	<u>\$ 850,196</u>

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 12 - COMMITMENTS AND CONTINGENCIES

Leases

The Company currently occupies approximately 58,625 square feet of space used for warehousing and corporate offices. The annual rental for this space is \$327,684, with an annual CPI increase of 3%, but shall not cumulatively exceed 15% in any consecutive five year period. The lease requires the Company to pay for additional expenses

“Expense Rent” (Common Area Maintenance “CAM”), which includes real estate taxes, common area expense, utility expense, repair and maintenance expense and insurance expense, which was \$164,880 for the current year. The lease expires on May 31, 2012 with a renewal option for an additional five years.

The Company entered into an additional lease on May 1, 2005 for warehouse space at 300-1(D), Route 17, Lodi, New Jersey for the 12 month period ending April 30, 2006. The lease comprises 13,000 square feet for warehousing. The year end net rental expense including CAM was \$135,860. The Company has extended the lease for an additional one year period ending April 30, 2008.

Rent expense for the years ended November 30, 2006, 2005 and 2004 was \$605,893, \$597,530, and \$449,376, respectively.

In addition, the Company has entered into various property and equipment operating leases with expiration dates ranging through November 2011.

Future commitments under non cancelable operating lease agreements having a remaining term in excess of one year for each of the next five (5) years and in the aggregate are as follows:

Year Ending

November 30.

2007	\$771,743
2008	651,179
2009	554,140
2010	511,041
2011	492,684

Royalty Agreements



In 1986, the Company entered into a license agreement with Alleghany Pharmacal Corporation (the “Alleghany Pharmacal License”). This license required the Company to pay 6% royalty on net sales but no less than \$360,000 per annum to maintain its license. The Company has expanded the lines licensed from Alleghany and pays only 1% royalty on various new products created by the Company.

The Alleghany Pharmacal License agreement provided that when, in the aggregate, \$9,000,000 in royalties have been paid thereunder, the royalty rate for those products originally “charged” at 6% will be reduced to 1%. The Company paid an aggregate of \$9,000,000 in royalties to Alleghany in April 2003. Commencing May 1, 2004, the license royalty was reduced to 1%.

The products subject to the Alleghany Pharmacal License accounted for \$ 9,062,416 or 14.3% of total net sales in the fiscal year ended November 30, 2006.

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 12 - COMMITMENTS AND CONTINGENCIES (Continued)

Royalty Agreements (Continued)

In May of 1998, the Company entered into a License Agreement with Solar Sense, Inc. for the marketing of sun care products under trademark names. The Company’s License Agreement with Solar Sense, Inc. is for the exclusive use of the trademark names “Solar Sense” and “Kids Sense”, in connection with the commercial exploitation of sun care products. The Company is required to pay a royalty on net sales of the licensed products; with minimum per-annum royalties of \$30,000. The Company paid out the minimum \$30,000 for 2005, but has revised the contract omitting that minimum for the future. The Company realized \$801,178 in net sales of sun-care products in 2006.

In October of 1999, the Company entered into a License Agreement with The Nail Consultants, Ltd. for the use of an activator invented in connection with a method for applying a protective covering to fingernails. The Company's License Agreement with The Nail Consultants, Ltd. is for the exclusive use of the method and its composition in a new product kit packaged and marketed by CCA under its own name, "Nutra Nail Power Gel". The Company will pay a royalty of 5% of net sales of all licensed product sold by the Company. Net sales for products subject to the Nail Consultants, Ltd. License were \$1,347,491 in fiscal 2006.

On May 18, 2004, the Company entered into a license agreement with Tea-Guard, Inc. to manufacture and distribute Mega-T Green Tea chewing gum and Mega-T Green Tea mints. The license agreement requires the Company to pay a minimum royalty in order to maintain its exclusivity for the sale of the products and to continue marketing the products so long as the minimum requirements are met and until royalties have aggregated to \$10,000,000. The Company is required to pay a royalty of net sales payable quarterly. In fiscal 2006, the net sales were \$1,235,806.

On February 26, 2004, the Company entered into an agreement with Dr. Stephen Hsu, PhD. to create green tea skin care products. Dr. Hsu will be entitled to a commission on the net factory sales of all of the Company's products using the green tea serum created exclusively for the Company. The net sales for products subject to a commission under the agreement was \$1,516,127 in 2006.

On July 14, 2004, the Company entered into a license agreement with Denise Austin. The license agreement requires the Company to pay a minimum royalty in order to maintain the exclusive use of the name, "Denise Austin" to manufacture and sell a special line of skin care and cosmetic products. The license agreement was not renewed and expired on July 13, 2006.

## CCA INDUSTRIES, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 12 - COMMITMENTS AND CONTINGENCIES (Continued)Royalty Agreements (Continued)

The Company is not party to any other license agreement that is currently material to its operations.

Total royalty costs by licensor for each fiscal year is as follows:

Summary			
<u>Licensor</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
A	\$ 43,367	\$ 45,116	\$ 91,968
B	92,630	99,166	109,035
C	11,892	23,616	8,369
D	( 88)	( 3,497)	( 910)
E	3,237	6,815	1,829
F	1,054	4,424	
69,714			
G	0	0	186

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H	74,148	116,916	68,935
I	81,363	96,975	86,611
J	( 60,402)	116,870	0
K	37,939	91,870	0

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 12 - COMMITMENTS AND CONTINGENCIES (Continued)

Employment Contracts

The Company has executed Employment Contracts with its Chief Executive Officer and its Chairman of the Board. The contracts for both are exactly the same. The contracts expire on December 31, 2010. The contracts provide for a base salary which commenced in 1994 in the amount of \$300,000, with a year-to-year CPI or 6% plus 2.5% of the Company's pre-tax income less depreciation and amortization (EBITDA), plus 20% of the base salary for the fiscal year. The "2.5% measure" in the bonus provision of the two contracts was amended on November 3, 1998 so as to calculate it against earnings before income taxes, less depreciation, amortization and expenditures for media and cooperative advertising in excess of \$8,000,000. On May 24, 2001, the contract was amended increasing the base salary then in effect by \$100,000 per annum.

David Edell's sons, Dunnan Edell and Drew Edell have five year employment contracts in the amounts of \$270,000 and \$200,000 respectively, which expire on November 2007. On February 10, 2006, the Board of Directors extended the contracts for Dunnan Edell and Drew Edell to December 31, 2010. Dunnan Edell is a director and President of the Company. Drew Edell is the Vice President of Product Development and Production. On July 1, 2003, Dunnan Edell's salary was increased to \$300,000, and on January 5, 2004 Drew Edell's salary was increased to \$225,000 and in 2005, it was increased to \$250,000.

Collective Bargaining Agreement

On December 1, 2004, the Company signed a new collective bargaining agreement with Local 734, L.I.U. of N.A., AFL-CIO with similar provisions of the one that expired on November 30, 2004. Other than standard wage, holiday, vacation and sick day provisions, the agreement calls for CCA to provide certain medical and dental benefits and to contribute to the Local 734 Educational Fund \$.01 per hour for each hour the employees are paid. The new collective bargaining agreement is in effect through January 1, 2008. This agreement pertains to 29% of the CCA labor force.

### Litigation

The only material legal proceedings sets forth the fact that there were originally 13 cases filed in which the Company was named along with other defendants as a result of their purchasing and ingesting our diet suppressant containing phenylpropanolamine (PPA), which the Company utilized as its active ingredient in its products prior to November 2000. Eleven cases have been dismissed with prejudice. These cases cannot be legally reinstated. The one case in Philadelphia in which one of the defendants filed for bankruptcy has been delayed. The court is rendering a decision on our motion to dismiss. We agree with independent counsel that, as concluded under the decision in Seattle, unless a plaintiff ingested a product with PPA within three days of a stroke, there can be no causation to prove that a product caused the stroke. We feel that the case should be dismissed inasmuch as plaintiff at the deposition deposed that she took our product months before the stroke.

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## CCA INDUSTRIES, INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 12 - COMMITMENTS AND CONTINGENCIES (Continued)

Litigation (Continued)

The remaining case in Louisiana is fully insured to the extent of \$5,000,000. After reviewing the plaintiff's medical records, it does not appear that there is ongoing

significant medical problems that would cause a jury to render a substantial judgment. Counsel evidently in discussing the matter with Phoenix Insurance Company, has not made any substantial efforts to settle the case which we have been led to believe could be settled for under \$250,000. We do not believe that any further litigations would be ensuing because the Statute of Limitations throughout the country provided that the case must be instituted within three to four years within the time frame in which a plaintiff had constructive notice of the product that proximately caused a stroke. The FDA put out a news release nationally in October 2000. However, there can be no assurance that the current PPA litigation will not have a material adverse effect upon the Company's operations.

On November 17, 2006, the Board of Directors of CCA received a letter from Kasowitz, Benson, Torres & Friedman LLP, who identified themselves as counsel for Costa Brava Partnership III, LP ("Costa Brava"), and its general partner, Roark, Roarden & Hamot Capital. The letter stated that Costa Brava is the largest holder of the Company's common stock. Among other things, the letter claimed that the merger transaction proposed in the Letter of Intent, dated November 1, 2006, signed by the Company and Dubilier & Company, Inc., was discriminatory and unfair as it contemplated a premium to be paid to Class A share holders at a price more than 20% above the price to be paid to the Company's common stock holders. Costa Brava asserted in the letter that it intended to oppose any transaction that failed to provide equal treatment to the common stock and Class A shares and that it would take all necessary steps to protect its rights.

Dividends and Capital Transactions

On January 11, 2005, the Board of Directors declared a \$0.16 per share dividend for fiscal 2005, \$0.08 payable to all shareholders of record May 1, 2005 payable on June 1, 2005 and \$0.08 payable to all shareholders of record November 1, 2005 payable on December 1, 2005.

On November 15, 2005 the Board of Directors declared a \$0.05 per share dividend for the first quarter ending February 28, 2006. The dividend was paid on March 1, 2006 to all shareholders of record as of February 1, 2006. On March 14, 2006, the Board of Directors declared another \$0.05 per share dividend for the second quarter ending May 31, 2006. The dividend was paid on June 1, 2006 to all shareholders of record as of May 31, 2006. On June 29, 2006, the Board of Directors declared a \$0.07 per share dividend for the third quarter ending August 31, 2006. The dividend was paid to all shareholders of record as of August 1, 2006 and payable on September 1, 2006. On October 5, 2006

the Board of Directors declared a \$0.07 per share dividend for the fourth quarter ending November 30, 2006. The dividend was paid to shareholders of record as of November 1, 2006 and payable on December 1, 2006.

During fiscal 2006, three officer/directors and one director exercised in the aggregate 95,500 options, the officers/directors David Edell-22,500, Ira Berman-28,000, Dunnan Edell-20,000 and the director Jack Polak-25,000. In addition, the Company purchased and retired an aggregate of 225,000 shares of common stock from three officer/directors, David Edell-100,000, Ira Berman-100,000 and Drew Edell-25,000. The purchase price was \$10.50 per share discounted from \$10.82 per share, the closing price at the close of business on the transaction date. The Company purchased 9,392 shares from Stanley Kreitman, a director, and 15,000 shares from Rami Abada, a former director, for \$10.50 per share discounted from \$10.70, the closing price at the close of business on the transaction date.

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## CCA INDUSTRIES, INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### NOTE 13 - 401 (K) PLAN

The Company has adopted a 401(K) Profit Sharing Plan that covers all employees with over one year of service and attained Age 21. Employees may make salary reduction contributions up to twenty-five percent of compensation not to exceed the federal government limits. The Plan allows for the Company to make discretionary contributions. For the Fiscal years 2004 – 2006, the Company did not make any contributions.

#### NOTE 14 - CONCENTRATION OF RISK

Most of the Company's products are sold to major drug and food chains merchandisers, and wholesale beauty-aids distributors throughout the United States and Canada.



During the years ended November 30, 2006, 2005 and 2004, certain customers each accounted for more than 5% of the Company's net sales, as follows:

<u>Customer</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
Walmart	34%	32%	34%
Walgreen	13	10	11
McLanes	6	12	9
CVS	7	8	7
Rite Aid	5	5	7
Albertsons	*	*	7
Foreign Sales	2.30%	1.98%	1.80%

\* under 5%

The loss of any one of these customers could have a material adverse affect on the Company's earnings and financial position.

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**NOTE 14 - CONCENTRATION OF RISK (Continued)

During the years November 30, 2006, 2005 and 2004, certain products within the Company's product lines accounted for more than 10% of the Company's net sales as follows:

<u>Product</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
Dietary Supplement	31%	26%	10%
Skin Care	30	37	37
Oral Care	24	24	31
Nail Care	9	8	16

The Company maintains cash balances at several banks. Accounts at each institution are insured by the Federal Deposit Insurance Corporation up to \$100,000. In addition, the Company maintains accounts with several brokerage firms. The accounts contain cash and securities. Balances are insured up to \$500,000 (with a limit of \$100,000 for cash) by the Securities Investor Protection Corporation (SIPC). Each brokerage firm has substantial insurance beyond the \$500,000 SIPC limit.

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 15 - SUBSEQUENT EVENTS**

On November 1, 2006 the Company entered into a letter of intent with Dubilier and Company relating to a proposed acquisition of the Company by Dubilier. A copy of the letter of intent was included as an exhibit to the Company's 8K filed Report with the Securities and Exchange Commission on November 2, 2006. The Company and Dubilier have reached an agreement in principle on a transaction pursuant to which Dubilier will acquire all of the outstanding common stock and Class A common stock of the Company at a price per share of \$12.25. The transaction is subject to, among other matters, the execution and delivery of a definitive merger agreement, approval of the transaction by CCA's board of directors and shareholders, receipt of an opinion from an independent investment banking firm to the effect that the consideration to be paid by Dubilier is fair, from a financial point of view, to the public holders of the Company's common stock, and Dubilier's ability to obtain financing for the transaction

On December 28, 2006, the Board of Directors declared a \$0.07 per share dividend to all shareholders of record February 1, 2007 payable on March 1, 2007.

Markets Edge Management LLC v. CCA Industries, Inc., et al., Docket No. L-677-07 (N.J. Super. Ct. Bergen Co., Chancery Div.). On January 25, 2007, a complaint was filed against the Company and its seven directors, as well as Dubilier & Company, Inc. ("Dubilier"). The action is brought by an alleged shareholder of the Company on behalf of a purported class of shareholders to enjoin the proposed acquisition of the shares of the Company by Dubilier, or in the alternative for monetary damages. The complaint alleges that the Agreement and related transactions, "provides for an unreasonable and unfair premium to be paid to CCA's Class A Stockholders -- all of which are CCA officers and directors -- over and above the price that the Common Stockholders will receive for their shares." The complaint alleges that the price to be paid for the shares of the Company is "grossly inadequate" and that

the transaction unfairly provides for "lucrative non-compete agreements" paying millions of dollars to two officer-directors, and continuing employment contracts for two children of one of the officer-directors and "another Company insider." The complaint alleges that CCA and the director defendants have breached their fiduciary duties of care, loyalty, candor, good-faith, and independence owed to the shareholders of the Company. The Company has until March 20, 2007 to respond to the complaint and intends to defend the matter vigorously.

On February 6, 2007 the Company entered into a License Agreement with Compwhite, LLC for certain oral care products. The License Agreement calls for a deposit of \$300,000 into an escrow account, after which there is a forty-five due diligence period. The Company has the right to cancel the License Agreement at the end of the due diligence period. The agreement provides for a royalty payment of 5% of net sales for the products sold under the agreement. The Company has not completed its due diligence at this time, and therefore cannot ascertain as to whether it will be proceeding with the agreement. In the event that the Company does not proceed with the agreement, then the \$300,000 deposit will be returned to the Company.

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**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 16 - EARNINGS PER SHARE

Basic earnings per share is calculated using the average number of common shares outstanding. Diluted earnings per share is computed on the basis of the average number of common shares outstanding plus the effect of outstanding stock options using the "treasury stock method".

		Year Ended November
30,		
<u>2005</u>	<u>2004*</u>	<u>2006</u>

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Net income available for common			
	shareholders, basic and diluted	<u>\$5,604,251</u>	
<u>\$3,785,502</u>	<u>\$5,796,663</u>		
Weighted average common stock			
	outstanding- Basic	7,034,276	
7,145,297	7,399,472		
	Net effect of dilutive stock options	<u>99,056</u>	<u>—</u>
<u>172,697</u>	<u>281,309</u>		
Weighted average common stock and			
	common stock equivalents - Diluted	<u>7,133,332</u>	
<u>7,317,994</u>	<u>7,680,781</u>		
	Basic earnings per share	<u>\$.80</u>	
<u>\$.53</u>	<u>\$.78</u>		
	Diluted earnings per share	<u>\$.79</u>	<u>\$.52</u>
	<u>\$.75</u>		

\*Adjusted for 2% stock dividend

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SCHEDULE II

**CCA INDUSTRIES, INC. AND SUBSIDIARIES**

## VALUATION ACCOUNTS

## YEARS ENDED NOVEMBER 30, 2006, 2005 AND 2004

COL. A	COL. B	COL. C	COL. D	COL. E
<u>Description</u>	<u>Balance at</u> <u>Beginning</u> <u>Of Year</u>	<u>Additions</u> <u>Charged To</u> <u>Costs and</u> <u>Expenses</u>	<u>Deductions</u>	<u>Balance</u> <u>At End</u> <u>Of Year</u>
		<b>Year Ended November 30, 2006:</b>		
Allowance for doubtful accounts	\$ 260,366	(\$ 73,657)	(\$ 930)	\$ 185,779
Reserve for returns and allowances	<u>678,348</u>	<u>4,520,660</u>	<u>( 4,358,590)</u>	<u>840,418</u>
	<u>\$ 938,714</u>	<u>\$4,447,003</u>	<u>(\$ 4,359,520)</u>	<u>\$1,026,197</u>
Reserve of inventory obsolescence	<u>\$ 854,764</u>	<u>\$ 625,743</u>	<u>(\$ 702,792)</u>	<u>\$ 777,715</u>
<b>Year Ended November 30, 2005:</b>				
Allowance for doubtful accounts	\$ 111,078	\$ 206,736	(\$ 57,448)	\$ 260,366
Reserve for returns and allowances	<u>406,556</u>	<u>6,240,837</u>	<u>( 5,969,045)</u>	<u>678,348</u>
	<u>\$ 517,634</u>	<u>\$6,447,573</u>	<u>(\$ 6,026,493)</u>	<u>\$ 938,714</u>
Reserve of inventory obsolescence	<u>\$ 871,488</u>	<u>\$ 265,032</u>	<u>(\$ 281,756)</u>	<u>\$ 854,764</u>
<b>Year Ended November 30, 2004:</b>				

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Allowance for doubtful accounts	\$ 549,851	(\$ 309,780)	(\$ 128,993)	\$ 111,078
Reserve for returns and allowances	<u>345,872</u>	<u>4,282,250</u>	( <u>4,221,566</u> )	<u>406,556</u>
	<u>\$ 895,723</u>	<u>\$3,972,470</u>	<u>(\$ 4,350,559)</u>	<u>\$ 517,634</u>
Reserve for inventory obsolescence	<u>\$1,153,612</u>	<u>\$ 78,345</u>	<u>\$ 360,469</u>	<u>\$ 871,488</u>