
BAB, Inc.**Project Type: 10-Q**

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Reporting Period	5/31/2021
Smaller Reporting Company?	True

Documents

10-Q	FORM 10-Q
EX-21.1	Exhibit 21.1
EX-31.1	Exhibit 31.1
EX-31.2	Exhibit 31.2
EX-32.1	Exhibit 32.1
EX-32.2	Exhibit 32.2

FORM 10-Q
U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
(Mark One)

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

For the quarterly period ended May 31, 2021

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

For the transition period from _____ to _____

Commission file number: 0-31555

BAB, Inc.

(Name of small business issuer in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

36-4389547
(I.R.S. Employer Identification No.)

500 Lake Cook Road, Suite 475, Deerfield, Illinois 60015

(Address of principal executive offices) (Zip Code)

Issuer's telephone number (847) 948-7520

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	BABB	OTCQB

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

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

Indicate by checkmark whether the registrant is a large accelerated filer, accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company. Yes No

As of July 14, 2021 BAB, Inc. had: 7,263,508 shares of Common Stock outstanding.

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PART I

ITEM 1. FINANCIAL STATEMENTS

BAB, Inc.
Consolidated Balance Sheets

	May 31, 2021 (unaudited)	November 30, 2020 (audited)
ASSETS		
Current Assets		
Cash	\$ 1,360,173	\$ 1,236,081
Restricted cash	461,120	396,842
Receivables		
Trade accounts and notes receivable (net of allowance for doubtful accounts of \$16,126 in 2021 and \$18,152 in 2020)	65,214	62,969
Marketing fund contributions receivable from franchisees and stores	24,412	17,544
Prepaid expenses and other current assets	68,363	96,723
Total Current Assets	1,979,282	1,810,159
Property, plant and equipment (net of accumulated depreciation of \$157,892 in 2021 and \$157,118 in 2020)		
	1,522	2,296
Trademarks	461,445	461,445
Goodwill	1,493,771	1,493,771
Definite lived intangible assets (net of accumulated amortization of \$129,033 in 2021 and \$127,474 in 2020)	22,148	23,707
Operating lease right of use	260,925	303,084
Total Noncurrent Assets	2,239,811	2,284,303
Total Assets	\$ 4,219,093	\$ 4,094,462
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	\$ 10,015	\$ 10,279
Accrued expenses and other current liabilities	282,973	288,888
Unexpended marketing fund contributions	483,045	387,117
Deferred franchise fee revenue	32,287	33,957
Deferred licensing revenue	16,071	31,071
Current portion operating lease liability	102,740	99,149
Payroll Protection Program loan	-	228,155
Total Current Liabilities	927,131	1,078,616
Long-term Liabilities (net of current portion)		
Operating lease liability	207,709	260,094
Deferred franchise revenue	100,462	93,929
Deferred tax liability	133,940	84,940
Deferred licensing revenue	2,084	3,869
Total Long-term Liabilities	444,195	442,832
Total Liabilities	\$ 1,371,326	\$ 1,521,448
Stockholders' Equity		
Preferred shares -\$.001 par value; 4,000,000 authorized; no shares outstanding as of May 31, 2021 and November 30, 2020	-	-
Preferred shares -\$.001 par value; 1,000,000 Series A authorized; no shares outstanding as of May 31, 2021 and November 30, 2020	-	-
Common stock -\$.001 par value; 15,000,000 shares authorized; 8,466,953 shares issued and 7,263,508 shares outstanding as of May 31, 2021 and November 30, 2020	13,508,257	13,508,257
Additional paid-in capital	987,034	987,034
Treasury stock	(222,781)	(222,781)
Accumulated deficit	(11,424,743)	(11,699,496)
Total Stockholders' Equity	2,847,767	2,573,014
Total Liabilities and Stockholders' Equity	\$ 4,219,093	\$ 4,094,462

SEE ACCOMPANYING NOTES

BAB, Inc.
Consolidated Statements of Income
For the Three and Six Months Ended May 31, 2021 and May 31, 2020
(Unaudited)

	Three months ended May 31,		Six months ended May 31,	
	2021	2020	2021	2020
REVENUES				
Royalty fees from franchised stores	\$ 420,726	\$ 238,491	\$ 767,386	\$ 625,830
Franchise Fees	9,172	3,874	26,011	7,524
Licensing fees and other income	68,435	62,424	226,365	139,598
Marketing fund revenue	250,486	47,031	451,962	274,552
Total Revenues	748,819	351,820	1,471,724	1,047,504
OPERATING EXPENSES				
Selling, general and administrative expenses:				
Payroll and payroll-related expenses	230,725	219,112	440,495	449,517
Occupancy	34,644	34,674	69,350	68,352
Advertising and promotion	1,619	7,734	3,187	21,644
Professional service fees	22,353	30,412	80,390	79,529
Travel	365	1,510	1,392	9,509
Employee benefit expenses	31,896	37,006	69,894	74,196
Depreciation and amortization	1,119	774	2,333	1,514
Marketing fund expenses	250,486	47,031	451,962	274,552
Other	53,444	45,224	93,586	82,258
Total Operating Expenses	626,651	423,477	1,212,589	1,061,071
Income/(Loss)/ from operations	122,168	(71,657)	259,135	(13,567)
Interest income	111	97	234	201
Loan forgiveness	-	-	228,155	-
Income/(Loss) before provision for income taxes	122,279	(71,560)	487,524	(13,366)
Provision for income taxes				
Current tax expense	7,500	-	18,500	15,000
Deferred tax	28,000	-	49,000	-
Net Income/(Loss)	\$ 86,779	\$ (71,560)	\$ 420,024	\$ (28,366)
Net Income/(Loss) per share - Basic and Diluted	\$ 0.01	\$ (0.01)	\$ 0.06	\$ (0.00)
Weighted average shares outstanding - Basic and diluted	7,263,508	7,263,508	7,263,508	7,263,508
Cash distributions declared per share	\$ 0.01	\$ 0.01	\$ 0.02	\$ 0.04

SEE ACCOMPANYING NOTES

BAB, Inc.
Consolidated Statements of Cash Flows
For the Six Months Ended May 31, 2021 and May 31, 2020

(Unaudited)

	May 31, 2021	May 31, 2020
Operating activities		
Net Income/(Loss)	\$ 420,024	\$ (28,366)
Adjustments to reconcile net income to cash flows provided by operating activities:		
Depreciation and amortization	2,333	1,514
Deferred tax expense	49,000	-
Provision for uncollectible accounts, net of recoveries	(1,226)	(3,871)
Noncash lease expense	49,656	49,656
Loan forgiveness	(228,155)	-
Changes in:		
Trade accounts receivable and notes receivable	(1,019)	21,599
Marketing fund contributions receivable	(6,868)	17,219
Prepaid expenses and other	28,360	25,300
Accounts payable	(264)	2,453
Accrued liabilities	(5,916)	(96,004)
Unexpended marketing fund contributions	95,928	(149,272)
Deferred revenue	(11,921)	5,197
Operating lease liability	(56,291)	-
Net Cash Provided by/(Used in) Operating Activities	<u>333,641</u>	<u>(154,575)</u>
Investing activities		
Capitalization of trademark renewals	-	(2,590)
Net Cash Used In Investing Activities	<u>-</u>	<u>(2,590)</u>
Financing activities		
Loan proceeds	-	228,155
Cash distributions/dividends	(145,271)	(290,540)
Net Cash Used In Financing Activities	<u>(145,271)</u>	<u>(62,385)</u>
Net Increase/(Decrease) in Cash and Restricted Cash	188,370	(219,550)
Cash and Restricted Cash - Beginning of Period	1,632,923	1,495,669
Cash and Restricted Cash - End of Period	<u>\$ 1,821,293</u>	<u>\$ 1,276,119</u>
Supplemental disclosure of cash flow information:		
Interest paid	<u>\$ -</u>	<u>\$ -</u>
Income taxes paid	<u>\$ 1,700</u>	<u>\$ 35,262</u>

SEE ACCOMPANYING NOTES

BAB, Inc.
Notes to Unaudited Consolidated Financial Statements
For the Three Months and Six Ended May 31, 2021 and May 31, 2020
(Unaudited)

Note 1. Nature of Operations

BAB, Inc. (“the Company”) has three wholly owned subsidiaries: BAB Systems, Inc. (“Systems”), BAB Operations, Inc. (“Operations”) and BAB Investments, Inc. (“Investments”). Systems was incorporated on December 2, 1992, and was primarily established to franchise Big Apple Bagels® (“BAB”) specialty bagel retail stores. My Favorite Muffin (“MFM”) was acquired in 1997 and is included as a part of Systems. Brewster’s (“Brewster’s”) was established in 1996 and the coffee is sold in BAB and MFM locations. SweetDuet® (“SD”) frozen yogurt can be added as an additional brand in a BAB location. Operations was formed in 1995, primarily to operate Company-owned stores of which there are currently none. The assets of Jacobs Bros. Bagels (“Jacobs Bros.”) were acquired in 1999, and any branded wholesale business uses this trademark. Investments was incorporated in 2009 to be used for the purpose of acquisitions. To date there have been no acquisitions.

The Company was incorporated under the laws of the State of Delaware on July 12, 2000. The Company currently franchises and licenses bagel and muffin retail units under the BAB, MFM and SD trade names. At May 31, 2021, the Company had 70 franchise units and 3 licensed units in operation in 20 states. There are 2 units under development. The Company additionally derives income from the sale of its trademark bagels, muffins and coffee through nontraditional channels of distribution including under licensing agreements.

The BAB franchised brand consists of units operating as “Big Apple Bagels®,” featuring daily baked bagels, flavored cream cheeses, premium coffees, gourmet bagel sandwiches and other related products. BAB units are primarily concentrated in the Midwest and Western United States. The MFM brand consists of units operating as “My Favorite Muffin Gourmet Muffin Bakery™” (“MFM Bakery”), featuring a large variety of freshly baked muffins and coffees and units operating as “My Favorite Muffin Your All Day Bakery Café®” (“MFM Cafe”) featuring these products as well as a variety of specialty bagel sandwiches and related products. The SweetDuet® is a branded self-serve frozen yogurt that can be added as an additional brand in a BAB location. Although the Company doesn't actively market Brewster's stand-alone franchises, Brewster's coffee products are sold in most franchised units.

The Company is leveraging on the natural synergy of distributing muffin products in existing BAB units and, alternatively, bagel products and Brewster's Coffee in existing MFM units. The Company expects to continue to realize efficiencies in servicing the combined base of BAB and MFM franchisees.

The accompanying condensed consolidated financial statements are unaudited. These financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been omitted pursuant to such SEC rules and regulations; nevertheless, the Company believes that the disclosures are adequate to make the information presented not misleading. These financial statements and the notes hereto should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended November 30, 2020 which was filed February 26, 2021. In the opinion of the Company's management, the condensed consolidated financial statements for the unaudited interim period presented include all adjustments, including normal recurring adjustments, necessary to fairly present the results of such interim period and the financial position as of the end of said period. The results of operations for the interim period are not necessarily indicative of the results for the full year.

2. Summary of Significant Accounting Policies

Unaudited Consolidated Financial Statements

The accompanying unaudited Condensed Consolidated Financial Statements of BAB, Inc. have been prepared pursuant to generally accepted accounting principles in the United States of America ("U.S. GAAP") for interim financial information and the rules and regulations of the United States Securities and Exchange Commission (the "SEC") for Form 10-Q. The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of the financial statements and accompanying notes are in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reported periods. Actual results could differ from those estimates.

Accounts and Notes Receivable

Receivables are carried at original invoice amount less estimates for doubtful accounts. Management determines the allowance for doubtful accounts by reviewing and identifying troubled accounts and by using historical collection experience. A receivable is considered to be past due if any portion of the receivable balance is outstanding 90 days past the due date. Receivables are written off when deemed uncollectible. Recoveries of receivables previously written off are recorded as income when received. Certain receivables have been converted to unsecured interest-bearing notes.

Property, Plant and Equipment

Property, equipment and leasehold improvements are stated at cost less accumulated depreciation and amortization. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets. Estimated useful lives are 3 to 7 years for property and equipment and 10 years, or term of lease if less, for leasehold improvements. Maintenance and repairs are charged to expense as incurred. Expenditures that materially extend the useful lives of assets are capitalized.

Advertising and Promotion Costs

The Company expenses advertising and promotion costs as incurred. All advertising and promotion costs were related to the Company's franchise operations.

Leases

The company accounts for leases under ASC 842. Lease arrangements are determined at the inception of the contract. Operating leases are included in operating lease right-of-use ("ROU") assets, other current and long-term operating lease liabilities on the consolidated balance sheets. Finance leases are included in property and equipment, other current liabilities, and other long-term liabilities on the consolidated balance sheets.

Operating lease ROU assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. As most leases do not provide an implicit rate, we use an incremental borrowing rate based on the information available at commencement date in determining the present value of future payments. The operating lease ROU asset also includes any lease payments made and excludes lease incentives and initial direct costs incurred. The lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term.

2. Summary of Significant Accounting Policies (continued)

Recent Accounting Pronouncements

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. The standard's main goal is to improve financial reporting by requiring earlier recognition of credit losses on financing receivables and other financial assets in scope, including trade receivables. The amendments in this update broaden the information that an entity must consider in developing its expected credit loss estimate for assets measured either collectively or individually. The guidance in ASU 2016-13 is effective for public companies for fiscal years and for interim periods with those fiscal years beginning after December 15, 2023. The Company will adopt ASU 2019-13 for fiscal year ending November 30, 2024 and the adoption of this guidance is not expected to have any material impact on the Company's financial position, cash flows or results of operations.

In December 2019, the FASB issued ASU 2019-12, "*Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes*," which is intended to simplify various aspects related to accounting for income taxes. ASU 2019-12 removes certain exceptions to the general principles in Topic 740 and also clarifies and amends existing guidance to improve consistent application. The amendments in ASU 2019-12 are effective for public business entities for fiscal years beginning after December 15, 2020, including interim periods therein. Early adoption of the standard is permitted, including adoption in interim or annual periods for which financial statements have yet been issued. The Company will adopt ASU 2019-12 for fiscal year ending November 30, 2022 and the adoption of this guidance is not expected to have any material impact on the Company's financial position, cash flows or results of operations.

Management does not believe that there are any recently issued and effective or not yet effective accounting pronouncements as of May 31, 2021 that would have or are expected to have any significant effect on the Company's financial position, cash flows or income statement.

Statement of Cash Flows

The chart below shows the cash and restricted cash within the consolidated statements of cash flows as of May 31, 2021 and May 31, 2020 were as follows:

	<u>May 31, 2021</u>	<u>May 31, 2020</u>
Cash and cash equivalents	\$ 1,360,173	\$ 1,006,891
Restricted cash	461,120	269,228
Total cash and restricted cash	<u>\$ 1,821,293</u>	<u>\$ 1,276,119</u>

3. Revenue Recognition

Franchise and related revenue

The Company sells individual franchises. The franchise agreements typically require the franchisee to pay an initial, non-refundable fee prior to opening the respective location(s), and continuing royalty fees on a weekly basis based upon a percentage of franchisee net sales. The initial term of franchise agreements are typically 10 years. Subject to the Company's approval, a franchisee may generally renew the franchise agreement upon its expiration. If approved, a franchisee may transfer a franchise agreement to a new or existing franchisee, at which point a transfer fee is typically paid by the current owner which then terminates that franchise agreement. A franchise agreement is signed with the new franchisee with no franchise fee required. If a contract is terminated prior to its term, it is a breach of contract and a penalty is assessed based on a formula reviewed and approved by management. Revenue generated from a contract breach is termed settlement income by the Company and included in licensing fees and other income.

3. Revenue Recognition (continued)

Franchise and related revenue (continued)

Under the terms of our franchise agreements, the Company typically promises to provide franchise rights, pre-opening services such as blueprints, operational materials, planning and functional training courses, and ongoing services, such as management of the marketing fund. The Company considers certain pre-opening activities and the franchise rights and related ongoing services to represent two separate performance obligations. The franchise fee revenue has been allocated to the two separate performance obligations using a residual approach. The Company has estimated the value of performance obligations related to certain pre-opening activities deemed to be distinct based on cost plus an applicable margin, and assigned the remaining amount of the initial franchise fee to the franchise rights and ongoing services. Revenue allocated to preopening activities is recognized when (or as) these services are performed. Revenue allocated to franchise rights and ongoing services is deferred until the store opens, and recognized on a straight-line basis over the duration of the agreement, as this ensures that revenue recognition aligns with the customer's access to the franchise right.

Royalty fees from franchised stores represent a 5% fee on net retail and wholesale sales of franchised units. Royalty revenues are recognized on an accrual basis using actual franchise receipts. Generally, franchisees report and remit royalties on a weekly basis. The majority of month-end receipts are recorded on an accrual basis based on actual numbers from reports received from franchisees shortly after the month-end. Estimates are utilized in certain instances where actual numbers have not been received and such estimates are based on the average of the last 10 weeks' actual reported sales.

Royalty revenue is recognized during the respective franchise agreement based on the royalties earned each period as the underlying franchise store sales occur.

There are two items involving revenue recognition of contracts that require us to make subjective judgments: the determination of which performance obligations are distinct within the context of the overall contract and the estimated stand-alone selling price of each obligation. In instances where our contract includes significant customization or modification services, the customization and modification services are generally combined and recorded as one distinct performance obligation.

Gift Card Breakage Revenue

The Company sells gift cards to its customers in its retail stores and through its Corporate office. The Company's gift cards do not have an expiration date and are not redeemable for cash except where required by law. Revenue from gift cards is recognized upon redemption in exchange for product and reported within franchisee store revenue and the royalty and marketing fees are paid and shown in the Condensed Consolidated Statements of Income. Until redemption, outstanding customer balances are recorded as a liability. An obligation is recorded at the time of sale of the gift card and it is included in accrued expenses on the Company's Condensed Consolidated Balance Sheets.

The liability is reduced when the gift cards are redeemed by a franchise. Although there are no expiration dates for our gift cards, based on our analysis of historical gift card redemption patterns, we can reasonably estimate the amount of gift cards for which redemption is remote, which is referred to as "breakage." The Company recognizes gift card breakage proportional to actual gift card redemptions on a quarterly basis and the corresponding revenue is included in licensing fees and other revenue. Significant judgments and estimates are required in determining the breakage rate and will be reassessed each quarter.

3. Revenue Recognition (continued)

Nontraditional and rebate revenue

As part of the Company's franchise agreements, the franchisee purchases products and supplies from designated vendors. The Company may receive various fees and rebates from the vendors and distributors on product purchases by franchisees. In addition, the Company may collect various initial fees, and those fees are classified as deferred revenue in the balance sheet and straight lined over the life of the contract as deferred revenue in the balance sheet. The Company does not possess control of the products prior to their transfer to the franchisee and products are delivered to franchisees directly from the vendor or their distributors. The Company recognizes the rebates as franchisees purchase products and supplies from vendors or distributors and recognizes the initial fees over the contract life and the fees are reported as licensing fees and other income in the Condensed Consolidated Statements of Income.

Marketing Fund

Franchise agreements require the franchisee to pay continuing marketing fees on a weekly basis, based on a percentage of franchisee sales. Marketing fees are not paid on franchise wholesale sales. The balance sheet includes marketing fund cash, which is the restricted cash, accounts receivable and unexpended marketing fund contributions. Although the marketing fees are not separate performance obligations distinct from the underlying franchise right, the Company acts as the principal as it is primarily responsible for the fulfillment and control of the marketing services. As a result, the Company records marketing fees in revenues and related marketing fund expenditures in expenses in the Condensed Consolidated Statement of Income. The Company historically presented the net activities of the marketing fund within the balance sheet in the Condensed Consolidated Balance Sheet. While this reclassification impacts the gross amount of reported revenue and expenses the amounts will be offsetting, and there is no impact on net income.

Disaggregation of Revenue

The following table presents disaggregation of revenue from contracts with customers for the six months ended May 31, 2021 and May 31, 2020:

	For three months ended May 31, 2021	For three months ended May 31, 2020	For six months ended May 31, 2021	For six months ended May 31 2020
Revenue recognized at a point in time				
Sign Shop revenue	\$ 3,617	\$ 237	\$ 6,619	\$ 1,146
Settlement revenue	-	1,505	95,308	2,136
Total revenue at a point in time	3,617	1,742	101,927	3,282
Revenue recognized over time				
Royalty revenue	420,726	238,491	767,386	625,830
Franchise fees	9,172	3,874	26,011	7,524
License fees	1,375	8,250	8,125	17,291
Gift card revenue	1,396	1,378	2,956	3,828
Nontraditional revenue	62,047	51,054	113,357	115,197
Marketing fund revenue	250,486	47,031	451,962	274,552
Total revenue over time	745,202	350,078	1,369,797	1,044,222
Grand total	\$ 748,819	\$ 351,820	\$ 1,471,724	\$ 1,047,504

3. Revenue Recognition (continued)

Contract balances

The balance of contract liabilities includes franchise fees, license fees and vendor payments that have ongoing contract rights and the fees are being straight lined over the contract life. Contract liabilities also include marketing fund balances and gift card liability balances.

	May 31, 2021	November 30, 2020
Liabilities		
Contract liabilities - current	\$ 721,032	\$ 599,965
Contract liabilities - long-term	102,546	97,798
Total Contract Liabilities	\$ 823,578	\$ 697,763

	For the Six Months Ended May 31, 2021	Fiscal Year to Date November 30, 2020
Contract Liabilities at beginning of period	\$ 697,763	\$ 702,834
Revenue Recognized during period	(388,032)	(780,940)
Additions during period	513,847	775,869
Contracts at end of period	\$ 823,578	\$ 697,763

Transaction price allocated to remaining performance obligations (franchise agreements and license fee agreement) for the year ended November 30:

(a) 2021	\$ 33,183
2022	25,431
2023	16,873
2024	15,206
2025	15,039
Thereafter	45,172
Total	\$ 150,904

(a) represents the estimate for the remainder of 2021

The Company has elected to apply certain practical expedients as defined in ASC 606-10-50-14 through 606-10-50-14A, including (i) performance obligations that are a part of a contract that has an original expected duration of one year or less; (ii) the right to invoice practical expedient; and (iii) variable consideration related to unsatisfied performance obligations that is allocated entirely to a wholly unsatisfied promise to transfer a distinct service that forms part of a single performance obligation, and the terms of that variable consideration relate specifically to our efforts to transfer the distinct service, or to a specific outcome from transferring the distinct service. As such, sales-based royalty and marketing income, as well as gift card breakage revenue, is not included in the above transaction price chart.

4. Units Open and Under Development

Units which are open or under development at May 31, 2021 are as follows:

	May 31, 2021	May 31, 2020
Stores open:		
Franchisee-owned stores	70	72
Licensed Units	3	7
	<u>73</u>	<u>79</u>
Unopened stores with Franchise Agreements	<u>2</u>	<u>2</u>
Total operating units and units with Franchise Agreements	<u>75</u>	<u>81</u>

5. Earnings per Share

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

	For the three months ended:		For the six months ended:	
	May 31, 2021	May 31, 2020	May 31, 2021	May 31, 2020
Numerator:				
Net (loss)/income available to common shareholders	\$ 86,779	\$ (71,560)	\$ 420,024	\$ (28,366)
Denominator:				
Weighted average outstanding shares				
Basic and diluted common stock	7,263,508	7,263,508	7,263,508	7,263,508
(Loss)/Earnings per Share - Basic	<u>\$ 0.01</u>	<u>\$ (0.01)</u>	<u>\$ 0.06</u>	<u>\$ (0.00)</u>

6. Goodwill and Other Intangible Assets

Accounting Standard Codification (“ASC”) 350 “Goodwill and Other Intangible Assets” requires that assets with indefinite lives no longer be amortized, but instead be subject to annual impairment tests.

Following the guidelines contained in ASC 350, the Company tests goodwill and intangible assets that are not subject to amortization for impairment annually or more frequently if events or circumstances indicate that impairment is possible. The Company has elected to conduct its annual test during the first quarter. During the quarters ended February 28, 2021 and February 29, 2020, management qualitatively assessed goodwill to determine whether testing was necessary. Factors that management considers in this assessment include macroeconomic conditions, industry and market considerations, overall financial performance (both current and projected), changes in management and strategy, and changes in the composition and carrying amounts of net assets. If this qualitative assessment indicates that it is more likely than not that the fair value of a reporting unit is less than its carrying value, a quantitative assessment is then performed.

Although the COVID-19 pandemic has caused significant disruption to our industry, the Company has been able to recover much quicker than expected and 2020 royalty revenues were 83.7% of fiscal 2019 royalty revenues. We find the same trend in 2021 with royalty revenue down 3.2% compared to 2019 royalty revenue. Management reviewed and updated the qualitative assessment for the second quarter 2021 and does not believe that any impairment exists at May 31, 2021.

6. Goodwill and Other Intangible Assets (continued)

After reviewing the changes to the Company's operations and overall business environment during the first quarter 2021, management believes that the decrease in sales is temporary and has determined that the carrying value of goodwill was not impaired at May 31, 2021, and was not considered necessary. In addition, the overall fair market value of the Company exceeds the book value of intangibles and goodwill as of May 31, 2021.

7. Lease Commitments

The Company rents its office under an operating lease which requires it to pay base rent, real estate taxes, insurance and general repairs and maintenance. A lease was signed in June of 2018, effective October 1, 2018, expiring on March 31, 2024 with an option to renew for a 5-year period. A six-month rent abatement and tenant allowance was provided in the lease, with any unused portion to be applied to base rent. The unused portion was determined to be \$21,300. The renewal option has not been included in the measurement of the lease liability.

Monthly rent expense is recognized on a straight-line basis over the term of the lease. At May 31, 2021 the remaining lease term was 34 months. The operating lease is included in the balance sheet at the present value of the lease payments at a 5.25% discount rate. The discount rate was considered to be an estimate of the Company's incremental borrowing rate.

Gross future minimum annual rental commitments as of May 31, 2021 are as follows:

	Undiscounted Rent Payments
Year Ending November 30:	
2021	\$ 56,733
2022	115,673
2023	118,322
2024	40,177
Total Undiscounted Rent Payments	330,905
Present Value Discount	(20,456)
Present Value	\$ 310,449
Short-term lease liability	\$ 102,740
Long-term lease liability	207,709
Total Operating Lease Liability	\$ 310,449

8. Payroll Protection Program Loan

On May 1, 2020, BAB Systems, Inc. received loan proceeds of \$228,155 from Lake Forest Bank and Trust Company, N.A., pursuant to the Paycheck Protection Program (the "PPP") under Division A, Title 1 of the CARES Act, which was enacted March 27, 2020.

On December 9, 2020 the PPP loan in the amount of \$228,155 and related accrued interest was forgiven by the Small Business Administration ("SBA"). The amount forgiven is recognized as loan forgiveness income during the first quarter, ended February 28, 2021.

9. Income Taxes

On December 9, 2020 the Payroll Protection Program loan was forgiven by the Small Business Administration (“SBA”). Among other provisions, the CARES Act eliminated federal tax on the forgiveness of the SBA loan. States were allowed to determine whether they would follow the federal government forgiveness. Illinois has adopted the federal government forgiveness program.

In fiscal 2021, the Company’s income included the \$228,000 of forgiveness, but it is excluded from federal and state tax calculations as a permanent difference, thereby reducing the federal and state effective rate from the customary effective tax rate used to compute income tax expense at the federal rate of 21% and a state rate of 7.11%, which is net of the federal tax effect.

10. Stockholder’s Equity

On June 3, 2021 the Board of Directors declared a \$0.01 cash distribution/dividend per share to stockholders of record as of June 21, 2021, paid July 12, 2021. On March 17, 2021 the Board of Directors declared a \$0.01 cash distribution/dividend per share to stockholders of record as of April 1, 2021, paid April 22, 2021. On January 27, 2021 the Board of Directors declared a \$0.01 quarterly cash distribution/dividend per share to stockholders of record as of February 10, 2021 and paid February 24, 2021.

On December 5, 2019, a \$0.01 quarterly and a \$0.02 special cash distribution/dividend per share was declared and paid on January 8, 2020. On March 4, 2020, a \$0.01 quarterly cash distribution/dividend per share was declared to stockholders of record as of March 23, 2020 and paid April 08, 2020.

On May 6, 2013, the Board of Directors (“Board”) of BAB, Inc. authorized and declared a dividend distribution of one right for each outstanding share of the common stock of BAB, Inc. to stockholders of record at the close of business on May 13, 2013. Each right entitles the registered holder to purchase from the Company one one-thousandth of a share of the Series A Participating Preferred Stock of the Company at an exercise price of \$0.90 per one-thousandth of a Preferred Share, subject to adjustment. The complete terms of the Rights are set forth in a Preferred Shares Rights Agreement, dated May 6, 2013, between the Company and IST Shareholder Services, as rights agent.

The Board adopted the Rights Agreement to protect stockholders from coercive or otherwise unfair takeover tactics. In general terms, it works by imposing a significant penalty upon any person or group that acquires 15% (or 20% in the case of certain institutional investors who report their holdings on Schedule 13G) or more of the Common Shares without the approval of the Board. As a result, the overall effect of the Rights Agreement and the issuance of the Rights may be to render more difficult a merger, tender or exchange offer or other business combination involving the Company that is not approved by the Board. However, neither the Rights Agreement nor the Rights should interfere with any merger, tender or exchange offer or other business combination approved by the Board.

Full details about the Rights Plan are contained in a Form 8-K filed by the Company with the U.S. Securities and Exchange Commission on May 7, 2013.

On June 18, 2014 an amendment to the Preferred Shares Rights Agreement was filed appointing American Stock Transfer & Trust Company, LLC as successor to Illinois Stock Transfer Company. All original rights and provisions remain unchanged. On August 18, 2015 an amendment was filed to the Preferred Shares Rights Agreement changing the final expiration date to mean the fifth anniversary of the date of the original agreement. All other original rights and provisions remain the same. On May 22, 2017 an amendment was filed extending the final expiration date to mean the seventh anniversary date of the original agreement. All other original rights and provisions remain the same. On February 22, 2019 an amendment was filed extending the final expiration date to mean the ninth anniversary date of the original agreement. All other original rights and provisions remain the same. On March 4, 2021 an amendment was filed extending the final expiration date to mean the eleventh anniversary date of the original agreement. All other original rights and provisions remain the same.

11. Uncertainties and COVID-19

The COVID-19 outbreak in the United States during 2020 resulted in reduced customer traffic for our franchisees, resulting in reduced royalty revenue and ultimately reduced nontraditional revenues with a significant impact in April and May 2020. Through the year end 2020 and the end of our first six months, May 31, 2021, franchise sales have continued to increase as in store dining opened and franchisees continued to utilize more on-line and delivery tools.

While the Coronavirus pandemic has created challenges for restaurants around the country, our franchisees have done what we believe is an excellent job adapting to the changing regulations and government mandates through the last 18 months. In 2021 states have begun to open up and ease restrictions with varying degrees by state. In the first six months of 2021 royalty revenues increased 22.6% compared to 2020. We are continuing to evaluate the effects of the Coronavirus pandemic outbreak on our operations.

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

Certain statements contained in Management's Discussion and Analysis of Financial Condition and Results of Operations, including statements regarding the development of the Company's business, the markets for the Company's products, anticipated capital expenditures, and the effects of completed and proposed acquisitions, and other statements contained herein regarding matters that are not historical facts, are forward-looking statements as is within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Because such statements include risks and uncertainties, actual results could differ materially from those expressed or implied by such forward-looking statements as set forth in this report, the Company's Annual Report on Form 10-K and other reports that the Company files with the Securities and Exchange Commission. Certain risks and uncertainties are wholly or partially outside the control of the Company and its management, including its ability to attract new franchisees; the continued success of current franchisees; the effects of competition on franchisees and consumer acceptance of the Company's products in new and existing markets; fluctuation in development and operating costs; brand awareness; availability and terms of capital; adverse publicity; acceptance of new product offerings; availability of locations and terms of sites for store development; food, labor and employee benefit costs; changes in government regulation (including increases in the minimum wage); regional economic and weather conditions; the hiring, training, and retention of skilled corporate and restaurant management; and the integration and assimilation of acquired concepts. Accordingly, readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis only as of the date hereof. The Company undertakes no obligation to publicly release the results of any revision to these forward-looking statements which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

General

There are 70 franchised and 3 licensed units at May 31, 2021 compared to 72 franchised and 7 licensed units at May 31, 2020. System-wide revenues for the three months ended May 31, 2021 were \$15.6 million and May 31, 2020 was \$12.7 million.

The Company's revenues are derived primarily from the ongoing royalties paid to the Company by its franchisees and receipt of initial franchise fees. Additionally, the Company derives revenue from the sale of licensed products (My Favorite Muffin mix, Big Apple Bagels cream cheese and Brewster's coffee), and through nontraditional channels of distribution.

Royalty fees represent a 5% fee on net retail and wholesale sales of franchised units. Royalty revenues are recognized on an accrual basis using actual franchise receipts. Generally, franchisees report and remit royalties on a weekly basis. The majority of month-end receipts are recorded on an accrual basis based on actual numbers from reports received from franchisees shortly after the month-end. Estimates are utilized in certain instances where actual numbers have not been received and such estimates are based on the average of the last 10 weeks' actual reported sales.

There are two items involving revenue recognition of contracts that require us to make subjective judgments: the determination of which performance obligations are distinct within the context of the overall contract and the estimated stand-alone selling price of each obligation. In instances where our contract includes significant customization or modification services, the customization and modification services are generally combined and recorded as one distinct performance obligation.

The Company earns licensing fees from the sale of BAB branded products, which includes coffee, cream cheese, muffin mix and frozen bagels from a third-party commercial bakery, to the franchised and licensed units.

As of May 31, 2021, the Company employed 12 full-time employees at the Corporate office. The employees are responsible for corporate management and oversight, accounting, advertising and franchising. None of the Company's employees are subject to any collective bargaining agreements and management considers its relations with its employees to be good.

Results of Operations

Three Months Ended May 31, 2021 versus Three Months Ended May 31, 2020

For the three months ended May 31, 2021 and May 31, 2020, the Company reported net income of \$87,000 and a net loss of \$72,000, respectively. Total revenue of \$749,000 increased \$397,000, or 112.8%, for the three months ended May 31, 2021, as compared to total revenue of \$352,000 for the three months ended May 31, 2020.

Royalty fee revenue of \$421,000, for the quarter ended May 31, 2021, increased \$182,000, or 76.2%, from the \$239,000 for quarter ended May 31, 2020. In mid to late March of 2020 because of COVID-19 most restaurants closed temporarily with many state-imposed restrictions during the months to follow in 2020 and early 2021. The primary reason royalty revenue increased in 2021 was because stores had begun to reopen from the prior year. During the Pandemic, they had developed and incorporated on-line order, delivery and curbside pickup systems, which continued to support sales into 2021. These systems were not yet fully utilized during the second quarter of 2020.

Franchise fee revenues of \$9,000, for the quarter ended May 31, 2021, increased \$5,000, or 125.0%, from the \$4,000 for the quarter ended May 31, 2020. In 2021 there was one transfer for \$5,000 in franchise fee revenue versus no transfers in same period 2020.

Licensing fee and other income of \$68,000, for the quarter ended May 31, 2021, increased \$6,000 or 9.7% from \$62,000 for same quarter 2020. There was an \$11,000 increase in nontraditional and a \$3,000 increase in Sign Shop revenue, offset by a decrease of \$8,000 in license fees and settlement revenue in 2021 versus 2020.

Marketing Fund revenues of \$251,000, for the quarter ended May 31, 2021, increased \$204,000, or 434.0%. The primary reason Marketing Fund revenue increased in 2021 is fees were assessed as usual in 2021, versus fees were waived to assist franchisees during COVID-19 from mid-March through the end of May 2020.

Total operating expenses of \$627,000, for the quarter ended May 31, 2021, increased \$204,000, or 48.0% from \$423,000 for the quarter ended May 31, 2020. The increase was primarily related to an increase in Marketing Fund expenses of \$204,000, payroll expenses increased \$12,000 because salary cuts and furloughs occurred in April 2020 and salaries were at pre-COVID amounts in 2021, business insurance increased \$3,000, Sign Shop cost of goods increased \$3,000 and other general expenses of \$7,000 increased in 2021 compared to 2020. These increases were offset by a decrease in professional fees of \$12,000, a decrease in advertising of \$6,000, employee benefits of \$5,000 and travel of \$2,000 in 2021 compared to 2020.

For the three months ended May 31, 2021 the provision for income tax was \$35,000, compared to no income tax provision for the three months ending May 31, 2020. In 2021 the deferred tax liability increased, due to the utilization and expiration of Federal NOL's, increasing the tax provision in the second quarter 2021.

Earnings per share, as reported for basic and diluted outstanding shares for the quarters ended May 31, 2021 and May 31, 2020 was \$0.01 and negative \$0.01 respectively.

Six Months Ended May 31, 2021 versus Six Months Ended May 31, 2020

For the six months ended May 31, 2021 and May 31, 2020, the Company reported net income of \$420,000 and a net loss of \$28,000, respectively. Total revenue of \$1,472,000 increased \$424,000, or 40.5%, for the six months ended May 31, 2021, as compared to total revenue of \$1,048,000 for the six months ended May 31, 2020.

Royalty fee revenue of \$767,000, for the six months ended May 31, 2021, increased \$141,000, or 22.5%, from the \$626,000 for six months ended May 31, 2020. The primary reason royalty revenue increased in 2021 was the effects of restaurants being closed and restricted services in mid-March through May 2020 due to COVID-19.

Franchise fee revenues of \$26,000, for the six months ended May 31, 2021, increased \$18,000, or 225.0%, from the \$8,000 for the six months ended May 31, 2020. In 2021 a store closed that had not been fully amortized, resulting in \$12,000 of franchise fees recognized. In 2021, there was one transfer for \$5,000 compared to none in 2020 and \$5,000 for 2021 and \$4,000 for 2020 of franchise fee amortization.

Licensing fee and other income of \$226,000, for the six months ended May 31, 2021, increased \$86,000 or 61.4% from \$140,000 for same period 2020. There was a \$93,000 increase in settlement income and a \$5,000 increase in Sign Shop revenue, offset by a \$9,000 decrease in license fee and a \$3,000 decrease in nontraditional revenue in 2021 compared to 2020.

Marketing Fund revenues of \$452,000, for the six months ended May 31, 2021, increased \$178,000, or 65.0% from \$274,000. The primary reason Marketing Fund revenue increased was the six months of 2021 marketing fees were collected at their normal rate, while in 2020 marketing fees were waived to assist franchisees during COVID-19 from mid-March through the end of May 2020.

Total operating expenses of \$1,213,000, for the six months ended May 31, 2021, increased \$152,000, or 14.3% from \$1,061,000 for the same period 2020. The increase was primarily related to an increase in Marketing Fund expenses of \$178,000, a \$6,000 increase in business insurance, a \$6,000 increase in annual meeting expense and a \$5,000 increase in Sign Shop cost of goods sold in 2021 compared to 2020. The increases were offset by decreases to payroll of \$10,000 and a \$5,000 decrease in employee benefits due to an employee retiring, a \$19,000 decrease in advertising expense and a \$9,000 decrease in travel expense, as a result of decreased travel during the Pandemic.

On May 1, 2020 the Company received loan proceeds of \$228,000 through the CARES Act offered by the Treasury Department and Small Business Administration. On December 9, 2020 the Company was notified that the loan was forgiven in full, including any accrued interest. The cash received was used to pay employees, employee benefits, rent and utilities. On December 9, 2020, the SBA forgave the debt from the Payroll Protection Program loan and it is included in other income in 2021.

For the six months ended May 31, 2021 the provision for income tax was \$67,000 compared to a \$15,000 income tax provision for the six months ending May 31, 2020. The federal and state effective tax rate used to compute income tax expense is a federal rate of 21% and a state rate of 7.11%, which is net of the federal tax effect.

On December 9, 2020 the Payroll Protection Program loan was forgiven by the Small Business Administration (“SBA”). Among other provisions, the CARES Act eliminated federal tax on the forgiveness of the SBA loan. States were allowed to determine whether they would follow the federal government forgiveness. Illinois has adopted the federal government forgiveness program.

In fiscal 2021, the Company’s income included the \$228,000 of forgiveness, but it is excluded from federal and state tax calculations as a permanent difference, thereby reducing the federal and state effective rate from the customary effective tax rate used to compute income tax expense at the federal rate of 21% and a state rate of 7.11%, which is net of the federal tax effect.

Earnings per share, as reported for basic and diluted outstanding shares for the six months ended May 31, 2021 and May 31, 2020 was \$0.06 and \$0.00 respectively.

Liquidity and Capital Resources

At May 31, 2021, the Company had working capital of \$1,050,000 and unrestricted cash of \$1,360,000. At May 31, 2020 the Company had working capital of \$733,000 and unrestricted cash of \$1,007,000.

During the six months ended May 31, 2021, the Company had net income of \$420,000 and operating activities provided cash of \$334,000. The principal adjustments to reconcile the net income to cash provided by operating activities for the six months ending May 31, 2021 was depreciation and amortization of \$2,000, deferred tax expense of \$49,000 and noncash lease expense of \$50,000, less PPP loan forgiveness of \$228,000 and the recovery of uncollectible accounts of \$1,000. In addition, changes in operating assets and liabilities increased cash by \$42,000. During the six months ended May 31, 2020, the Company had a net loss of \$28,000 and operating activities used cash of \$155,000. The principal adjustments to reconcile net income to cash provided in operating activities for the six months ending May 31, 2020 was noncash lease expense of \$50,000, depreciation and amortization of \$2,000, less provision for uncollectible accounts of \$4,000. In addition, changes in operating assets and liabilities decreased cash by \$174,000.

The Company had no investing activities during the quarter ended May 31, 2021 and \$3,000 of trademark capitalization for the same period 2020.

Cash distributions/dividends used \$145,000 in financing activities in 2021 versus \$291,000 of cash distributions/dividends for the same period 2020. On May 1, 2020 the Company received loan proceeds of \$228,000 through the CARES act offered by the Treasury Department and Small Business Administration. The loan was forgiven in the first quarter of 2021. See Note 8 for additional information.

Cash Distribution and Dividend Policy

The Company will continue to monitor the impact of the Coronavirus Pandemic on its operations when determining the future cash distribution/dividend payments. Cash distributions/dividend payments will be considered after reviewing profitability expectations and financing needs and will be declared at the discretion of the Board of Directors. The Company will continue to analyze its ability to pay cash distributions/dividends on a quarterly basis. For fiscal 2021 \$0.01 cash distribution have been declared for the first and second quarters.

Determination of whether distributions are considered a cash distribution, cash dividend or combination of the two will not be made until after December 31, 2021, as the classification or combination is dependent upon the Company’s earnings and profits for tax purposes for its fiscal year ending November 30, 2021.

Recent Accounting Pronouncements

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. The standard's main goal is to improve financial reporting by requiring earlier recognition of credit losses on financing receivables and other financial assets in scope, including trade receivables. The amendments in this update broaden the information that an entity must consider in developing its expected credit loss estimate for assets measured either collectively or individually. The guidance in ASU 2016-13 is effective for public companies for fiscal years and for interim periods with those fiscal years beginning after December 15, 2020. The Company will adopt ASU 2019-13 for fiscal year ending November 30, 2022 and the adoption of this guidance is not expected to have any material impact on the Company's financial position, cash flows or results of operations.

In December 2019, the FASB issued ASU 2019-12, *Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes*, which is intended to simplify various aspects related to accounting for income taxes. ASU 2019-12 removes certain exceptions to the general principles in Topic 740 and also clarifies and amends existing guidance to improve consistent application. The amendments in ASU 2019-12 are effective for public business entities for fiscal years beginning after December 15, 2023, including interim periods therein. Early adoption of the standard is permitted, including adoption in interim or annual periods for which financial statements have yet been issued. The Company will adopt ASU 2019-12 for fiscal year ending November 30, 2024 and the adoption of this guidance is not expected to have any material impact on the Company's financial position, cash flows or results of operations.

Management does not believe that there are any recently issued and effective or not yet effective accounting pronouncements as of May 31, 2021 that would have or are expected to have any significant effect on the Company's financial position, cash flows or income statement.

Critical Accounting Policies

The Company has identified other significant accounting policies that, as a result of the judgments, uncertainties, uniqueness and complexities of the underlying accounting standards and operations involved could result in material changes to its financial condition or results of operations under different conditions or using different assumptions. The Company's most critical accounting policies are related to revenue recognition, valuation of long-lived and intangible assets, deferred tax assets and the related valuation allowance. Details regarding the Company's use of these policies and the related estimates are described in the Company's Annual Report on Form 10-K for the fiscal year ended November 30, 2020, filed with the Securities and Exchange Commission on February 26, 2021.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

BAB, Inc. has no interest, currency or derivative market risk.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of both our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), as of the end of the period covered by this report. Based on such evaluation, both our Chief Executive Officer and Chief Financial Officer have concluded that, as of May 31, 2021 our disclosure controls and procedures are effective (i) to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) to ensure that information required to be disclosed by us in the reports that we submit under the Exchange Act is accumulated and communicated to our management, including our executive and financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15(d)-15(f) under the Exchange Act) during the six months of fiscal year 2021 to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Compliance with Section 404 of Sarbanes-Oxley Act

The Company is in compliance with Section 404 of the Sarbanes-Oxley Act of 2002 (the "Act").

PART II

ITEM 1. LEGAL PROCEEDINGS

We may be subject to various legal proceedings and claims, either asserted or unasserted, which arise in the ordinary course of business. While the outcome of such proceedings or claims cannot be predicted with certainty, management does not believe that the outcome of any of such proceedings or claims will have a material effect on our financial position. We know of no pending or threatened proceeding or claim to which we are or will be a party.

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable

ITEM 5. OTHER INFORMATION

Amendment No. 5 to the Company's Preferred Shares Rights Agreement dated May 6, 2013 was filed on March 8, 2021. The amendment revises the definition of "Final Expiration Date" to mean the eleventh anniversary of the date of the Preferred Shares Rights Agreement.

(a) EXHIBITS

The following exhibits are filed herewith.

INDEX NUMBER	DESCRIPTION
3.1	Articles of Incorporation (See Form 10-KSB for year ended November 30, 2006 filed February 28, 2007)
3.2	Bylaws of the Company (See Form 10-KSB for year ended November 30, 2006 filed February 28, 2007)
4.1	Preferred Shares Rights Agreement (See Form 8-K filed May 7, 2013)
4.2	Preferred Shares Rights Agreement Amendment No. 1 (See Form 8-K filed June 18, 2014)
4.3	Preferred Shares Rights Agreement Amendment No. 2 (See Form 8-K filed August 18, 2015)
4.4	Preferred Shares Rights Agreement Amendment No. 3 (See Form 8-K filed May 22, 2017)
4.5	Preferred Shares Rights Agreement Amendment No. 4 (See Form 8-K filed February 22, 2019)
4.6	Preferred Shares Rights Agreement Amendment No. 5 (See Form 8-K filed March 8, 2021)
21.1	List of Subsidiaries of the Company
31.1 , 31.2	Section 302 of the Sarbanes-Oxley Act of 2002
32.1 , 32.2	Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation
101.DEF	XBRL Taxonomy Extension Definition
101.LAB	XBRL Taxonomy Extension Labels
101.PRE	XBRL Taxonomy Extension Presentation

SIGNATURE

In accordance with the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BAB, Inc.

Dated: July 14, 2021

/s/ Geraldine Conn
Geraldine Conn
Chief Financial Officer

Exhibit 21.1

BAB Systems, Inc., an Illinois corporation

BAB Operations, Inc., an Illinois corporation

BAB Investments, Inc., an Illinois corporation

Exhibit 31.1

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13A-14 (a) OR RULE 15d-14 (a) OF THE SECURITIES EXCHANGE ACT OF 1934.

I, Michael W. Evans, certify that:

- (1) I have reviewed this quarterly report on Form 10-Q of BAB, Inc.
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a -15(e) and 15d -15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a - 15(f) and 15d -15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 14, 2021

by /s/ Michael W. Evans

Michael W. Evans, Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13A-14 (a) OR RULE 15d-14 (a) OF THE SECURITIES EXCHANGE ACT OF 1934.

I, Geraldine Conn, certify that:

- (1) I have reviewed this quarterly report on Form 10-Q of BAB, Inc.
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a -15(e) and 15d -15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d -15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 14, 2021

By: /s/ Geraldine Conn

Geraldine Conn, Chief Financial Officer

Exhibit 32.1

BAB, Inc.
CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the BAB, Inc. (the "Company") Quarterly Report on Form 10-Q for the period ended May 31, 2021, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael W. Evans, Chief Executive Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities and Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition, results of operations, and cash flows of the Company.

Date: July 14, 2021

By: /s/ Michael W. Evans

Michael W. Evans, Chief Executive Officer

Exhibit 32.2

BAB, Inc.
CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the BAB, Inc. (the "Company") Quarterly Report on Form 10-Q for the period ended May 31, 2021, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Geraldine Conn, Chief Financial Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities and Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition, results of operations, and cash flows of the Company.

Date: July 14, 2021

By: /s/ Geraldine Conn

Geraldine Conn, Chief Financial Officer