

GENERAL EMPLOYMENT ENTERPRISES INC  
Form 10-Q  
May 15, 2013

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2013

OR

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

Commission File Number 1-05707  
GENERAL EMPLOYMENT ENTERPRISES, INC

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(Exact name of registrant as specified in its charter)

Illinois  
(State or other jurisdiction of incorporation  
or organization)

36-6097429  
(I.R.S. Employer Identification Number)

One Tower Lane, Suite 2200, Oakbrook Terrace, Illinois 60181  
(Address of principal executive offices)

(630) 954-0400  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

Large accelerated  
filer  Accelerated filer

Non-accelerated filer

Smaller reporting  
company

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

The number of shares outstanding of the registrant's common stock as of May 12, 2013 was 21,699,675.

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Form 10-Q  
For the Quarter Ended March 31, 2013  
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CAUTIONARY STATEMENT REGARDING FORWARD LOOKING STATEMENTS

As a matter of policy, the Company does not provide forecasts of future financial performance. The statements made in this Form 10-Q Quarterly Report which are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements often contain or are prefaced by words such as “believe”, “will” and “expect.” These statements are based on current expectations, estimates and projections about our business based, in part, on assumptions made by management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. As a result of a number of factors, our actual results could differ materially from those set forth in the forward-looking statements. Certain factors that might cause the Company’s actual results to differ materially from those in the forward-looking statements include, without limitation, general business conditions, the demand for the Company’s services, competitive market pressures, the ability of the Company to attract and retain qualified personnel for regular full-time placement and contract assignments, the possibility of incurring liability for the Company’s business activities, including the activities of its contract employees and events affecting its contract employees on client premises, and the ability to attract and retain qualified corporate and branch management, as well as those risks discussed in the Company’s annual report on Form 10-K for the year ended September 30, 2012, and in other documents which we file with the Securities and Exchange Commission. Any forward-looking statements speak only as of the date on which they are made, and the Company is under no obligation to (and expressly disclaims any such obligation to) and does not intend to update or alter its forward-looking statements whether as a result of new information, future events or otherwise.

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## PART I – FINANCIAL INFORMATION

## Item 1. Financial Statements.

GENERAL EMPLOYMENT ENTERPRISES, INC.  
 CONDENSED CONSOLIDATED BALANCE SHEETS (unaudited)  
 (In Thousands)

|   | March 31,<br>2013 | September<br>30,<br>2012 |
|---|-------------------|--------------------------|
| <b>ASSETS</b>   |                   |                          |
| <b>CURRENT ASSETS:</b>  |                   |                          |
| Cash and cash equivalents   | \$37              | \$364                    |
| Accounts receivable, less allowances (March - \$242; September - \$259)   | 6,969             | 6,761                    |
| Other   | 540               | 246                      |
| Total current assets  | 7,546             | 7,371                    |
| Property and equipment, net   | 515               | 518                      |
| Goodwill  | 1,106             | 1,106                    |
| Intangible assets, net  | 2,044             | 2,204                    |
| <b>TOTAL ASSETS</b>   | <b>\$11,211</b>   | <b>\$11,199</b>          |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>   |                   |                          |
| <b>CURRENT LIABILITIES:</b>   |                   |                          |
| Short-term debt   | \$2,592           | \$2,404                  |
| Accounts payable  | 213               | 173                      |
| Accrued compensation  | 3,411             | 3,068                    |
| Other current liabilities   | 1,308             | 1,196                    |
| Total current liabilities   | 7,524             | 6,841                    |
| Long-term liabilities   | 213               | 253                      |
| Commitments and contingencies   |                   |                          |
| <b>SHAREHOLDERS' EQUITY</b>   |                   |                          |
| Preferred stock; no par value; authorized - 100 shares; issued and outstanding - none   | -                 | -                        |
| Common stock, no-par value; authorized - 50,000 shares; issued and outstanding - 21,699 shares at March 31, 2013 and September 30, 2012 | 10,463            | 10,453                   |
| Accumulated deficit   | (6,989 )          | (6,348 )                 |
| Total shareholders' equity  | 3,474             | 4,105                    |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>   | <b>\$11,211</b>   | <b>\$11,199</b>          |

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

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GENERAL EMPLOYMENT  
ENTERPRISES, INC.  
CONDENSED CONSOLIDATED  
STATEMENTS OF OPERATIONS  
(unaudited)  
(In Thousands, Except Per Share Data)

|   | Three Months Ended March 31, |            | Six Months Ended March 31, |            |
|---|------------------------------|------------|----------------------------|------------|
|   | 2013                         | 2012       | 2013                       | 2012       |
| NET REVENUES:   |                              |            |                            |            |
| Contract staffing services                            | \$ 11,493                    | \$ 11,064  | \$ 23,980                  | \$ 21,971  |
| Direct hire placement services                        | 2,058                        | 1,638      | 4,214                      | 3,511      |
| NET REVENUES  | 13,551                       | 12,702     | 28,194                     | 25,482     |
| Cost of contract services                             | 9,952                        | 9,438      | 20,389                     | 18,760     |
| Selling, general and administrative expenses          | 4,291                        | 3,624      | 8,161                      | 6,907      |
| Amortization of intangible assets                     | 80                           | 100        | 160                        | 200        |
| LOSS FROM OPERATIONS                                  | (772 )                       | (460 )     | (516 )                     | (385 )     |
| Interest expense                                      | 46                           | 55         | 117                        | 107        |
| LOSS BEFORE PROVISION FOR INCOME TAX                  | (818 )                       | (515 )     | (633 )                     | (492 )     |
| Provision for income tax                              | (8 )                         | -          | (8 )                       | -          |
| NET LOSS  | \$ (826 )                    | \$ (515 )  | \$ (641 )                  | \$ (492 )  |
| NET LOSS PER SHARE - BASIC AND DILUTED                | \$ (0.04 )                   | \$ (0.02 ) | \$ (0.03 )                 | \$ (0.02 ) |
| WEIGHTED AVERAGE NUMBER OF SHARES - BASIC AND DILUTED | 21,699                       | 21,699     | 21,699                     | 21,699     |

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

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GENERAL EMPLOYMENT ENTERPRISES, INC.  
 CONDENSED CONSOLIDATED STATEMENTS OF  
 SHAREHOLDERS' EQUITY (unaudited)  
 (In Thousands)

|                             | Common Stock<br>Shares | Common Stock<br>Amount | Accumulated<br>Deficit | Total<br>Shareholders'<br>Equity |
|-----------------------------|------------------------|------------------------|------------------------|----------------------------------|
| Balance, September 30, 2011 | 21,699                 | \$ 10,031              | \$ (5,337 )            | \$ 4,694                         |
| Stock compensation expense  | -                      | 422                    | -                      | 422                              |
| Net loss                    | -                      | -                      | (1,011 )               | (1,011 )                         |
| Balance, September 30, 2012 | 21,699                 | \$ 10,453              | \$ (6,348 )            | \$ 4,105                         |
| Stock compensation expense  | -                      | 10                     | -                      | 10                               |
| Net loss                    | -                      | -                      | (641 )                 | (641 )                           |
| Balance, March 31, 2013     | 21,699                 | \$ 10,463              | \$ (6,989 )            | \$ 3,474                         |

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

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GENERAL EMPLOYMENT ENTERPRISES, INC.  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)  
 (In Thousands)

|   | Six Months Ended March<br>31, |          |
|---|-------------------------------|----------|
|   | 2013                          | 2012     |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                |                               |          |
| Net loss  | \$(641 )                      | \$(492 ) |
| Adjustments to reconcile net loss to net cash used in operating activities: |                               |          |
| Depreciation and amortization   | 243                           | 275      |
| Stock compensation expense  | 10                            | 46       |
| Provision for doubtful accounts   | 62                            | -        |
| Changes in assets and liabilities -   |                               |          |
| Accounts receivable   | (270 )                        | 120      |
| Accounts payable  | 40                            | (190 )   |
| Accrued compensation  | 343                           | 299      |
| Other current items, net  | (82 )                         | (232 )   |
| Long-term liabilities   | (40 )                         | -        |
| Net cash used by operating activities                                       | (335 )                        | (174 )   |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                |                               |          |
| Acquisition of property and equipment                                       | (80 )                         | (206 )   |
| Partial payment of earn-out   | (100 )                        | -        |
| Acquisition of Ashley Ellis   | -                             | (200 )   |
| Net cash used in investing activities                                       | (180 )                        | (406 )   |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                |                               |          |
| Net proceeds from short-term debt   | 188                           | 361      |
| Net cash provided by financing activities                                   | 188                           | 361      |
| Net decrease in cash  | (327 )                        | (219 )   |
| Cash at beginning of period   | 364                           | 314      |
| Cash at end of period   | \$37                          | \$95     |
| <b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>                                  |                               |          |
| Cash paid for interest  | \$107                         | \$96     |
| Cash paid for taxes   | \$-                           | \$-      |

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.



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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

1. Description of Business

General Employment Enterprises, Inc. (the “Company,” “we,” “our” or “us”) provides staffing services through a network of branch offices located in major metropolitan areas throughout the United States. The Company’s professional staffing services provide information technology, engineering and accounting professionals to clients on either a regular placement basis or a temporary contract basis. The Company’s agricultural staffing services provide agricultural workers for farms and groves. The Company’s industrial staffing business provides weekly temporary staffing for light industrial clients in Ohio and Pennsylvania.

The Company has experienced significant losses in the past. Management has implemented a strategy which included cost reduction efforts as well as identifying strategic acquisitions, financed primarily through the issuance of stock, to improve the overall profitability and cash flows of the Company. The Company entered into an account purchase agreement with Wells Fargo Business Credit to provide working capital financing. The account purchase agreement allows Wells Fargo to advance the Company funds on accounts receivable at its sole discretion. In the event Wells Fargo elects not to advance us funds on our accounts receivable balance or the performance of the acquired entities does not meet our expectations, the Company could experience liquidity constraints.

2. Significant Accounting Policies and Estimates

The accompanying unaudited condensed consolidated financial statements of General Employment Enterprises, Inc. and its subsidiaries (the “Company”) have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete consolidated financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the three and six month period ended March 31, 2013 are not necessarily indicative of the results that may be expected for the year ending September 30, 2013. These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended September 30, 2012.

Principles of Consolidation

The condensed consolidated financial statements include the accounts and transactions of the Company and its wholly-owned subsidiaries. All significant inter-company accounts and transactions are eliminated in consolidation.

Estimates and Assumptions

Management makes estimates and assumptions that can affect the amounts of assets and liabilities reported as of the date of the financial statements, as well as the amounts of reported revenues and expenses during the periods presented. Those estimates and assumptions typically involve expectations about events to occur subsequent to the balance sheet date, and it is possible that actual results could ultimately differ from the estimates. If differences were to occur in a subsequent period, the Company would recognize those differences when they became known. Significant matters requiring the use of estimates and assumptions include, but may not be limited to, deferred income tax valuation allowances, accounts receivable allowances, accounting for acquisitions, and evaluation of impairment. Management believes that its estimates and assumptions are reasonable, based on information that is available at the time they are made.



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### Revenue Recognition

Direct hire placement service revenues are recognized when applicants accept offers of employment, less a provision for estimated losses due to applicants not remaining employed for the Company's guarantee period. Contract staffing service revenues are recognized when services are rendered.

### Cost of Contract Staffing Services

The cost of contract services includes the wages and the related payroll taxes and employee benefits of the Company's employees while they work on contract assignments.

### Income Taxes

We record a provision for income taxes for the anticipated tax consequences of the reported results of operations using the asset and liability method. Under this method, we recognize deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the financial reporting and tax basis of assets and liabilities, as well as for operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using the tax rates that are expected to apply to taxable income for the years in which those tax assets and liabilities are expected to be realized or settled. We record a valuation allowance to reduce our deferred tax assets to the net amount that we believe is more likely than not to be realized.

Due to the private sale of shares of common stock to LEED HR during fiscal 2012 and the resulting change in control, the Company may be limited by Section 382 of the Internal Revenue Code as to the amount of net operating losses that may be used in future years.

We recognize tax benefits from uncertain tax positions only if we believe that it is more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. Although we believe that we have adequately reserved for our uncertain tax positions, we can provide no assurance that the final tax outcome of these matters will not be materially different. We make adjustments to these reserves when facts and circumstances change, such as the closing of a tax audit or the refinement of an estimate. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will affect the provision for income taxes in the period in which such determination is made and could have a material impact on our financial condition and operating results.

### Cash and Cash Equivalents

Highly liquid investments with a maturity of three months or less when purchased are considered to be cash equivalents. At March 31, 2013 and September 30, 2012, there were no cash equivalents. The Company maintains deposits in financial institutions in excess of amounts guaranteed by the Federal Deposit Insurance Corporation. Cash and cash equivalents are maintained at financial institutions and, at times, balances may exceed federally insured limits. We have never experienced any losses related to these balances. All of our non-interest bearing cash balances were fully insured at December 31, 2012 due to a temporary federal program in effect from December 31, 2010 through December 31, 2012. Under the program, there was no limit to the amount of insurance for eligible accounts. Beginning 2013, insurance coverage reverted to \$250,000 per depositor at each financial institution, and our non-interest bearing cash balances may again exceed federally insured limits.

### Accounts Receivable

The Company extends credit to its various customers based on evaluation of the customer's financial condition and ability to pay the Company in accordance with the payment terms. An allowance for placement fall-offs is recorded, as a reduction of revenues, for estimated losses due to applicants not remaining employed for the Company's guarantee period. An allowance for doubtful accounts is recorded, as a charge to bad debt expense, where collection is considered to be doubtful due to credit issues. These allowances together reflect management's estimate of the potential losses inherent in the accounts receivable balances, based on historical loss statistics and known factors

impacting its customers. The nature of the contract service business, where companies are dependent on employees for the production cycle allows for a small accounts receivable allowance. Based on management's review of accounts receivable, an allowance for doubtful accounts of approximately \$242,000 and \$259,000 is considered necessary as of March 31, 2013 and September 30, 2012, respectively. The Company charges uncollectible accounts against the allowance once the invoices are deemed unlikely to be collectible.

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### Property and Equipment

Property and equipment are recorded at cost. Depreciation expense is calculated on a straight-line basis over estimated useful lives of five years for computer equipment and two to ten years for office equipment, furniture and fixtures. The Company capitalizes computer software purchased or developed for internal use and amortizes it over an estimated useful life of five years. The carrying value of property and equipment is reviewed for impairment whenever events or changes in circumstances indicate that it may not be recoverable. If the carrying amount of an asset group is greater than its estimated future undiscounted cash flows, the carrying value is written down to the estimated fair value. There was no impairment of property and equipment for the six month periods ended March 31, 2013 and March 31, 2012.

### Goodwill

Goodwill represents the excess of cost over the fair value of the net assets acquired in the acquisition of On-Site Services, Inc. (“On-site”), DMCC Staffing, LLC (“DMCC”) and RFFG of Cleveland, LLC (“RFFG of Cleveland”) and the Ashley Ellis, LLC (“Ashley Ellis”). The Company assesses goodwill for impairment at least annually. The Company early adopted, Intangibles – Goodwill and Other (Topic 350): Testing Goodwill for Impairment, which allows the Company to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If the entity determines that this threshold is not met, then performing the two-step impairment test is unnecessary. An impairment loss would be recognized to the extent the carrying value of goodwill exceeds its implied fair value.

### Fair Value Measurement

The Company follows the provisions of the accounting standard which defines fair value, establishes a framework for measuring fair value and enhances fair value measurement disclosure. Under these provisions, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the “exit price”) in an orderly transaction between market participants at the measurement date.

The standard establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use on unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company’s assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The hierarchy is described below:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2: Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.

Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

The fair value of the Company’s current assets and current liabilities approximate their carrying values due to their short term nature. The carrying value of the Company’s long-term liabilities represents their fair value based on level 3 inputs. The Company’s goodwill and other intangible assets are measured at fair value on a non-recurring basis using level 3 inputs.

### Intangible Assets

Customer lists, non-compete agreements, customer relationships, management agreements and trade names were recorded at their estimated fair value at the date of acquisition and are amortized over their estimated useful lives

ranging from two to ten years using both accelerated and straight-line methods.

#### Impairment of Long-lived Assets

The Company records an impairment of long-lived assets used in operations, other than goodwill, when events or circumstances indicate that the asset might be impaired and the estimated undiscounted cash flows to be generated by those assets over their remaining lives are less than the carrying amount of those items. The net carrying value of assets not recoverable is reduced to fair value, which is typically calculated using the discounted cash flow method.

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## Stock-Based Compensation

Compensation expense is recorded for the fair value of stock options issued to directors and employees. The expense is measured as the estimated fair value of the stock options on the date of grant and is recorded over the vesting periods.

## Segment Data

The Company has three operating business segments a) Contract staffing services, b) Direct hire placement services and c) Management services. These operating segments were determined based primarily on how the chief operating decision maker views and evaluates our operations. Operating results are regularly reviewed by the chief operating decision maker to make decisions about resources to be allocated to the segment and to assess its performance. Other factors, including type of business, type of employee, length of employment and revenue recognition are considered in determining these operating segments. We did not provide management services during the period and management does not currently intend to provide management services in the future.

## 3. Recent Accounting Pronouncements

In July 2012, the FASB issued ASU 2012-02 – Testing Indefinite-Lived Intangible Assets for Impairments (“ASU 2012-02”, which amends the guidance in ASC 350-30 on testing indefinite-lived intangible assets, other than goodwill, for impairments. FASB issued ASU 2012-12 in response to feedback on ASU 2011-08, which amended the goodwill impairment testing requirements by allowing an entity to perform a qualitative impairment assessment before proceeding to the two-step impairment test. Similarly, under ASU 2012-02, an entity testing an indefinite-lived intangible asset for impairment has the option of performing a qualitative assessment before calculating the fair value of the asset. If the entity determines, on the basis of quantitative factors, that the fair value of the indefinite-lived intangible asset is more likely than not (i.e. a likelihood of more than 50 percent) not impaired, the entity would not need to calculate the fair value of the asset. ASU 2012-02 does not revise the requirement to test indefinite-lived intangible assets annually for impairment. In addition, the ASU 2012-02 does not amend the requirement to test these assets for impairment between annual tests if there is a change in the events or circumstances; however, it does revise the examples of events and circumstances that an entity should consider in interim periods. ASU 201-02 is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted. The Company’s adoption of this guidance did not have a material effect on the Company’s consolidated financial statements.

Other recent accounting pronouncements issued by FASB and the SEC did not or are not believed by management to have a material impact on the Company’s present or future financial statements.

## 4. Property and Equipment

Property and equipment, net consisted of the following:

| (In thousands)  | Useful Lives  | March 31,<br>2013 | September<br>30,<br>2012 |
|---|---------------|-------------------|--------------------------|
| Computer software   | 5 years       | \$1,447           | \$1,447                  |
| Office equipment, furniture and fixtures and leasehold improvements | 2 to 10 years | 2,298             | 2,311                    |
| Total property and equipment, at cost                               |               | 3,745             | 3,758                    |
| Accumulated depreciation and amortization                           |               | (3,230 )          | (3,240 )                 |
| Property and equipment, net   |               | \$515             | \$518                    |

Leasehold improvements are amortized over the term of the lease.

Depreciation expense for the three and six month period ended March 31, 2013 and 2012 was approximately \$41,000 and \$83,000 and \$34,000 and \$75,000, respectively.



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## 5. Goodwill and Intangible Assets

## Goodwill

Goodwill represents the excess of cost over the fair value of the net assets acquired from various acquisitions. Goodwill is not amortized. The Company performs a goodwill impairment test annually, by reporting unit, in the fourth quarter of the fiscal year, or whenever potential impairment triggers occur. The Company performs a qualitative impairment assessment before proceeding to the two-step impairment test. If the Company determines, on the basis of quantitative factors, that the fair value of the indefinite-lived intangible asset is more likely than not (i.e. a likelihood of more than 50 percent) not impaired, the entity would not need to calculate the fair value of the asset. Should the two-step process be necessary, the first step of the impairment test identifies potential impairment by comparing the fair value of a reporting unit to its carrying value, including goodwill. In applying a fair-value-based test, estimates are made of the expected future cash flows to be derived from the reporting unit. Similar to the review for impairment of other long-lived assets, the resulting fair value determination is significantly impacted by estimates of future margins, capital needs, economic trends and other factors. If the carrying value of the reporting unit exceeds its fair value, the second step of the impairment test is performed to measure the amount of impairment loss, if any. The second step of the impairment test compares the implied fair value of the reporting unit goodwill with the carrying amount of that goodwill. An impairment loss would be recognized to the extent the carrying value of goodwill exceeds its implied fair value. There was no impairment recorded during the three and six month periods ended March 31, 2013 and 2012.

## Intangible Assets

As of March 31, 2013

| ( In Thousands)        | Cost     | Accumulated<br>Amortization | Loss on<br>Impairment<br>of<br>Intangible<br>Assets | Net<br>Book<br>Value |
|------------------------|----------|-----------------------------|---|----------------------|
| Customer Relationships | \$ 2,690 | \$ 658                      | \$ -  | \$ 2,032             |
| Trade Name             | 17       | 5                           | -   | 12                   |
|                        | \$ 2,707 | \$ 663                      | \$ -  | \$ 2,044             |

As of September 30, 2012

| (In Thousands)         | Cost     | Accumulated<br>Amortization | Loss on<br>Impairment<br>of<br>Intangible<br>Assets | Net<br>Book<br>Value |
|------------------------|----------|-----------------------------|---|----------------------|
| Non-Compete            | \$ 89    | \$ 48                       | \$ 41   | \$ -                 |
| Customer Relationships | 2,913    | 662                         | 60  | 2,191                |
| Management Agreement   | 1,396    | 270                         | 1,126   | -                    |
| Trade Name             | 17       | 4                           | -   | 13                   |
|                        | \$ 4,415 | \$ 984                      | \$ 1,227  | \$ 2,204             |

Amortization expense was approximately \$81,000 and \$160,000 for the three and six months ended March 31, 2013, respectively and was approximately \$100,000 and \$200,000 for the three and six months ended March 31, 2012,

respectively.

The non-compete agreements and trade names are amortized on a straight – line basis over the estimated useful lives of five years. Customer relationships are amortized based on the future undiscounted cash flows over estimated remaining useful lives of three to 10 years. The management agreement intangible was being amortized over the five year term of the agreement. Over the next five years, annual amortization expense for these finite life intangible assets will be approximately \$393,000 in 2013, \$376,000 in 2014, \$359,000 in 2015, \$340,000 in 2016 and \$322,000 in 2017 and \$254,000 thereafter.

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Long-lived assets, such as purchased intangibles subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company evaluates, regularly, whether events and circumstances have occurred that indicate possible impairment and relies on a number of factors, including operating results, business plans, economic projections, and anticipated future cash flows. The Company uses an estimate of the future undiscounted net cash flows of the related asset or asset group over the remaining life in measuring whether the assets are recoverable.

During the three and six month periods ended March 31, 2013 and 2012, the Company did not record any impairment of intangible assets.

During the year ended, September 30, 2012, the Company recorded an impairment charge of approximately \$101,000 for the remaining unamortized amount of the non-compete and a certain amount of the customer relationship intangible asset related to the agricultural operation. In addition, the Company recorded an impairment charge of approximately \$173,000 related to the goodwill of the agriculture operation. The impairment charge represented the difference between the fair value and the carrying value of the intangible assets. The agricultural operation has limited margins and lost a large customer and management determined that the present value of the future cash flows associated with the operation did not support the recorded value.

## 6. Short-term Debt

The Company entered into a two-year, \$4,500,000 account purchase agreement (“AR Credit Facility”) with Wells Fargo Bank N.A. (“Wells Fargo”) which has been subsequently amended. The AR Credit Facility as amended, provides for borrowings, on a revolving basis, of up to 85% of the Company’s eligible accounts receivable less than 90 days old and bears interest at a rate equal to the three month LIBOR (minimum of 0.5%) plus 5.25% (effective rate was 5.75% as of March 31, 2013 and September 30, 2012). Under the terms and subject to the conditions in the agreement, Wells Fargo may determine which receivables are eligible receivables, may determine the amount it will advance on any such receivables, and may require the Company to repay advances made on receivables and thereby repay amounts outstanding under the AR Credit Facility on demand. Wells Fargo also has the right to require the Company to repurchase receivables that remain outstanding 90 days past their invoice date. The Company continues to be responsible for the servicing and administration of the receivables purchased and carries the receivables and any outstanding borrowings on its consolidated balance sheet.

On January 14, 2013, the Company and Wells Fargo Bank, National Association entered into a Fifth Amendment (the “Fifth Amendment”) to its AR Credit Facility. The Fifth Amendment extended the term of the AR Credit Facility to December 14, 2013. Notwithstanding the foregoing extension, Wells Fargo may issue a written notice to the Company shortening the term of the AR Credit Facility to a date 60 days following such notice in the event that (i) the Company is not dismissed without prejudice from a recently brought lawsuit entitled Derby Capital LLC and Derby Capital JOB LLC, as plaintiffs, vs. Trinity HR Services, LLC, et al., as defendants, a lawsuit seeking to establish relative ownership among stockholders which the Company believes it should not be a party to, (ii) the Company fails to furnish Wells Fargo its audited financial statements for its fiscal year ended September 30, 2012 by March 15, 2013 or if the results in such audited financial statements are not satisfactory to Wells Fargo in its sole discretion, (iii) background checks of newly appointed officers of the Company are unsatisfactory to Wells Fargo in its sole discretion, or (iv) significant changes have occurred to the composition of the Company’s Board of Directors as determined by Wells Fargo in its sole discretion. In March 2013, the Company and Wells Fargo entered into a Sixth Amendment to the AR Credit Facility that extended the required delivery date on certain of the foregoing requirements, such as the audited financial statements, until April 30, 2013. To date, the Company has not received notice from Wells Fargo of any intent to shorten the term of the AR Credit Facility.

As of March 31, 2013, the availability under this agreement was approximately \$500,000 and the outstanding borrowings, which are classified as short-term debt on the condensed consolidated balance sheet, were approximately \$2,592,000. Total interest expense related to the line of credit for the three months ended March 31, 2013 and 2012 approximated \$44,000 and \$50,000 respectively, and approximated \$85,000 and \$88,000 for the six months ended March 31, 2013 and 2012, respectively.

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The AR Credit Facility includes certain covenants which require compliance until termination of the agreement. As of the date of this report, the Company was in compliance with all such covenants.

### 7. Long-Term Liabilities

In connection with the completion of the sale of shares of common stock to PSQ in fiscal 2009, the Company's then Chairman, Chief Executive Officer and President (the "former CEO") retired from those positions and his employment agreement with the Company was replaced by a new consulting agreement. Under the consulting agreement, the Company became obligated to pay an annual consulting fee of \$180,000 over a five-year period and to issue 500,000 shares of common stock to the former CEO for no additional consideration. During fiscal 2009, the Company recorded a liability for the net present value of the future payments in the amount of \$790,000 and recorded additional common stock in the amount of \$280,000 based on a quoted market price of \$0.56 per share on the date of the award. On January 31, 2013, Mr. Imhoff Jr. retired from all positions with the Company, however he will continue to receive his monthly payments required under his consulting agreement. As of March 31, 2013, the liability for future payments was reflected on the condensed consolidated balance sheet as accrued compensation of \$180,000 and long-term liability of \$34,000.

### 8. Contingencies and Commitments

On April 22, 2013 the Company finalized an Amendment to the Asset Purchase Agreement by and among DMCC Staffing, LLC, an Ohio limited liability company, RFFG of Cleveland, LLC an Ohio limited liability company (each a "Seller" and together, "Sellers"), General Employment Enterprises, Inc., an Illinois corporation ("Parent"), and Triad Personnel Services, Inc., an Illinois corporation and wholly owned subsidiary of Parent ("Buyer").

The Company has agreed to pay Sellers additional cash consideration of between \$550,000 and \$650,000 depending on the length of payments and 1,100,000 shares of Parent common stock, which at the time was valued at approximately \$320,000 for full satisfaction of all amounts owed to Seller, related to the Asset Purchase Agreement. The Company has accrued approximately \$870,000 in short term liabilities.

As with any asset purchase of a business the purchaser may be held accountable for the seller's debts and liabilities where; (i) there is an express or implied agreement of assumption; (ii) the transaction amounts to a de facto consolidation or merger of the buyer or seller corporation; (iii) the purchaser is merely a continuation of the seller; or (iv) the transaction is for the fraudulent purpose of escaping liability for the seller's obligations. There are always several factors in the determination of any successor corporation legal liabilities related to the predecessor company. Other than the Ohio Bureau of Workers Compensation, the Company has not been noticed of any additional claims, however additional claims could be material to the business.

### Lease

The Company leases space for all of its branch offices, which are located either in downtown or suburban business centers, and for its corporate headquarters. Branch offices are generally leased over periods from three to five years. The corporate office lease expires in 2015. The leases generally provide for payment of basic rent plus a share of building real estate taxes, maintenance costs and utilities.

Rent expense was approximately \$278,000 and \$555,000 and \$224,000 and \$445,000 for the three and six month periods ended March 31, 2013 and March 31, 2012, respectively. As of March 31, 2013, future minimum lease payments due under non-cancelable lease agreements having initial terms in excess of one year, including certain closed offices, totaled approximately \$2,322,000, as follows: fiscal 2013 - \$527,000, fiscal 2014 - \$763,000, fiscal 2015 - \$521,000, fiscal 2016 - \$236,000 and thereafter - \$275,000.



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## 9. Segment Data

As a result of the acquisition of certain of the assets of DMCC and RFFG of Cleveland the Company's internal reporting was adjusted and as a result, the Company re-assessed its segment presentation.

The Company provides the following distinctive services: (a) direct hire placement services, (b) temporary professional services staffing in the fields of information technology, engineering, and accounting, (c) temporary staffing in the agricultural industry, and (d) temporary light industrial staffing. Intersegment net service revenues are not significant. Revenues generated from the temporary professional services staffing, temporary staffing in the agricultural industry and light industrial staffing are classified as contract staffing services revenues in the statements of operations. Selling, general and administrative expenses are not separately allocated among agricultural, professional services or industrial staffing services within the contract staffing services sector for internal reporting purposes.

| (In Thousands)                                  | Three Months Ended<br>March 31, |           | Six Months Ended<br>March 31, |           |
|---|---------------------------------|-----------|-------------------------------|-----------|
|   | 2013                            | 2012      | 2013                          | 2012      |
| <b>Direct Hire Placement Services</b>           |                                 |           |                               |           |
| Revenue – net                                   | \$ 2,058                        | \$ 1,638  | \$ 4,214                      | \$ 3,511  |
| Placement services gross margin                 | 100%                            | 100%      | 100%                          | 100%      |
| Operating loss                                  | (742)                           | (601)     | (1,015)                       | (803)     |
| Depreciation & amortization                     | 56                              | 61        | 112                           | 125       |
| Accounts receivable – net                       | 1,103                           | 795       | 1,103                         | 795       |
| Intangible assets – net                         | 406                             | 525       | 406                           | 525       |
| Goodwill  | 24                              | 24        | 24                            | 24        |
| Total assets                                    | 2,499                           | 3,817     | 2,499                         | 3,817     |
| <b>Contract Staffing Services</b>               |                                 |           |                               |           |
| Agricultural services revenue – net             | \$ 2,130                        | \$ 1,787  | \$ 3,756                      | \$ 4,352  |
| Industrial services revenue – net               | 7,056                           | 7,254     | 15,432                        | 13,538    |
| Professional services revenue – net             | 2,307                           | 2,023     | 4,792                         | 4,081     |
| Agricultural services gross margin              | 3.4%                            | 3.1%      | 3.6%                          | 4.6%      |
| Industrial services gross margin                | 11.4%                           | 13.2%     | 11.9%                         | 12.9%     |
| Professional services gross margin              | 31.9%                           | 30.4%     | 33.7%                         | 31.1%     |
| Operating (loss) income                         | \$ (30)                         | \$ 141    | \$ 499                        | \$ 418    |
| Depreciation and amortization                   | 66                              | 80        | 131                           | 150       |
| Accounts receivable net – agricultural services | 549                             | 525       | 549                           | 525       |
| Accounts receivable net – industrial services   | 4,316                           | 4,073     | 4,316                         | 4,073     |
| Accounts receivable net – professional services | 1,001                           | 954       | 1,001                         | 954       |
| Intangible assets – net                         | 1,638                           | 1,974     | 1,638                         | 1,974     |
| Goodwill  | 1,082                           | 1,256     | 1,082                         | 1,256     |
| Total assets                                    | 8,712                           | 7,206     | 8,712                         | 7,206     |
| <b>Consolidated</b>                             |                                 |           |                               |           |
| Revenue –net                                    | \$ 13,551                       | \$ 12,702 | \$ 28,194                     | \$ 25,482 |
| Operating loss                                  | (772)                           | (460)     | (516)                         | (385)     |
| Depreciation and amortization                   | 122                             | 141       | 243                           | 275       |
| Total accounts receivable – net                 | 6,969                           | 6,484     | 6,969                         | 6,484     |

|                         |           |           |           |           |
|-------------------------|-----------|-----------|-----------|-----------|
| Intangible assets – net | 2,044     | 2,499     | 2,044     | 2,499     |
| Goodwill                | 1,106     | 1,280     | 1,106     | 1,280     |
| Total assets            | \$ 11,211 | \$ 11,160 | \$ 11,211 | \$ 11,160 |

#### 10. Related Party Transactions

The Company contracted with Norco Accounting & Consulting Inc. (“Norco”) to provide accounting and consulting services prior to Andrew J. Norstrud (our current CFO) joining the Company. Norco charged approximately \$63,000 for consulting services and approximately \$13,000 in related expense during the second quarter ended March 31, 2013. Norco is 50% owned by Andrew J. Norstrud, who joined the Company on March 29, 2013, as the Company’s Chief Financial Officer. The Company no longer uses Norco for accounting and consulting services.



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## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

## Overview

General Employment Enterprises, Inc. (the "Company") was incorporated in the State of Illinois in 1962 and is the successor to employment offices doing business since 1893. The Company provides the following distinctive services: (a) professional placement services specializing in the placement of information technology, engineering, and accounting professionals for direct hire and contract staffing, (b) temporary staffing services in the agricultural industry, and (c) temporary staffing services in light industrial staffing.

The Company provides staffing services through a network of branch offices located in major metropolitan areas throughout the United States. The Company's professional staffing services provide information technology, engineering and accounting professionals to clients on either a regular placement basis or a temporary contract basis. The Company's agricultural staffing services provide agricultural workers for farms and groves. The Company's industrial staffing business provides weekly temporary staffing for light industrial clients in Ohio and Pennsylvania.

Management has implemented a strategy which included cost reduction efforts as well as identifying strategic acquisitions, financed primarily through the issuance of common stock, to improve the overall profitability and cash flows of the Company. We believe our current segments complement one another and position us for future growth.

## Results of Operations – Three Months Ended March 31, 2013 Compared to the Three Months Ended March 31, 2012

## Results of Operations

## Net revenues

Consolidated net revenues are comprised of the following:

| (In thousands)                 | Three Months<br>Ended March 31, |           |           |          |
|--------------------------------|---------------------------------|-----------|-----------|----------|
|                                | 2013                            | 2012      | \$ change | % change |
| Placement Services             | \$ 2,058                        | \$ 1,638  | \$ 420    | 26%      |
| Professional Contract Services | 2,307                           | 2,023     | 284       | 14       |
| Agricultural Contract Services | 2,130                           | 1,787     | 343       | 19       |
| Industrial Contract Services   | 7,056                           | 7,254     | (198)     | (3)      |
| Consolidated Net Revenues      | \$ 13,551                       | \$ 12,702 | \$ 849    | 7%       |

Consolidated net revenues increased approximately \$849,000 or 7% compared with the same period last year. The increase in revenue was due to a significant increase in revenue from contract services and direct placement, which was partially offset by the loss of a major customer in the agriculture division.

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## Cost of contract services

Cost of services includes wages and related payroll taxes and employee benefits of the Company's employees while they work on contract assignments. Cost of contract services for the three month period ended March 31, 2013 increased by approximately 5% to approximately \$9,952,000 compared with the prior period of approximately \$9,438,000. Cost of contract services, as a percentage of contract revenue, for the three month period ended March 31, 2013 decreased less than 1% to 73.4% compared with the prior period of approximately 74.3%. The overall increase in cost of contract services was directly related to the increase in revenue. The decrease of approximately 1% of cost of contract services as a percentage of contract services revenue was related to the increase in the Professional Contract business and the decrease in the agricultural business.

See below for summary of Gross Profit percentage by segment:

|                                    | Three<br>Months<br>Ended<br>March 31,<br>2013 | Three<br>Months<br>Ended<br>March 31,<br>2012 |
|------------------------------------|---|---|
| Gross Profit Margin %              |   |   |
| Direct hire placement services     | 100%  | 100%  |
| Agricultural contract services     | 3.4%  | 3.1%  |
| Industrial contract services       | 11.4%   | 13.2%   |
| Professional contract services     | 31.9%   | 30.4%   |
| Combined Gross Profit Margin % (1) | 13.4%   | 14.7%   |

(1) Includes gross profit from direct hire placements, which all associated costs are recorded as selling, general and administrative expenses.

## Selling, general and administrative expenses

Selling, general and administrative expenses include the following categories:

- Compensation in the operating divisions, which includes commissions earned by the Company's employment consultants and branch managers on permanent and temporary placements. It also includes salaries, wages, unrecovered advances against commissions, payroll taxes and employee benefits associated with the management and operation of the Company's staffing offices.
- Administrative compensation, which includes salaries, wages, payroll taxes and employee benefits associated with general management and the operation of the finance, legal, human resources and information technology functions.
- Occupancy costs, which includes office rent, depreciation and amortization, and other office operating expenses.
  - Recruitment advertising, which includes the cost of identifying job applicants.
- Other selling, general and administrative expenses, which includes travel, bad debt expense, fees for outside professional services and other corporate-level expenses such as business insurance and taxes.

The Company's largest selling, general and administrative expense is for compensation in the operating divisions. Most of the Company's employment consultants are paid on a commission basis and receive advances against future commissions. When commissions are earned, prior advances are applied against them and the consultant is paid the

net amount. At that time, the Company recognizes the full amount as commission expense, and advance expense is reduced by the amount recovered. Thus, the Company's advance expense represents the net amount of advances paid, less amounts applied against commissions.

Selling, general and administrative expenses for the three months ended March 31, 2013 increased \$667,000 or 18% compared to the same period last. The increase was primarily related to the significant increase in professional service expenses. Management expects these higher than normal expenses to be significantly reduced in the third quarter and are not expected to continue to grow at a higher pace than revenue and should decrease significantly once the Company is able to capitalize on the consolidation of the acquisitions.

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## Amortization of intangible assets

For the three month period ended March 31, 2013, there was a decrease in the amortization of intangible assets of approximately \$20,000, which was primarily due to the impairment of long term intangible assets in prior periods.

During the year ended September 30, 2012, the Company wrote off the intangible assets and goodwill of approximately \$274,000 related to the Agricultural division due to the loss of a large customer in 2012.

## Interest expense

Interest expense for the three months ended March 31, 2013 decreased \$9,000, or 16% compared with the same period last year primarily as a result of lower average borrowings.

## Results of Operations – Six Months Ended March 31, 2013 Compared to the Six Months Ended March 31, 2012

## Results of Operations

## Net revenues

Consolidated net revenues are comprised of the following:

| (In thousands)                 | Six Months<br>Ended March 31, |           |           |          |
|--------------------------------|-------------------------------|-----------|-----------|----------|
|                                | 2013                          | 2012      | \$ change | % change |
| Placement Services             | \$ 4,214                      | \$ 3,511  | \$ 703    | 20%      |
| Professional Contract Services | 4,792                         | 4,081     | 711       | 17       |
| Agricultural Contract Services | 3,756                         | 4,352     | (596)     | (14)     |
| Industrial Contract Services   | 15,432                        | 13,538    | 1,894     | 14       |
| Consolidated Net Revenues      | \$ 28,194                     | \$ 25,482 | \$ 2,712  | 11%      |

Consolidated net revenues increased approximately \$2,712,000 or 11% compared with the same period last year. The increase in revenue was due to a significant increase in revenue from contract services and direct placement, which was partially offset by the loss of a major customer in the agriculture division. The increase in the Contract services was attributable to the Hurricane Sandy cleanup efforts, the opening of a new office and new customers.

## Cost of contract services

Cost of services includes wages and related payroll taxes and employee benefits of the Company's employees while they work on contract assignments. Cost of contract services for the six month period ended March 31, 2013 increased by approximately 9% to approximately \$20,389 compared with the prior period of approximately \$18,760. Cost of contract services, as a percentage of contract revenue, for the six month period ended March 31, 2013 decreased approximately 1.3% to 72.3% compared with the prior period of approximately 73.6%. The overall increase in cost of contract services was directly related to the increase in revenue. The decrease of approximately 1.3% of cost of contract services as a percentage of contract services revenue was related to the increase in the Professional Contract and the decrease in the agricultural business, the amount was slightly off-set by an increase of Industrial Contract services to one customer that has a lower than average margin.



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See chart below for summary of Gross Profit percentage by segment:

|                                    | Six Months<br>Ended<br>March 31,<br>2013 | Six Months<br>Ended<br>March 31,<br>2012 |
|------------------------------------|--|--|
| Gross Profit Margin %              |  |  |
| Direct hire placement services     | 100%                                     | 100%                                     |
| Agricultural contract services     | 3.6%                                     | 4.6%                                     |
| Industrial contract services       | 11.9%                                    | 12.9%                                    |
| Professional contract services     | 33.7%                                    | 31.1%                                    |
| Combined Gross Profit Margin % (1) | 15.0%                                    | 14.6%                                    |

(1) Includes gross profit from direct hire placements, which all associated costs are recorded as selling, general and administrative expenses.

Selling, general and administrative expenses

Selling, general and administrative expenses include the following categories:

- Compensation in the operating divisions, which includes commissions earned by the Company's employment consultants and branch managers on permanent and temporary placements. It also includes salaries, wages, unrecovered advances against commissions, payroll taxes and employee benefits associated with the management and operation of the Company's staffing offices.
- Administrative compensation, which includes salaries, wages, payroll taxes and employee benefits associated with general management and the operation of the finance, legal, human resources and information technology functions.
- Occupancy costs, which includes office rent, depreciation and amortization, and other office operating expenses.
  - Recruitment advertising, which includes the cost of identifying job applicants.
- Other selling, general and administrative expenses, which includes travel, bad debt expense, fees for outside professional services and other corporate-level expenses such as business insurance and taxes.

The Company's largest selling, general and administrative expense is for compensation in the operating divisions. Most of the Company's employment consultants are paid on a commission basis and receive advances against future commissions. When commissions are earned, prior advances are applied against them and the consultant is paid the net amount. At that time, the Company recognizes the full amount as commission expense, and advance expense is reduced by the amount recovered. Thus, the Company's advance expense represents the net amount of advances paid, less amounts applied against commissions.

Selling, general and administrative expenses for the six months ended March 31, 2013 increased \$1,254,000 or 18% compared to the same period last. The increase was primarily related to the increase in business; however there were also significant increases in professional service expenses. Management expects these higher than normal expenses to be significantly reduced in the third quarter and are not expected to continue to grow at a higher pace than revenue and should decrease significantly once the Company is able to capitalize on the consolidation of the acquisitions.

Amortization of intangible assets

For the six month period ended March 31, 2013, there was a decrease in the amortization of intangible assets of approximately \$40,000, which was primarily due to the impairment of long term intangible assets in prior periods.

During the year ended September 30, 2012, the Company wrote off the intangible assets and goodwill of approximately \$274,000 related to the Agricultural division due to the loss of a large customer in 2012.

#### Interest expense

Interest expense for the six months ended March 31, 2013 increased \$10,000, or 9% compared with the same period last year primarily as a result of higher borrowings.

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## Liquidity and Capital Resources

The following table sets forth certain consolidated statements of cash flows data (in thousands):

|   | For the six<br>months<br>ended<br>March 31,<br>2013 | For the six<br>months<br>ended<br>March 31,<br>2012 |
|---|---|---|
| Cash flows used in operating activities     | \$ (335)  | \$ (174)  |
| Cash flows used in investing activities     | \$ (180)  | \$ (406)  |
| Cash flows provided by financing activities | \$ 188  | \$ 361  |

As of March 31, 2013, the Company had cash of approximately \$37,000, which was a decrease of approximately \$327,000 from approximately \$364,000 at September 30, 2012. Net working capital at March 31, 2013 was approximately \$22,000, which was a decrease of approximately \$508,000 from September 30, 2012. Shareholders' equity as of March 31, 2013 was approximately \$3,474,000 which represented approximately 31% of total assets.

Net cash used in operating activities for the six months ended March 31, 2013 and the six months ended March 31, 2012 was (\$335,000) and (\$174,000), respectively. The fluctuation is due to timing of our accounts receivable collections, net income loss and payments of accounts payable and payroll accruals.

Net cash used in investing activities for the six months ended March 31, 2013 and March 31, 2012 was (\$180,000) and (\$406,000) respectively. The decrease was to acquire additional equipment and payments for acquisitions.

Net cash flow provided by financing activities for the six months ended March 31, 2013 was \$188,000 compared to \$361,000 in the six months ended March 31, 2012. Fluctuations in financing activities are attributable to the level of borrowings.

All of the Company's office facilities are leased. As of March 31, 2013, future minimum lease payments under non-cancelable lease commitments having initial terms in excess of one year, including closed offices, totaled approximately \$2,322,000.

Information about future minimum lease payments, purchase commitments and long-term obligations is presented in the notes to consolidated financial statements contained in the Company's annual report on Form 10-K for the fiscal year ended September 30, 2012. There have been no significant changes from the amounts presented in the Form 10-K.

On April 22, 2013 the Company finalized an Amendment to the Asset Purchase Agreement by and among DMCC Staffing, LLC, an Ohio limited liability company, RFFG of Cleveland, LLC an Ohio limited liability company (each a "Seller" and together, "Sellers"), General Employment Enterprises, Inc., an Illinois corporation ("Parent"), and Triad Personnel Services, Inc., an Illinois corporation and wholly owned subsidiary of Parent ("Buyer").

The Company has agreed to pay the Sellers additional cash consideration of between \$550,000 and \$650,000, depending on the length of the payment terms, and 1,100,000 shares of Parent common stock, which at the time was valued at approximately \$320,000 in full satisfaction of all amounts owed to Seller, related to the Asset Purchase Agreement.



In connection with the completion of the sale of shares of common stock to PSQ in fiscal 2009, Herbert F. Imhoff, Jr., the Company's then Chairman and Chief Executive Officer retired from those positions and his employment agreement with the Company was replaced by a new consulting agreement. Under the consulting agreement, the Company became obligated to pay an annual consulting fee of \$180,000 over a five-year period and to issue 500,000 shares of common stock to Mr. Imhoff, Jr. for no additional consideration, and the Company recorded a liability for the net present value of the future fee payments in the amount of \$790,000. As of March 31, 2013, \$190,000 remains payable under this agreement and is included in accrued compensation and long-term obligations on the Company's balance sheet. On January 31, 2013, Mr. Imhoff Jr. retired from all positions with the Company, however he will continue to receive his monthly payments related to the accrued compensation of \$190,000.

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The Company entered into a two-year, \$4,500,000 account purchase agreement (“AR Credit Facility”) with Wells Fargo Bank N.A. (“Wells Fargo”). The AR Credit Facility has been subsequently amended and provides for borrowings on a revolving basis of up to 85% of the Company’s eligible accounts receivable less than 90 days old and bears interest at a rate equal to the three month LIBOR (minimum of .5%) plus 5.25% for a total interest rate of 5.75% at March 31, 2013. Upon the terms and subject to the conditions in the agreement, Wells Fargo may determine which receivables are eligible receivables, may determine the amount it will advance on any such receivables, and may require the Company to repay advances made on receivables and thereby repay amounts outstanding under the AR Credit Facility. Wells Fargo also has the right to require the Company to repurchase receivables that remain outstanding 90 days past their invoice date. The Company continues to be responsible for the servicing and administration of the receivables purchased. The Company will carry the receivables and any outstanding borrowings on its consolidated balance sheet. The outstanding borrowing at March 31, 2013 was approximately \$2,592,000 and the remaining borrowing availability was approximately \$500,000.

On January 14, 2013, the Company and Wells Fargo Bank, National Association entered into a Fifth Amendment (the “Fifth Amendment”) to its AR Credit Facility. The Fifth Amendment extended the term of the AR Credit Facility to December 14, 2013. Notwithstanding the foregoing extension, Wells Fargo may issue a written notice to the Company shortening the term of the of the AR Credit Facility to a date 60 days following such notice in the event that (i) the Company is not dismissed without prejudice from a recently brought lawsuit entitled Derby Capital LLC and Derby Capital JOB LLC, as plaintiffs, vs. Trinity HR Services, LLC, et al., as defendants, a lawsuit seeking to establish relative ownership among stockholders which the Company believes it should not be a party to, (ii) the Company fails to furnish Wells Fargo its audited financial statements for its fiscal year ended September 30, 2012 by March 15, 2013 or if the results in such audited financial statements are not satisfactory to Wells Fargo in its sole discretion, (iii) background checks of newly appointed officers of the Company are unsatisfactory to Wells Fargo in its sole discretion, or (iv) significant changes have occurred to the composition of the Company’s Board of Directors determined by Wells Fargo in its sole discretion. In March 2013, the Company and Wells Fargo entered into a Sixth Amendment to the AR Credit Facility that extended the required delivery date on certain of the foregoing requirements, such as the audited financial statements, until April 30, 2013. To date, the Company has not received notice from Wells Fargo of any intent to shorten the term of the AR Credit Facility.

The AR Credit Facility with Wells Fargo Bank includes certain covenants which require compliance until termination of the agreement. As of the date of this report, the Company was in compliance with all such covenants.

The Company believes that the borrowing availability under the AR Credit Facility will be adequate to fund the increase in working capital needs resulting from the acquisitions of On-Site, RFFG of Cleveland, DMCC Staffing, and Ashley Ellis. In recent years, the Company has incurred significant losses and negative cash flows from operations. Management has implemented a strategy which included cost reduction efforts as well as identifying strategic acquisitions, financed primarily through the issuance of common stock, to improve the overall profitability and cash flows of the Company. In addition, as discussed above, the Company entered into an AR Credit Facility with Wells Fargo to provide working capital financing.

Due to the sale of shares of common stock to LEED HR during fiscal 2012 and the resulting change in control, the Company may be limited by Section 382 of the Internal Revenue Code as to the amount of net operating losses that may be used in future years.

Management believes with current cash flow from operations and the availability under the AR Credit Facility, the Company will have sufficient liquidity for the next 12 months.

## Off-Balance Sheet Arrangements

As of March 31, 2013, there were no transactions, agreements or other contractual arrangements to which an unconsolidated entity was a party, under which the Company (a) had any direct or contingent obligation under a guarantee contract, derivative instrument or variable interest in the unconsolidated entity, or (b) had a retained or contingent interest in assets transferred to the unconsolidated entity.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures

As of March 31, 2013, the Company's management evaluated, with the participation of its principal executive officer and its principal financial officer, the effectiveness of the Company's disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act"). Based on that evaluation, the Company's principal executive officer and its principal financial officer concluded that the Company's disclosure controls and procedures were effective as of March 31, 2013 to ensure that information required to be disclosed in reports filed or submitted by the Company under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms.

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting or in any other factors that could significantly affect these controls, during the Company's second quarter ended March 31, 2013, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

In March 2012, the Company became aware of a lien on the business by the Ohio Bureau of Workers Compensation for \$229,000, which has been settled and fully resolved.

As of May 14, 2013, there were no material legal proceedings pending against the Company.

Item 1A. Risk Factors

Not required.

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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

None.

Item 6.Exhibits.

The following exhibits are filed as a part of Part I of this report:

| No.          | Description of Exhibit   |
|--------------|--|
| <u>31.01</u> | Certifications of the principal chief executive officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act.  |
| <u>31.02</u> | Certifications of the principal financial officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act.  |
| <u>32.01</u> | Certifications of the principal chief executive officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act and Section 1350 of Title 18 of the United States Code. |
| <u>32.02</u> | Certifications of the principal financial officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act and Section 1350 of Title 18 of the United States Code.       |
| 101.INS      | Instance Document  |
| 101.SCH      | XBRL Taxonomy Extension Schema Document  |
| 101.CAL      | XBRL Taxonomy Extension Calculation Linkbase Document  |
| 101.DEF      | XBRL Taxonomy Extension Definition Linkbase Document   |
| 101.LAB      | XBRL Taxonomy Extension Label Linkbase Document  |
| 101.PRE      | XBRL Taxonomy Extension Presentation Linkbase Document   |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GENERAL EMPLOYMENT ENTERPRISES,  
INC.  
(Registrant)

Date: May 14, 2013

By: /s/ Michael Schroering  
Michael Schroering  
Chief Executive Officer  
(Principal executive officer)

By: /s/ Andrew J. Norstrud  
Andrew J. Norstrud  
Chief Financial Officer  
(Principal financial and accounting officer)