MACE SECURITY INTERNATIONAL INC
Form 10-Q
November 09, 2001

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15 (D)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTER ENDED SEPTEMBER 30, 2001 COMMISSION FILE NO. 0-22810

MACE SECURITY INTERNATIONAL, INC.
(Exact name of Registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation or organization)

03-0311630
(I.R.S. Employer Identification No.)

1000 Crawford Place, Suite 400, Mount Laurel, NJ 08054
(Address of Principal Executive Offices)

Registrant's Telephone No., including area code: (856) 778-2300

Indicate by checkmark 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 report), and (2) has been subject to such filing requirements for the past 90 days. Yes X No ____

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock:

As of November 7, 2001, there were 25,428,427 Shares of Registrant's Common Stock, par value $.01 per share, outstanding.

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Mace Security International, Inc.

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Quarter Ended September 30, 2001

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PART I - FINANCIAL INFORMATION
Item 1 Financial Statements

Mace Security International, Inc.

Consolidated Balance Sheets

ASSETS	September 30, 2001	December 31, 2000
	(Unaudited)	
Current assets:		
Cash and cash equivalents	$ 6,037,854	$ 4,838,023
Accounts receivable, less allowance for doubtful accounts of $306,123 and $260,825 in 2001 and 2000, respectively	1,160,412	737,547
Inventory	2,213,130	2,256,477
Deferred income taxes	98,261	118,575
Prepaid expenses and other current assets	3,075,672	2,699,996
Total current assets	12,585,329	10,650,618
Property and equipment:		
Land	32,592,391	32,597,872
Buildings and leasehold improvements	36,256,721	36,739,752

Machinery and equipment	8,566,967	8,223,801
Furniture and fixtures	428,412	257,549
Total property and equipment	77,844,491	77,818,974
Accumulated depreciation and amortization	(6,753,349)	(5,423,330)
	71,091,142	72,395,644
Excess of cost over net assets of acquired businesses, net of accumulated amortization of $1,810,017 and $1,143,239 in 2001 and 2000, respectively	20,360,188	20,881,085
Other intangible assets, net of accumulated amortization of $1,349,904 and $1,223,702 in 2001 and 2000, respectively	1,023,332	1,142,485
Other assets	161,959	1,061,596
Total assets	$105,221,950	$106,131,428

See accompanying notes.

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LIABILITIES AND STOCKHOLDERS' EQUITY	September 30, 2001	December 31, 2000
	(Unaudited)	
Current liabilities:		
Current portion of long-term debt	$ 2,260,922	$ 6,264,630
Current portion of capital lease obligations	164,639	57,633
Accounts payable	2,331,715	2,821,752
Income taxes payable	81,639	190,127
Deferred revenue	123,064	315,743
Accrued expenses and other current liabilities	3,578,454	2,003,370
Total current liabilities	8,540,433	11,653,255
Deferred income taxes	537,284	272,473
Long-term debt, net of current portion	32,290,524	30,094,300
Capital lease obligations, net of current portion	282,266	268,455
Other liabilities	-	965,625
Stockholders' equity:		
Preferred stock, $.01 par value:		
Authorized shares - 10,000,000		
Issued and outstanding shares - none	-	-
Common stock, $.01 par value:		
Authorized shares - 100,000,000		
Issued and outstanding shares of 25,428,427 and 25,480,590 in 2001 and 2000, respectively	254,284	254,806
Additional paid-in capital	69,959,198	69,905,062
Accumulated deficit	(6,642,039)	(7,282,548)
Total stockholders' equity	63,571,443	62,877,320
Total liabilities and stockholders' equity	$105,221,950	$106,131,428

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See accompanying notes.

Mace Security International, Inc.

Consolidated Statements of Operations
(Unaudited)

	Three Months Ended September 30,	
	2001	2000
Revenues:		
Car wash and detailing services	$ 8,932,935	$ 9,874,420
Lube and other automotive services	1,084,136	1,295,002
Fuel and merchandise sales	888,118	1,454,493
Operating agreements	60,000	60,000
	10,965,189	12,683,915
Cost of revenues:		
Car wash and detailing services	6,503,579	7,385,333
Lube and other automotive services	840,207	989,481
Fuel and merchandise sales	794,897	1,285,180
	8,138,683	9,659,994
Selling, general and administrative expenses	1,717,296	1,835,475
Depreciation and amortization	683,742	639,754
Costs of terminated acquisitions	33,080	-
Operating income	392,388	548,692
Interest expense, net	(711,750)	(788,023)
Other income	288,643	115,754
Loss before income taxes	(30,719)	(123,577)
Income tax benefit	(11,000)	(40,000)
Net loss	$ (19,719)	$ (83,577)
Basic loss per share	$ -	$ -
Weighted average number of shares outstanding	25,428,427	24,997,957
Diluted loss per share	$ -	$ -
Weighted average number of shares outstanding	25,428,427	24,997,957

See accompanying notes.

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Mace Security International, Inc.

Consolidated Statements of Operations
(Unaudited)

	Nine S
	2001
Revenues:	
Car wash and detailing services	$ 30,308,
Lube and other automotive services	3,445,
Fuel and merchandise sales	2,902,
Operating agreements	180,
	36,835,
Cost of revenues:	
Car wash and detailing services	21,149,
Lube and other automotive services	2,626,
Fuel and merchandise sales	2,590,
	26,366,
Selling, general and administrative expenses	5,473,
Depreciation and amortization	2,036,
Costs of terminated acquisitions	106,
Operating income	2,852,
Interest expense, net	(2,263,
Other income	428,
Income from continuing operations before income taxes	1,017,
Income tax expense	377,
Income from continuing operations	640,
Discontinued Operations:	
Loss from discontinued operations, net of applicable income tax benefit of $130,000	
Gain on disposal of ICS, net of $107,000 of applicable income tax expense	
Net income	$ 640,
Basic income per share	

From continuing operations	$ 0
From discontinued operations	
Total	$ 0
Weighted average number of shares outstanding	25,455,
Diluted income per share	
From continuing operations	$ 0
From discontinued operations	
Total	$ 0
Weighted average number of shares outstanding	25,490,

See accompanying notes.

Mace Security International, Inc.

Consolidated Statement of Stockholders' Equity
(Unaudited)

	Number of Common Shares	Par Value of Common Stock	Additional Paid-in Capital	Accumulated Deficit	
Balance at December 31, 2000......	25,480,590	$ 254,806	$69,905,062	$(7,282,548)	$62
Common stock issued in purchase acquisitions....................	26,137	261	144,239		
Shares purchased and retired......	(78,300)	(783)	(86,084)		
Expenses from issuance of common stock....................			(4,019)		
Net income.......................				640,509	
Balance at September 30, 2001.....	25,428,427	$ 254,284	$69,959,198	$(6,642,039)	$63

See accompanying notes.

Mace Security International, Inc.
Consolidated Statements of Cash Flows
(Unaudited)

	Nine Months Ended September 30, 2001	Nine Months Ended September 30, 2000
Operating activities		
Income from continuing operations	$ 640,509	$ 131,752
Discontinued operations, net of income tax	-	458,980
Net income	640,509	590,732
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	2,036,681	1,808,170
Provision for losses on receivables	20,000	12,361
(Gain) loss on disposal of property and equipment	(215,891)	16,235
Deferred income taxes	285,125	(146,288)
Net gain on sale of ICS, including cash surrendered	-	(975,199)
Non-cash expenses of discontinued operations	-	24,206
Changes in operating assets and liabilities:		
Accounts receivable	(20,228)	476,905
Inventory	41,936	(52,925)
Accounts payable	(562,482)	(778,962)
Deferred revenue	(192,679)	(197,742)
Accrued expenses	763,618	496,026
Income taxes	(108,488)	(30,212)
Prepaid expenses and other assets	(550,648)	904,251
Net cash provided by operating activities	2,137,453	2,147,558
Investing activities		
Acquisition of businesses, net of cash acquired	-	(25,000)
Purchase of property and equipment	(618,295)	(1,073,487)
Proceeds from sale of property and equipment	1,326,825	15,468
Payments for intangibles	(15,800)	(429,900)
Deposits and other prepaid costs on future acquisitions	-	149,165
Net cash provided by (used in) investing activities	692,730	(1,363,754)
Financing activities		
Proceeds from revolving line of credit, long term debt and capital lease obligations	-	950,000
Payments on revolving line of credit, long-term debt and capital lease obligations	(1,539,466)	(1,521,822)
Proceeds from issuance of common stock, net of offering costs	(4,019)	1,499,141
Payments to purchase stock	(86,867)	(5,493)
Net payments on note payable to shareholder	-	(2,927)
Net cash (used in) provided by financing activities	(1,630,352)	918,899
Net increase in cash and cash equivalents	1,199,831	1,702,703
Cash and cash equivalents at beginning of period	4,838,023	2,320,804
Cash and cash equivalents at end of period	$ 6,037,854	$ 4,023,507

See accompanying notes.

Mace Security International, Inc.

Notes to Consolidated Financial Statements
(Unaudited)

1. Basis of Presentation and Principles of Consolidation

The accompanying unaudited consolidated financial statements include the accounts of Mace Security International, Inc. and its wholly owned subsidiaries (the "Company"). All significant intercompany accounts and transactions have been eliminated in consolidation. These consolidated financial statements reflect all adjustments (consisting of normal recurring accruals), which in the opinion of management, are necessary for a fair presentation of results of operations for the interim periods presented. The results of operations for the three and nine month periods ended September 30, 2001, are not necessarily indicative of the operating results for the full year. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. These interim financial statements should be read in conjunction with the audited financial statements and notes contained in the Company's Annual Report on Form 10-KSB, as amended, for the year ended December 31, 2000.

2. Significant Accounting Policies

On June 29, 2001, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 141, Business Combinations, and SFAS No. 142, Goodwill and Intangible Assets. These statements are expected to result in significant modifications relative to the Company's accounting for goodwill and other intangible assets. SFAS No. 141 requires that all business combinations initiated after June 30, 2001, must be accounted for under the purchase method of accounting. SFAS No. 141 was effective upon issuance. SFAS No. 142 modifies the accounting for all purchased goodwill and intangible assets. SFAS No. 142 includes requirements to test goodwill and indefinite lived intangible assets for impairment rather than amortize them. SFAS No. 142 will be effective for fiscal years beginning after December 31, 2001, and early adoption is not permitted except for business combinations entered into after June 30, 2001. The Company is currently evaluating the provisions of SFAS No. 142, but its preliminary assessment is that these Statements will have a material impact on the Company's financial position and results of operations. Upon adoption of SFAS 142, on January 1, 2002, the Company will no longer amortize goodwill, thereby eliminating annual amortization expense up to approximately $900,000.

3. Business Combinations

Since April 1, 1999, the Company has acquired 62 car care facilities and five truck wash facilities through the acquisition of 17 separate businesses. The facilities acquired include: 43 full service facilities, one self service facility, 11 exterior only facilities and one lube center in Pennsylvania, New Jersey, Delaware, Texas, Florida and Arizona. Seven facilities have been divested. The five full service truck wash facilities are located in Arizona, Indiana, Ohio and Texas.

Of the 17 car and truck wash acquisitions completed through September 30, 2000, 15 were accounted for using the purchase method of accounting. Accordingly, assets acquired and liabilities assumed have been recorded at their estimated fair values at the dates of acquisition and their results of operations are included in the accompanying consolidated statements of operations since the date of acquisition. The excess of purchase price over the estimated fair market value of identifiable net assets acquired is being amortized on a straight-line basis over twenty-five years from the date of acquisition. The purchase price allocations are based on preliminary estimates as of the acquisition dates and are finalized within one year from the date of acquisition.

On March 24, 2000, the Company, through a wholly owned subsidiary, acquired all of the truck wash related assets of Red Baron Truck Washes, Inc. ("Red Baron") with a total of five operating locations in Arizona, Indiana, Ohio and Texas. Consideration consisted of 568,421 registered shares of common stock of the Company and the issuance of a secured $1 million promissory note to the seller. The transaction has been accounted for using the purchase method of accounting.

On June 5, 2000, the Company, through a wholly owned subsidiary, acquired certain assets of Sparsupco, Inc. (the "Beneva Car Wash"). Consideration consisted of 40,000 registered and 90,712 unregistered shares of common stock of the Company and $20,000 of cash. The Beneva Car Wash is located in Sarasota, Florida. The transaction has been accounted for using the purchase method of accounting.

On July 10, 2000, the Company, through a wholly owned subsidiary, completed the acquisition of substantially all the assets of Superstar Kyrene, a full service car wash in the Phoenix, Arizona area, in exchange for 56,521 unregistered shares of common stock of the Company, cash consideration of approximately $824,000 and the assumption of approximately $926,000 of debt. The transaction has been accounted for using the purchase method of accounting.

On July 26, 2000, the Company acquired, through a wholly owned subsidiary, substantially all of the assets of Blue Planet Car Wash ("Blue Planet"), a full service car wash in the Dallas, Texas area, in exchange for 250,008 unregistered shares of common stock, and the assumption of approximately $1,554,000 of debt. This transaction has been accounted for using the purchase method of accounting.

On August 28, 2001, the Company sold, through a wholly-owned subsidiary, substantially all of the assets of Gabe's Plaza Car Wash in Morrisville, Pennsylvania. The Company received an aggregate cash sales price of $1.2 million, $315,000 of which was utilized to pay off a promissory note.

4. Operating Agreements

During a portion of the nine months ended September 30, 2000, the Company managed three car wash locations under operating agreements, under which the Company was entitled to all profits generated from the operation of the location. Operating agreements generally arise from pending acquisitions that will be closed pending completion of certain conditions. The pretax result earned under the operating agreements is presented in the accompanying statements of operations as revenue from operating agreements net of all operating expenses. No locations were operated under operating agreements during the three months ended September 30, 2000 and 2001, or the nine months ended September 30, 2001.

The results of operations subject to operating agreements in the nine months ended September 30, 2000, were as follows:

	Nine Months Ended September 30, 2000
Revenues	(In Thousands)
Car wash and detailing services	$804
Fuel and merchandise sales	53
	857
Cost of revenues	
Car wash and detailing services	727
Fuel and merchandise sales	38
	765
Selling, general, and administrative expenses	52
Operating profit	$ 40

In addition to the above results, the Company is currently being paid $20,000 per month under a Management Agreement which allows Mark Sport, Inc., an entity controlled by Jon E. Goodrich, to operate the Company's Security Products Division. The Management Agreement commenced in January 2000. Jon Goodrich is a director of the Company.

5. Discontinued Operations

On May 4, 2000, the Board of Directors of the Company approved a plan to sell its computer products and services subsidiary, ICS. Accordingly, the operating results of ICS have been segregated from continuing operations and reported on a comprehensive basis as a separate line item on the consolidated statement of operations entitled "Discontinued Operations." On June 2, 2000, the Company sold ICS in exchange for the return of 450,000 shares of common stock of the Company and $295,500 of future goods and services from ICS. Revenues related to the discontinued ICS operations for the nine months ended September 30, 2000, were $518,753. Loss from discontinued operations for the nine months ended September 30, 2000, was $264,601, exclusive of a gain on the disposal of ICS of $723,581.

6. Costs of Terminated Acquisitions

The Company's policy is to charge as an expense any previously capitalized expenditures relating to proposed acquisitions that in management's current opinion will not be consummated. During the nine months ended September 30, 2000 and 2001, management decided to terminate certain pending acquisitions or believes certain pending acquisitions will not be consummated as a result of due diligence findings or the inability of the seller to meet certain terms and conditions precedent to closing. In the nine months ended September 30, 2000, costs of previously capitalized expenditures were principally related to the termination of the Planet Truck Wash acquisition and acquisition related expenses associated with the proposed Wash Depot Holdings, Inc.

("Wash Depot") merger. Of the $580,000 costs of terminated acquisitions in the nine months ended September 30, 2000, approximately $209,000 represented unrecoverable cash and stock deposits and approximately $371,000 represented external incremental transaction costs including legal, accounting, consulting and due diligence costs. During the nine months ended September 30, 2001, the write-off of previously capitalized expenditures totaling $107,000 were principally related to several possible acquisitions the Company pursued outside the car wash industry. These costs are primarily related to due diligence costs.

7. Commitments and Contingencies

On January 25, 1994, a suit was filed by Carmeta Gentles on her own behalf and as a personal representative of the estate of Robert Gentles in Ontario Court (General Division), Ontario, Canada, claiming intentional or negligent manufacture and distribution of the Mark V Mace(R) brand defense spray unit and that its contents contributed to the suffering and death of Robert Gentles while in the Kingston Penitentiary in October 1993. The Company was added as a third party defendant on February 8, 1995. The plaintiff seeks five million dollars in damages. The Company forwarded this suit to its insurance carrier for defense. Based on discussions with the Company's counsel and insurance carrier, the Company does not anticipate that this claim will result in the payment of damages in excess of the Company's insurance coverage.

On December 13, 1999, the Company was named as a defendant in a suit filed in the state of New York by Janeen Johnson et. al. The litigation concerns a claim that a self-defense spray manufactured by the Company and used by a law enforcement officer contributed to the suffering and death of Christopher Johnson. The Company forwarded the suit to its insurance carrier for defense. The Company does not anticipate that this claim will result in the payment of damages in excess of the Company's insurance coverage.

Although the Company is not aware of any substantiated claim of permanent personal injury from its products, the Company is aware of reports of incidents in which, among other things, defense sprays have been mischievously or improperly used, in some cases by minors; have not been instantly effective; or have been ineffective against enraged or intoxicated individuals. Incidents of this type, or others, could give rise to product liability or other claims, or to claims that past or future advertising, packaging or other practices should be, or should have been, modified, or that regulation of products of this nature should be extended or changed.

The Company is subject to federal and state environmental regulations, including rules relating to air and water pollution and the storage and disposal of oil, other chemicals and waste. The Company believes that it complies with all applicable laws relating to its business.

Certain of the Company's executive officers have entered into employment agreements whereby they will be entitled to immediate vesting provisions of issued options should the officer be terminated upon a change in control of the Company. Additionally, the employment agreement of the Company's Chief Executive Officer, Louis D. Paolino, Jr., entitles Mr. Paolino to receive a fee of $7,000,000 upon termination of employment under certain conditions including upon termination as a result of a change in control.

The Company is a party to various other legal proceedings related to its normal business activities. In the opinion of the Company's management, none of these proceedings are material in relation to the Company's results of operations, liquidity, cash flows or financial condition.

8. Business Segments Information

The Company currently operates in the Car Care segment, supplying complete car care services (including wash, detailing, lube, and minor repairs), fuel, and merchandise sales and receives revenues under a Management Agreement related to the Company's previously operated Security Products segment. In the first quarter of 2000, the Company entered into a Management Agreement with Mark Sport, Inc., a Vermont corporation. Mark Sport, Inc. is controlled by Jon E. Goodrich, a director of the Company. The Management Agreement entitles Mark Sport, Inc. to operate the Company's Safety and Security Products Division and receive all profits or losses for a seven-month term beginning January 1, 2000. The Agreement was extended for three six-month periods through January 31, 2002, as provided for in the original Management Agreement. In exchange, Mark Sport, Inc. pays the Company $20,000 per month beginning February 2000 and continuing through the term of the Management Agreement as extended. Additionally, Mark Sport, Inc. must pay the Company an amount equal to the amortization and depreciation on the assets of the division at the end of the term of the Agreement as extended. During the term of the Agreement, Mark Sport, Inc. must operate the division in substantially the same manner as it was operated prior to the Management Agreement.

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Additionally, during 1999 and through June 2, 2000, the Company operated in the computer hardware and software products and services segment through its subsidiary, ICS. ICS was sold on June 2, 2000, and accordingly has been classified as discontinued operations.

Financial information regarding the Car Care and Security Products segments is as follows:

	Car Care	Security Products
	(In Thousands)	
Three months ended September 30, 2001		
Revenues from external customers	$ 10,905	$ 60
Intersegment revenues	-	-
Segment (loss) income	$ (58)	$ 38
Segment assets	$101,357	$3,865
Nine months ended September 30, 2001		
Revenues from external customers	$ 36,656	$ 180
Intersegment revenues	-	-
Segment income	$ 528	$ 113
Three months ended September 30, 2000		
Revenues from external customers	$ 12,624	$ 60
Intersegment revenues	-	-
Segment (loss) income	$ (124)	$ 40
Nine months ended September 30, 2000		
Revenues from external customers	$ 36,456	$ 160
Intersegment revenues	-	-
Segment income	$ 24	$ 108

9. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements. Actual results could differ from those estimates. Such estimates include the Company's estimates of reserves such as the allowance for doubtful accounts receivable and inventory valuation allowances.

10. Income Taxes

The Company recorded a tax expense of $377,000 for the nine months ended September 30, 2001. Tax expense reflects the recording of income taxes at an effective rate of 37%. The effective rate differs from the federal statutory rate primarily due to state and local income taxes, non-deductible costs related to acquired intangibles, and the use of net operating loss carryforwards.

11. Earnings Per Share

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

	Three Months Ended		Nine
	9/30/01	9/30/00	9/30/01
Numerator:			
(Loss) income from continuing operations.......	$ (19,719)	$ (83,577)	$ 640,509
Income from discontinued operations...........	-	-	-
Net (loss) income............................	$ (19,719)	$ (83,577)	$ 640,509
Denominator:			
Denominator for basic income per share - weighted average shares..........	25,428,427	24,977,957	25,455,350
Dilutive effect of options and warrants........	-	-	35,426
Denominator for diluted income per share - weighted average shares..........	25,428,427	24,977,957	25,490,776
Basic income per share:			
From continuing operations....................	$ -	$ -	$ 0.03
From discontinued operations..................	-	-	-
Total...	$ -	$ -	$ 0.03
Diluted income per share:			
From continuing operations....................	$ -	$ -	$ 0.03
From discontinued operations..................	-	-	-
Total...	$ -	$ -	$ 0.03

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

Factors Influencing Future Results and Accuracy of Forward Looking Statements

This report includes 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 ("Forward Looking Statements"). All statements other than statements of historical fact included in this section, are Forward

Looking Statements. Although the Company believes that the expectations reflected in such Forward Looking Statements are reasonable, it can give no assurance that such expectations will prove to have been correct. Generally, these statements relate to business plans or strategies, projected or anticipated benefits or other consequences of such plans or strategies, number of acquisitions and projected or anticipated benefits from acquisitions made by or to be made by the Company, or projections involving anticipated revenues, earnings, levels of capital expenditures or other aspects of operating results. All phases of the Company's operations are subject to a number of uncertainties, risks and other influences, many of which are outside the control of the Company and any one of which, or a combination of which, could materially affect the results of the Company's operations and whether Forward Looking Statements made by the Company ultimately prove to be accurate. Such important factors ("Important Factors") that could cause actual results to differ materially from the Company's expectations are disclosed in this section and elsewhere in this report. All subsequent written and oral Forward Looking Statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by the Important Factors described below that could cause actual results to differ from the Company's expectations. The Forward Looking Statements made herein are only made as of the date of this filing and the Company undertakes no obligation to publicly update such Forward Looking Statements to reflect subsequent events or circumstances.

We need to raise additional capital. Additional capital will be needed if acquisitions of car washes or other businesses are made. Our capital requirements also include working capital for daily operations and capital for equipment purchases. To the extent that we lack cash to meet our future capital needs, we will be required to raise additional funds through bank borrowings and additional equity and/or debt financing, which may result in significant increases in leverage and interest expense and/or substantial dilution. If we are unable to raise additional capital, we will need to curtail future acquisitions.

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Risks of Acquisitions and New Business Segments. Our strategy has been to grow through acquisitions. We are currently examining acquisition candidates outside the car care industry. To the extent we make acquisitions inside or outside the car care industry, our ability to identify suitable acquisition candidates, understand new businesses, and consummate acquisitions on financially favorable terms is a risk. Acquisitions involve risks inherent in assessing acquisition candidates' values, strengths, weaknesses, risks and profitability and risks related to the financing, integration and operation of acquired businesses, including:

i. adverse short-term effects on our reported operating results;
ii. diversion of management's attention;
iii. dependence on hiring, training and retaining key personnel;
iv. risks associated with unanticipated problems or latent liabilities; and
v. risks inherent with management not having experience in new business segments acquired.

We cannot assure you that acquisition opportunities will be available, that we will have access to the capital required to finance potential acquisitions, that we will continue to acquire businesses, or that any acquired business will be profitable.

Listing on the Nasdaq National Market. If the Company does not maintain a minimum bid for thirty consecutive days, it is subject to being delisted from the Nasdaq National Market. If the Company receives a delisting notice from

Nasdaq, the Company's stock may be traded over-the-counter, more commonly known as OTC. OTC transactions involve risks in addition to those associated with transactions in securities traded on the Nasdaq National Market. OTC companies may have limited product lines, markets or financial resources. Many OTC stocks trade less frequently and in smaller volumes than Nasdaq-listed stocks. The values of these stocks may be more volatile than Nasdaq-listed stocks. If the Company's stock is traded in the OTC market and a market maker sponsors the Company, the Company may have the price of its stock electronically displayed on the OTC Bulletin Board, or OTCBB. However, if the Company lacks sufficient market maker support for display on the OTCBB, it must have its price published by the National Quotations Bureau LLP in a paper publication known as the "Pink Sheets." The marketability of the Company's stock will be even more limited if its price must be published on the "Pink Sheets."

On April 19, 2001, the Company was advised by Nasdaq that its common stock had failed to trade above one dollar for thirty consecutive business days, and was therefore not in compliance with Marketplace Rule 4450(a)(5) of the Nasdaq National Market. Nasdaq advised the Company that it had 90 days to maintain a bid price of at least one dollar for ten consecutive business days or be delisted. The Company maintained a minimum bid price of at least one dollar for ten consecutive business days ending May 4, 2001. On May 11, 2001, the Company was advised by Nasdaq that it was in compliance with Market Place Rule 4450(a)(5) and was not subject to being delisted.

The Company's bid price has been below one dollar since September 10, 2001. In response to the extraordinary market conditions following the terrorist attacks of September 11, 2001, The Nasdaq Stock Market, Inc. has implemented a moratorium until January 2, 2002, on the minimum bid and public float requirements for continued listing on Nasdaq. In its moratorium announcement, Nasdaq further indicated it will consider whether it is appropriate to recommend further and more permanent action regarding these requirements. Should the Company's common stock fail to trade above one dollar for thirty consecutive business days subsequent to January 2, 2002, and should the Nasdaq reinstate the previous minimum bid price requirement, the Company may be subject to delisting as described above.

We have a history of losses, and we may incur continuing charges. We have reported net losses and working capital deficits, and we have expended substantial funds for acquisitions and equipment. In connection with financing acquisitions and business growth, we anticipate that we will continue to incur significant debt and interest charges. Several of our debt agreements, as amended, contain certain affirmative and negative covenants and require the maintenance of certain levels of earnings before interest, taxes, depreciation, and amortization to debt service. If our operating earnings are not sufficient to maintain the required ratios, we would be in default of our loan agreements. In addition, we will recognize goodwill amortization charges in connection with our acquisitions that are accounted for under the "purchase" method of accounting. The amount of goodwill recognized is the amount by which the purchase price of a business exceeds the fair market value of the assets acquired. Goodwill is currently amortized over a period not to exceed 25 years depending on the business acquired, resulting in an annual non-cash charge to our earnings during that period. Upon adoption of SFAS 142 on January 1, 2002, the Company will no longer amortize goodwill.

Our business plan poses risks for us. One of our business objective is to develop as a full service, integrated car care business through some acquisitions and through the internal development of our car wash facilities. We have repositioned our company from a company involved primarily in the production of consumer defense products to a company that provides car wash and car care services. This strategy involves a number of risks, including:

Risks associated with growth;

Risks associated with acquisitions;

Risks associated with the recruitment and development of management and operating personnel; and Risks associated with lack of experience in the car care service industries.

If we are unable to manage one or more of these associated risks effectively, we may not fully realize our business plan.

We have a limited operating history regarding our car wash and car care service businesses. Since July 1999, our main business has been the acquisition and operation of car wash and car care service facilities, which now accounts for substantially all of our revenues. Because of our relatively limited operating history with respect to these businesses, we cannot assure you that we will be able to operate them successfully.

We may not be able to manage growth. If we succeed in growing, growth will place significant burdens on our management and on our operational and other resources. We will need to attract, train, motivate, retain and supervise our senior managers and other employees and develop a managerial infrastructure. If we are unable to do this, we will not be able to realize our business objectives.

Our car wash business may suffer under certain weather conditions. Seasonal trends in some periods may affect our car wash business. In particular, long periods of rain and cloudy weather can affect adversely our car wash business as people typically do not wash their cars during such periods. Additionally, extended periods of warm, dry weather may encourage customers to wash their own cars which also can affect adversely our car wash business.

Our stock price is volatile. Our common stock's market price has been and is likely to continue to be highly volatile. Factors like fluctuations in our quarterly revenues and operating results, our ongoing acquisition program, market conditions and economic conditions generally may impact significantly our common stock's market price. In addition, as we continue to acquire additional car wash businesses, we may agree to issue common stock that will become available generally for resale and may have an impact on our common stock's market price.

We may not be able to integrate businesses we acquire and achieve operating efficiencies. Our future growth and profitability depend substantially on our ability to operate and integrate acquired businesses. Our strategy is to achieve economies of scale and brand-name recognition in part through acquisitions that increase our size. We cannot assure you that our efforts to integrate acquired operations will be effective or that we will realize expected results. Our failure to achieve any of these results could have a material adverse effect on our business and results of operations.

We face potential liabilities associated with acquisitions of businesses. The businesses we acquire may have liabilities that we do not discover or may be unable to discover during our preacquisition investigations, including liabilities arising from environmental contamination or prior owners' non-compliance with environmental laws or other regulatory requirements, and for which we, as a successor owner or operator, may be responsible.

We face risks associated with our consumer safety products. We face claims of injury allegedly resulting from our defense sprays. We cannot assure you that our insurance coverage will be sufficient to cover any judgments won against us in these lawsuits. If our insurance coverage is exceeded, we will have to pay the excess liability directly. We are also aware of several claims that defense sprays used by law enforcement personnel resulted in deaths of prisoners and of suspects in custody. While we no longer sell defense sprays to law enforcement agencies, it is possible that the increasing use of defense sprays by the public could, in the future, lead to additional product liability claims.

Consumer demand for our car wash services is unpredictable. Our financial condition and results of operations will depend substantially on consumer demand for car wash services. Our business depends on consumers choosing to employ professional services to wash their cars rather than washing their cars themselves or not washing their cars at all. We cannot assure you that consumer demand for car wash services will increase as our business expands. Nor can we assure you that consumer demand will maintain its current level.

We must maintain our car wash equipment. Although we undertake to keep our car washing equipment in proper operating condition, the operating environment found in car washes results in frequent mechanical problems. If we fail to properly maintain the equipment, the car wash could become inoperable resulting in a loss of revenue to us from the inoperable location.

Our car wash and car services face governmental regulation. We are governed by federal, state and local laws and regulations, including environmental regulations, that regulate the operation of our car wash centers and other car services businesses. Car wash centers utilize cleaning agents and waxes in the washing process that are then discharged in waste water along with oils and fluids washed off of vehicles. Other car services, such as gasoline and lubrication, use of a number of oil derivatives and other regulated hazardous substances. As a result, we are governed by environmental laws and regulations dealing with, among other things:

- i. transportation, storage, presence, use, disposal and handling of hazardous materials and hazardous wastes;
- ii. discharge of stormwater; and
- iii. underground storage tanks.

If any of the previously mentioned substances were found on our property, however, including leased properties, or if we were found to be in violation of applicable laws and regulations, we could be responsible for clean-up costs, property damage and fines or other penalties, any one of which could have a material adverse effect on our financial condition and results of operations.

We face significant competition. The extent and kind of competition that we face varies. The car wash industry is highly competitive. Competition is based primarily on location, facilities, customer service, available services and rates. Because barriers to entry into the car wash industry are relatively low, competition may be expected to continually arise from new sources not currently competing with us. In this sector of our business we also face competition from outside the car wash industry, such as gas stations and convenience stores, that offer automated car wash services. In some cases, these competitors may have significantly greater financial and operating resources than we do. In our car service businesses, we face competition from a number of sources, including regional and national chains, gasoline stations and companies and automotive companies and specialty stores, both regional and national.

Our operations are dependent substantially on the services of our executive officers. If we lose one or more of our executive officers, the loss could have a material adverse effect on our business and results of operations. We do not maintain key-man life insurance policies on our executive officers.

Our Preferred Stock may affect the rights of the holders of our common stock; it may also discourage another person to acquire control of Mace. Our Certificate of Incorporation authorizes the issuance of up to 10,000,000 shares of Preferred Stock. No shares of Preferred Stock are currently outstanding. It is not possible to state the precise effect of Preferred Stock upon the rights of the holders of our common stock until the Board of Directors determines the respective preferences, limitations and relative rights of the holders of one or more series or classes of the Preferred Stock. However, such effect might include: (i) reduction of the amount otherwise available for payment of dividends on Common Stock, to the extent dividends are payable on any issued shares of Preferred Stock, and restrictions on dividends on Common Stock if dividends on the Preferred Stock are in arrears, (ii) dilution of the voting power of the Common Stock to the extent that the Preferred Stock has voting rights, and (iii) the holders of Common Stock not being entitled to share in the Company's assets upon liquidation until satisfaction of any liquidation preference granted to the Preferred Stock.

The Preferred Stock may be viewed as having the effect of discouraging an unsolicited attempt by another person to acquire control of Mace and may therefore have an anti-takeover effect. Issuances of authorized preferred shares can be implemented, and have been implemented by some companies in recent years with voting or conversion privileges intended to make an acquisition of the company more difficult or costly. Such an issuance could discourage or limit the stockholders' participation in certain types of transactions that might be proposed (such as a tender offer), whether or not such transactions were favored by the majority of the stockholders, and could enhance the ability of officers and directors to retain their positions.

Some provisions of Delaware law may prevent us from being acquired. We are governed by Section 203 of the Delaware General Corporation Law, which prohibits a publicly held Delaware corporation from engaging in a "business combination" with a person who is an "interested stockholder" for a period of three (3) years, unless approved in a prescribed manner. This provision of Delaware law may affect our ability to merge with, or to engage in other similar activities with, some other companies. This means that we may be a less attractive target to a potential acquirer who otherwise may be willing to pay a price for our common stock above its market price.

We do not expect to pay cash dividends on our common stock. We do not expect to pay any cash dividends on our common stock in the foreseeable future. We will reinvest any cash otherwise available for dividends in our business.

There are additional risks set forth in the incorporated documents. In addition to the risk factors set forth above, you should review the financial statements and exhibits incorporated into this report. Such documents may contain, in certain instances and from time to time, additional and supplemental information relating to the risks set forth above and/or additional risks to be considered by you, including, without limitation, information relating to losses experienced by Mace in particular historical periods, working capital deficits of Mace at particular dates, information relating to pending and recently completed acquisitions, descriptions of new or changed federal or state regulations applicable to Mace, data relating to remediation and the actions taken by Mace, and estimates at various times of Mace's potential liabilities for compliance with environmental laws or in connection with pending litigation.

Results of Operations for the Nine Months Ended September 30, 2001, Compared to the Nine Months Ended September 30, 2000

Revenues

Car Care Services

The Company owns full service, exterior only and self service car wash locations in New Jersey, Pennsylvania, Delaware, Texas, Florida and Arizona, as well as truck washes in Arizona, Indiana, Ohio and Texas. The Company earns revenues from washing and detailing automobiles; performing oil and lubrication services, minor auto repairs, and state inspections; selling fuel; and selling merchandise through convenience stores within the car wash facilities. Revenues generated for the nine months ended September 30, 2001, for the car care segment were comprised of approximately 83% car wash and detailing, 9% lube and other automotive services, 8% fuel and merchandise.

The majority of revenues are collected in the form of cash or credit card receipts, thus minimizing customer accounts receivable.

Weather can have a significant impact on volume at the individual locations. However, the Company believes that the geographic diversity of its operating locations minimizes weather-related influence on its volume.

Security Products

The Company is currently being paid $20,000 per month under a Management Agreement which allows Mark Sport, Inc. an entity controlled by Jon E. Goodrich, a director of the Company, to operate the Security Products segment. Total revenues under the Management Agreement were $180,000 for the nine months ending September 30, 2001.

Computer Products and Services

The Company's computer products and services subsidiary, ICS, was sold in June of 2000 and has accordingly been reflected as discontinued operations in 2000.

Cost of Revenues

Car Care Services

Cost of revenues consists primarily of direct labor and related taxes and benefits, chemicals, wash and detailing supplies, rent, real estate taxes, utilities, maintenance and repairs of equipment and facilities, as well as the cost of the fuel and merchandise sold.

Selling, General and Administrative Expenses

Selling, general and administrative expenses consist primarily of management, clerical and administrative salaries, professional services, insurance premiums, and costs relating to marketing and sales.

The Company capitalizes direct incremental costs associated with purchase acquisitions. Indirect acquisition costs, such as executive salaries, corporate overhead, public relations, and other corporate services and overhead are expensed as incurred. The Company also charges as an expense any capitalized expenditures relating to proposed acquisitions that management has determined will not be consummated. At September 30, 2001, the Company had no capitalized costs related directly to proposed acquisitions that were not yet consummated.

Depreciation and Amortization

Depreciation and amortization consists primarily of depreciation of buildings and equipment, and amortization of goodwill and other intangible assets. Buildings and equipment are depreciated over the estimated useful lives of the assets using the straight-line method. Goodwill is amortized on a straight-line basis over 25 years. Other intangibles are amortized over their useful lives ranging from three to twenty years, using the straight-line method.

Interest Expense, Net

Interest expense, net of interest income, for the nine months ended September 30, 2001, was $2,263,000 compared to $2,260,000 for the nine months ended September 30, 2000. This is the result of additional interest expense on borrowings relating to several acquisitions in the nine month period ended September 30, 2000, and additional working capital borrowings through a refinancing

in the last quarter of 2000. This increase was offset by a decrease in interest rates on approximately 50% of the Company's long term debt which has interest rates tied to the prime rate.

Other Income and Expense

Other income and expense includes gains and losses on the sale of equipment and rental income received on renting out excess space at the Company's car wash facilities.

Taxes

Income tax expense is derived from tax provisions for interim periods that are based on the Company's estimated annual effective rate. Currently, the effective rate differs from the federal statutory rate primarily due to state and local income taxes, non-deductible costs related to acquired intangibles, and the use of net operating loss carryforwards.

The following table presents the percentage each item in the consolidated statements of operations bears to total revenues:

	Nine Months Ended September 30, 2001	2000
Revenues	100.0%	100.0%
Cost of revenues	71.6	72.9
Selling, general and administrative expenses	14.9	14.8
Depreciation and amortization	5.5	4.9
Costs of terminated acquisitions	0.3	1.6
Operating income	7.7	5.8
Interest expense, net	(6.1)	(6.2)
Other income	1.2	0.9
Income from continuing operations before income taxes	2.8	0.5
Income tax expense	1.1	0.2
Income from continuing operations	1.7	0.3
Loss from discontinued operations	-	(0.7)
Gain on disposal of ICS	-	2.0
Net income	1.7%	1.6%

Revenues

Car Care Services

Revenues for the nine months ended September 30, 2001, were $36.6 million as compared to $36.4 million for the nine months ended September 30, 2000, an increase of $0.2 million or 1%. Of the $0.2 million increase, approximately $1.6 million was from wash and detail services, which was partially offset by decreases of approximately $274,000 in lube sales, and $1.1 million in fuel and merchandise sales. Of the $36.6 million of revenues for the nine months ended September 30, 2001, $30.3 million or 83% was generated from car wash and detailing, $3.4 million or 9% from lube and other automotive services, and $2.9 million or 8% from fuel and merchandise sales. Of the $36.4 million of revenues for the nine months ended September 30, 2000, $28.7 million or 79% was generated from car wash and detailing, $3.7 million or 10% from lube and other automotive services, and $4.0 million or 11% from fuel and merchandise sales. The net increase in total revenue in 2001 is attributable to revenues earned at a car wash and five truck washes the Company acquired during 2000; internal growth through a focus on selling detailing and additional on-line car wash services which increased the average wash and detailing revenue per car by 14.7% or $1.88 to $14.67 in the nine months ended September 30, 2001, from $12.79 per car in the first nine months of 2000; offset partially by a reduction in wash revenues due to the divestiture of several car wash sites since the third quarter of 2000, and an approximate $1.4 million or 18% decline in lube services, fuel and merchandise sales.

During a portion of the nine months ended September 30, 2000, the Company managed three car wash locations under operating agreements, under which the Company was entitled to all profits generated from the operation of those locations. The income earned under the agreements is shown as revenue net of related operating expenses. Gross revenue generated by the locations

under operating agreements for the nine months ended September 30, 2000, was $857,000. No locations were operated under operating agreements during the nine months ended September 30, 2001.

Security Products

During the nine months ended September 30, 2001, pursuant to a Management Agreement, the Company was paid $180,000. This amount is included under revenues from operating agreements. The Company was paid $160,000 under this Agreement for the nine months ended September 30, 2000.

Cost of Revenues

Car Care Services

Cost of revenues for the nine months ended September 30, 2001, were $26.4 million or 72% of revenues with car washing and detailing costs at 70% of respective revenues, lube and other automotive services costs at 76% of respective revenues, and fuel and merchandise costs at 89% of respective revenues.

Cost of revenues for the nine months ended September 30, 2000, were $26.7 million, or 73% of revenues. However, because income earned under operating agreements is shown as a net figure in revenue, already reduced by cost of revenues, the cost of revenue percentage for this segment is better analyzed on a gross method. With revenues and cost of revenues for locations under operating agreement shown on a gross basis, total cost of revenues for the nine months ended September 30, 2000, was $27.5 million or 74% of revenues for this segment, with car wash and detailing costs at 72% of respective revenues, lube and other automotive services costs at 76% of respective revenues, and fuel and merchandise costs at 87% of respective revenues. With the Company's increase in its average wash and detailing revenues per car by $1.88 or 14.7% over the first nine months of 2000 and continued emphasis on controlling operating costs, the Company has a net increase in wash and detailing operating margins in the current year. The overall increase in margin is partially offset by a 6.0% reduction in car wash volume due largely to inclement weather in the current year. In the nine months ended September 30, 2001, approximately 32.4% of the Company's operating days within its markets were rainy or cloudy as compared to 28.4% in the nine months ended September 30, 2000.

Security Products

During 2000 and 2001, pursuant to a Management Agreement, no costs were incurred by the Company.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for the nine months ended September 30, 2001, were $5.48 million compared to $5.40 million for the same period in 2000, an increase of approximately $80,000 or 1%. SG&A costs as a percent of revenues were 14.9% for the nine months ended September 30, 2001, as compared to 14.8% in the first nine months of 2000. Most of this increase is as a result of SG&A costs incurred at the six additional locations acquired during 2000 and three sites transitioned from operating agreements to being owned. The remainder of the increase is primarily the result of increases in advertising, insurance costs and business taxes. This increase was partially offset by a reduction of administrative costs as a result of efficiencies gained through consolidating all regional back office activity into the Mt. Laurel, New Jersey, corporate office.

In the nine months ended September 30, 2001, the Company wrote off approximately $107,000 of acquisition costs associated with terminated pending acquisitions. Additionally, in the same period in 2000, the Company wrote off $580,000 of acquisition related costs associated with terminated pending acquisitions.

Depreciation and Amortization

Depreciation and amortization totaled $2.0 million for the nine months ended September 30, 2001, as compared to $1.8 million for the same period in 2000. This increase is primarily attributable to the six additional sites acquired during 2000 and three sites transitioned from an operating agreement to being owned.

Interest Expense, Net

Interest expense, net of interest income, for the nine months ended September 30, 2001, was $2,263,000 compared to $2,260,000 for the nine months ended September 30, 2000. This is the result of additional interest expense on borrowings relating to several acquisitions in the nine month period ended September 30, 2000, and additional working capital borrowings through a refinancing

in the last quarter of 2000. This increase was offset by a decrease in interest rates on approximately 50% of the Company's long term debt which has interest rates tied to the prime rate.

Other Income

In the quarter ended September 30, 2001, the Company sold its facility in Morrisville, Pennsylvania and recognized a pre-tax gain of approximately $216,000.

Taxes

The Company recorded a tax expense of $377,000 for the nine months ended September 30, 2001. Tax expense reflects the recording of income taxes at an effective rate of 37%. The effective rate differs from the federal statutory rate primarily due to state and local income taxes, non-deductible costs related to acquired intangibles, and the use of net operating loss carryforwards.

Results of Operations for the Three Months Ended September 30, 2001 Compared to the Three Months Ended September 30, 2000

Revenues

Car Care Services

Revenues for the three months ended September 30, 2001, were $10.9 million as compared to $12.6 million for the three months ended September 30, 2000, a decrease of $1.7 million or 14%. Of the $1.7 million decrease, approximately $0.9 million was from wash and detail services, approximately $0.2 was in lube sales and $0.6 was in fuel and merchandise sales. Of the $10.9 million of revenues for the three months ended September 30, 2001, $8.9 million or 82% was generated from car wash and detailing, $1.1 million or 10% from lube and other automotive services, and $0.9 million or 8% from fuel and merchandise sales. Of the $12.6 million of revenues for the three months ended September 30, 2000, $9.9 million or 78% was generated from car wash and detailing, $1.3 million or 10% from lube and other automotive services, and $1.4 million or 12% from fuel and merchandise sales. The $0.9 million decrease in wash and detail services was largely the result of more rain and cloud days in the Company's Texas region, a temporary decrease in car wash volume in all of the Company's regions due to the terrorist attacks against the United States on September 11, 2001, and a reduction in wash volume due to the divestiture of several car wash sites since the third quarter of 2000. The volume decrease was partially offset by internal price growth through a focus on selling detailing and additional on-line car wash services which increased the average wash and detailing revenue per car by 5.8% or $0.80 to $14.54 in the three months ended September 30, 2001, from $13.74 per car in the three months ended September 30, 2000.

Security Products

During the three months ended September 30, 2001, pursuant to a Management Agreement, the Company was paid $60,000. This amount is included under revenues from operating agreements. The Company was paid $60,000 under this Agreement for the three months ended September 30, 2000.

Cost of Revenues

Car Care Services

Cost of revenues for the three months ended September 30, 2001, were $8.1 million or 75% of revenues with car washing and detailing costs at 73% of respective revenues, lube and other automotive services costs at 78% of respective revenues, and fuel and merchandise costs at 90% of respective revenues.

Cost of revenues for the three months ended September 30, 2000, were $9.7 million, or 77% of revenues, with car wash and detailing costs at 75% of respective revenues, lube and other automotive services costs at 76% of respective revenues, and fuel and merchandise costs at 88% of respective revenues. With the Company's increase in average wash and detailing revenue per car in the current quarter of $0.80 or 5.8% as compared to the same quarter in the prior year and continued emphasis on controlling operating costs, the Company has achieved improved wash and detailing operating margins.

Security Products

During 2000 and 2001, pursuant to a Management Agreement, no costs were incurred by the Company.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for the three months ended September 30, 2001, were $1.7 million compared to $1.8 million for the same period in 2000. SG&A costs as a percent of revenues were 15.7% for the three months ended September 30, 2001, as compared to 14.5% in the third quarter of 2000.

In the three months ended September 30, 2001, the Company wrote off approximately $33,000 of costs associated with terminated pending acquisitions.

Depreciation and Amortization

Depreciation and amortization totaled $684,000 for the three months ended September 30, 2001, as compared to $640,000 for the same period in 2000. This increase is primarily attributable to the six additional sites acquired during 2000 and three sites transitioned from an operating agreement to being owned.

Interest Expense, Net

Interest expense, net of interest income, for the three months ended September 30, 2001, was $712,000 compared to $788,000 for the three months ended September 30, 2000. This decrease is the result of the decrease in interest rates on approximately 50% of the Company's long term debt which has interest rates tied to the prime rate. This decrease was partially offset by additional working capital borrowings through a refinancing of certain long term debt in the last quarter of 2000.

Other Income

In the quarter ended September 30, 2001, the Company sold its facility in Morrisville, Pennsylvania and recognized a pre-tax gain of approximately $216,000.

Taxes

The Company recorded a tax benefit of $11,000 for the three months ended September 30, 2001. Tax benefit reflects the recording of income taxes at an effective rate of 37%. The effective rate differs from the federal statutory rate primarily due to state and local income taxes, non-deductible costs related to acquired intangibles, and the use of net operating loss carryforwards.

Liquidity and Capital Resources

The Company's business requires substantial amounts of capital, most notably to pursue the Company's acquisition strategies and for equipment purchases and upgrades. The Company plans to meet these capital needs from various financing sources, including borrowings, internally generated funds, and the issuance of common stock as the market price of the Company's stock improves.

As of September 30, 2001, the Company had positive working capital of approximately $4.0 million and cash and cash equivalents of $6.0 million. For the nine months ended September 30, 2001, net cash provided by operations was approximately $2.1 million, net cash used in financing activities was approximately $1.6 million and net cash provided by investing activities was approximately $693,000 resulting in a net increase in cash and cash equivalents of approximately $1.2 million. Capital expended during the period included approximately $634,000 for the purchase of operating equipment, real estate, and intangibles.

The Company's acquisition program and operations to date have required substantial amounts of working capital, and the Company expects to continue to expend funds to support its acquisition program and capital needs for equipment. The Company estimates aggregate capital expenditures, exclusive of acquisitions of businesses, of approximately $150,000 for the remainder of the year ending December 31, 2001.

At September 30, 2001, the Company had borrowings of approximately $35.0 million. The Company has two letters of credit outstanding at September 30, 2001, totaling $625,000 as collateral relating to worker compensation insurance policies. The Company does not maintain a revolving credit facility. During 2000, the Company refinanced on a long term basis under favorable terms the majority of its short term debt related to its 1999 and 2000 acquisitions. In February 2000, the Company entered into a $4.8 million term loan with Bank One, Texas, NA ("Bank One") to refinance the remaining balance of a short term

promissory note related to the Genie acquisition and entered into several new loan agreements with Bank One to finalize the assumption of notes held by Bank One relating to the Colonial acquisition. Additionally, in November 2000, the Company entered into a $6.7 million three year term note (15 year amortization basis) with Bank One to refinance a $1.3 million convertible promissory note to Bullseye Properties assumed in connection with the acquisition of Eager Beaver, a $2.1 million SouthTrust Bank note maturing in May 2001, and a $1.0 million promissory note related to the Red Baron Truck Wash acquisition. The Bank One term note also provided approximately $800,000 for the purchase of the leased Beneva Car Wash property and approximately $1.6 million of additional funding, net of loan closing costs, for capital improvements and working capital.

The Company also had various other long term mortgage notes up for periodic review during 2001 which the Company has been successful in renewing. Several of the Company's debt agreements as amended contain certain affirmative and negative covenants and require the maintenance of certain levels of tangible net worth and the maintenance of certain debt coverage ratios on an individual subsidiary and consolidated level. The Company is currently in compliance with these covenants.

On April 5, 2000, the Company executed a master facility agreement with Fusion Capital Fund II, LLC ("Fusion") pursuant to which Fusion agreed to enter into up to two equity purchase agreements, each with an aggregate principal amount of $12.0 million. The equity purchase agreements allow the Company to suspend the purchasing of its common stock by Fusion if the price of the Company's common stock is less than $7.00 per share. The Company is currently not permitting the purchase of its common stock under the equity purchase agreement due to the current low trading value of the Company's common stock and the potentially dilutive effect of such stock purchases. If and when the Company agrees to the purchase of its stock, Fusion has the right to purchase from the Company shares of common stock up to $12.0 million at a price equal to the lesser of (1) 140% of the average of the closing bid prices for our common stock during the 10 trading days prior to the date of the applicable equity purchase agreement or $7.00, whichever is greater or (2) a price based upon the future performance of the common stock, in each case without any fixed discount to the market price. As long as the Company has not suspended Fusion from purchasing its stock, the equity purchase agreement requires that at the beginning of each month, Fusion will pay $1.0 million to the Company as partial prepayment for the common stock. Once the $1.0 million has been applied to purchase shares of our common stock, Fusion will pay the remaining principal amount upon receipt of our common stock. The first equity purchase agreement was executed by Fusion on April 17, 2000. Proceeds from purchased shares through September 30, 2001 totaled approximately $1.3 million. The second equity purchase agreement will be executed after delivery of an irrevocable written notice by the Company to Fusion stating that we elect to enter into such purchase agreement with Fusion. The second equity purchase agreement may be entered into only after the principal amount under the first equity purchase agreement is fully converted into the Company's common stock.

Seasonality and Inflation

The Company believes that its car washing and detailing operations are adversely affected by periods of inclement weather. The Company has mitigated and intends to continue to mitigate the impact of inclement weather through geographic diversification of its operations.

The Company believes that inflation and changing prices have not had, and are not expected to have any material adverse effect on its results of operations in the near future.

PART II
OTHER INFORMATION

Item 5. Other Information

On April 19, 2001, the Company was advised by Nasdaq that its common stock had failed to trade above one dollar for thirty consecutive business days, and was therefore not in compliance with Marketplace Rule 4450(a)(5) of the Nasdaq National Market. Nasdaq advised the Company that it had until July 18, 2001, to maintain a bid price of at least one dollar for ten consecutive business days or be delisted. The Company maintained a minimum bid price of at least one dollar for ten consecutive business days ending May 4, 2001. On May 11, 2001, the Company was advised by Nasdaq that it was in compliance with Market Place Rule 4450(a)(5) and was not subject to being delisted.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits:

10.134 Term Note dated November 6, 2001, between the Company, its subsidiary, Colonial Full Service Car Wash, Inc., and Bank One, Texas, N.A. in the amount of $380,000.

(b) Current Reports on Form 8-K or 8-K/A:

On September 27, 2001, the Company filed a report on Form 8-K dated August 28, 2001 under Item 2 to report the sale of all the assets of Gabe's Plaza Car Wash, located in Morrisville, Pennsylvania.

SIGNATURES

In accordance with 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.

Mace Security International, Inc.

BY: /s/ Louis D. Paolino, Jr.

Louis D. Paolino, Jr., Chairman, Chief Executive Officer and President

BY: /s/ Gregory M. Krzemien

Gregory M. Krzemien, Chief Financial Officer

BY: /s/ Ronald R. Pirollo

Ronald R. Pirollo, Controller (Principal Accounting Officer)

DATE: November 9, 2001