

SPAR GROUP INC  
Form 10-Q  
November 12, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Form 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the third quarterly period ended September 30, 2010.

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number: 0-27824

SPAR Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

33-0684451

State of Incorporation

IRS Employer Identification No.

560 White Plains Road, Suite 210, Tarrytown, New York 10591

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (914) 332-4100

Indicate by check 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

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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 (§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", "non-accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act).

Large Accelerated Filer   
Non-Accelerated Filer

Accelerated Filer   
Smaller Reporting Company

(Do not check if a 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

On September 30, 2010, there were 19,265,931 shares of Common Stock outstanding.

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## SPAR Group, Inc.

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## PART I: FINANCIAL INFORMATION

## Item 1. Financial Statements

SPAR Group, Inc.  
Consolidated Balance Sheets  
(In thousands, except share and per share data)

	September 30, 2010 (unaudited)	December 31, 2009 (note)
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$857	\$1,659
Accounts receivable, net	12,981	10,231
Prepaid expenses and other current assets	1,225	1,182
Total current assets	15,063	13,072
Property and equipment, net	1,588	1,550
Intangibles	1,212	798
Other assets	241	1,931
Total assets	\$18,104	\$17,351
<b>Liabilities and equity</b>		
Current liabilities:		
Accounts payable	\$2,316	\$3,819
Accrued expenses and other current liabilities	2,293	2,226
Accrued expenses due to affiliates	1,771	1,436
Customer deposits	402	477
Lines of credit and other debt	5,535	4,862
Total liabilities (all current)	12,317	12,820
<b>Equity:</b>		
SPAR Group, Inc. equity		
Preferred stock, \$.01 par value:		
Authorized shares – 3,000,000		
Issued and outstanding shares –		
554,402 – September 30, 2010 and December 31, 2009	6	6
Common stock, \$.01 par value:		
Authorized shares – 47,000,000		
Issued and outstanding shares –		
19,265,931 – September 30, 2010 and		
19,139,365 - December 31, 2009	193	191
Treasury stock	(1 )	(1 )
Additional paid-in capital	13,204	13,099

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Accumulated other comprehensive loss	(216 )	(220 )
Accumulated deficit	(8,002 )	(8,975 )
Total SPAR Group, Inc. equity	5,184	4,100
Non-controlling interest	603	431
Total liabilities and equity	\$18,104	\$17,351

Note: The Balance Sheet at December 31, 2009, is excerpted from the consolidated audited financial statements as of that date but does not include certain information and footnotes required by accounting principles generally accepted in the United States for complete financial statements.

See accompanying notes.

SPAR Group, Inc.  
Consolidated Statements of Income  
(unaudited)  
(In thousands, except per share data)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2010	2009	2010	2009
Net revenues	\$ 15,674	\$ 14,708	\$ 44,415	\$ 43,358
Cost of revenues	10,730	10,373	29,990	30,757
Gross profit	4,944	4,335	14,425	12,601
Selling, general and administrative expense	4,350	3,745	12,520	11,601
Depreciation and amortization	229	271	725	800
Operating income	365	319	1,180	200
Interest expense	36	49	138	155
Other (income) expense	(77 )	(101 )	15	(542 )
Income before provision for income taxes	406	371	1,027	587
Provision for income taxes	40	24	74	246
Net income	366	347	953	341
Net loss (income) attributable to the non-controlling interest	41	190	(20 )	143
Net income attributable to SPAR Group, Inc.	\$ 325	\$ 157	\$ 973	\$ 198
Basic/diluted net income per common share:				
Net income – basic/diluted	\$ 0.02	\$ 0.01	\$ 0.05	\$ 0.01
Weighted average common shares – basic	19,203	19,139	19,161	19,139
Weighted average common shares - diluted	20,705	19,436	20,392	19,266

See accompanying notes.

SPAR Group, Inc.  
Consolidated Statements of Cash Flows  
(unaudited) (In thousands)

	Nine Months Ended September 30,	
	2010	2009
<b>Operating activities</b>		
Net cash (used in) provided by operating activities	\$(230 )	\$1,987
<b>Investing activities</b>		
Purchases of property and equipment, capitalized software and intangibles	(1,202 )	(602 )
<b>Financing activities</b>		
Net proceeds (payments) on lines of credit	176	(1,012 )
Other long-term liabilities	–	(100 )
Proceeds from stock options	6	–
Short-term debt proceeds	500	–
Payments on capital leases	(101 )	–
Net cash provided by (used in) financing activities	581	(1,112 )
Effects of foreign exchange rate on cash	49	82
Net change in cash and cash equivalents	(802 )	355
Cash and cash equivalents at beginning of period	1,659	1,685
Cash and cash equivalents at end of period	\$857	\$2,040
<b>Supplemental disclosure of cash flows information</b>		
Interest paid	\$207	\$160
Taxes paid	\$162	\$757

See accompanying notes.

SPAR Group, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements  
(unaudited)

1. Basis of Presentation

This Quarterly Report on Form 10-Q for the interim three and nine month periods ended September 30, 2010 (this "Quarterly Report"), of SPAR Group, Inc. ("SGRP", and together with its subsidiaries, the "SPAR Group" or the "Company") contains unaudited, consolidated financial statements of the Company that have been prepared for such periods in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, such statements do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included in these interim financial statements. However, these interim financial statements should be read in conjunction with the annual consolidated financial statements and notes thereto for the Company as contained in the Company's Annual Report for 2009 on Form 10-K for the year ended December 31, 2009, as filed with the Securities and Exchange Commission (the "SEC") on April 15, 2010, and supplemented and modified by SGRP's amendments on Form 10-K/A as filed with the SEC on April 30, 2010 and on October 8, 2010 (as amended, SGRP's "Annual Report"). The Company's results of operations for such interim periods are not necessarily indicative of its expected, likely or actual operating results for the entire year.

2. Business and Organization

SPAR Group is a diversified international merchandising and marketing services company that provides a broad array of services worldwide to help companies improve their sales, operating efficiency and profits at retail locations. The Company provides merchandising and other marketing services to manufacturers, distributors and retailers worldwide, primarily in mass merchandisers, electronic and drug store chains, convenience and grocery stores and related technology services and marketing research. The Company also provides furniture and other product assembly services both in store and in home. The Company has supplied these products and services in the United States since certain of its predecessors were formed in 1979 and internationally since the Company acquired its first international subsidiary in Japan in May of 2001. Today the Company operates in 9 countries whose populations represent approximately 47% of the total world population, through operations in the United States, Canada, Japan, South Africa, India, Romania, China, Australia and New Zealand.

Merchandising services primarily consist of regularly scheduled, special project and other product services provided at the store level, and the Company may be engaged by either the retailer or the manufacturer. Those services may include restocking and adding new products, removing spoiled or outdated products, resetting categories "on the shelf" in accordance with client or store schematics, confirming and replacing shelf tags, setting new sale or promotional product displays and advertising, kiosk replenishment and providing in-store event staffing and in store, in home and in office assembly services. Other merchandising services include whole store or departmental product sets or resets, including new store openings, new product launches and in-store demonstrations, special seasonal or promotional merchandising, focused product support and product recalls. The Company continues to seek to expand its merchandising, assembly and marketing services business throughout the world.

In order to cultivate foreign markets and expand the Company's merchandising and marketing services business outside of the United States, modify the necessary systems and implement the Company's business model worldwide, and ensure a consistent approach to the Company's merchandising and marketing efforts worldwide, the Company has divided its world focus into two geographic areas, the United States, which is the sales territory for the Company's Domestic Merchandising Services Division, and International (i.e. all locations outside the United States), which are



the sales territories for the Company's International Merchandising Services Division (See Note 12 – Geographic Data). To that end, the Company also (1) provides and requires all of its locations to use its Internet based operating, scheduling and reporting systems (including language translations, ongoing client and financial reports and ongoing IT support), (2) provides and requires all of its locations to comply with its financial reporting and disclosure controls and procedures, (3) provides accounting and auditing support and tracks and reports certain financial and other information separately for those two divisions, and (4) has management teams in its corporate offices responsible for supporting and monitoring the management, sales, marketing and operations of each of the Company's International subsidiaries and maintaining consistency with the Company's other subsidiaries worldwide.

SPAR Group, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements  
(unaudited) (continued)

### 3. Earnings Per Share

The following table sets forth the computations of basic and diluted earnings per share (in thousands, except per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
<b>Numerator:</b>				
Net income attributable to SPAR Group, Inc.	\$325	\$157	\$973	\$198
<b>Denominator:</b>				
Shares used in basic net income per share calculation	19,203	19,139	19,161	19,139
<b>Effect of diluted securities:</b>				
Employee stock options	1,502	297	1,231	127
Shares used in diluted net income per share calculation	20,705	19,436	20,392	19,266
Basic and diluted net income per common share	\$0.02	\$0.01	\$0.05	\$0.01

### 4. Lines of Credit and Other Debt

#### Prior Domestic Credit Facility:

In January 2003, the Company (other than SGRP's foreign subsidiaries) and Webster Business Credit Corporation, then known as Whitehall Business Credit Corporation ("Webster"), entered into the Third Amended and Restated Revolving Credit and Security Agreement and related documents (collectively, as amended, the "Webster Credit Facility"). The Webster Credit Facility provided for a \$5.0 million revolving line of credit, which was scheduled to mature on September 15, 2010. The Webster Credit Facility was secured by all of the assets of the Company's domestic subsidiaries. The Webster Credit Facility also limited certain expenditures, including, but not limited to, capital expenditures and other investments, and required that the Company satisfy certain financial and other covenants. This Credit Facility was replaced on July 6, 2010, with the new Credit Facility noted below. For an expanded description of the Webster Credit Facility, please see Note 4 ("Lines of Credit and Other Debt") to the Company's Quarterly Report on Form 10-Q for the periods ended June 30, 2010, as filed with the SEC on August 11, 2010 (which description is hereby incorporated into this Quarterly Report by reference).

#### New Domestic Credit Facility:

SGRP and certain of its domestic direct and indirect subsidiaries, namely SPAR Incentive Marketing, Inc., PIA Merchandising Co., Inc., Pivotal Sales Company, National Assembly Services, Inc., SPAR/Burgoyne Retail Services, Inc., SPAR Group International, Inc., SPAR Acquisition, Inc., SPAR Trademarks, Inc., SPAR Marketing



SPAR Group, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements  
(unaudited) (continued)

Force, Inc. and SPAR, Inc. (each a "Subsidiary Borrower", and together with SGRP, collectively, the "Borrowers"), entered into a Revolving Loan and Security Agreement dated as of July 6, 2010 (the "Loan Agreement"), with Sterling National Bank and Cornerstone Bank as the lenders (the "Lenders"), and issued their Secured Revolving Loan Notes in the original maximum principal amounts of \$5.0 million to Sterling National Bank and \$1.5 million to Cornerstone Bank (the "Notes"), to document and govern their new credit facility with the Lenders (the "Sterling Credit Facility"). The Sterling Credit Facility replaced the Webster Credit Facility on July 6, 2010, and the first advance under such new facility was used to fully repay and terminate the Webster Credit Facility and its documents and liens.

In addition, Mr. Robert G. Brown, a Director, the Chairman and a major stockholder of SGRP, and Mr. William H. Bartels, a Director, the Vice Chairman and a major stockholder of SGRP, have provided personal guarantees of the Sterling Credit Facility totaling \$2.5 million pursuant to their Limited Continuing Guaranty in favor of the Lenders dated as of July 6, 2010 (the "Limited Guaranty").

Revolving Loans of up to \$6.5 million are available to the Borrowers under this new Sterling Credit Facility based upon the borrowing base formula defined in the Loan Agreement (principally 85% of "eligible" domestic accounts receivable less certain reserves). The Sterling Credit Facility is secured by substantially all of the assets of the Borrowers (other than SGRP's foreign subsidiaries, certain designated domestic inactive subsidiaries, and their respective equity and assets).

The domestic revolving loan balance outstanding under the Sterling Credit Facility was approximately \$4.5 million at September 30, 2010, and the revolving loan balances outstanding under the Webster Credit Facility was approximately \$ 4.0 million at December 31, 2009. As of September 30, 2010, the Company had unused availability under the Sterling Credit Facility of \$1.3 million out of the remaining maximum \$2.0 million unused revolving line of credit.

The basic interest rate under the Sterling Credit Facility is equal to the fluctuating Prime Rate of interest published in the Wall Street Journal from time to time (as determined by the Agent) plus one and one-half (1.50%) percent per annum, which automatically changes with each change in such rate.

The actual average interest rate was 4.75% per annum under the Sterling Credit Facility for the three months ended September 30, 2010, and 5.0% per annum under the Webster Credit Facility for the six months ended June 30, 2010. The Sterling Credit Facility is secured by substantially all of the assets of the Company (other than SGRP's foreign subsidiaries and their assets). Because of the requirement to maintain a lock box arrangement with the Agent and the Lenders' ability to invoke a subjective acceleration clause at its discretion, borrowings under the Sterling Credit Facility is classified as current.

The Sterling Credit Facility contains certain financial and other restrictive covenants and also limits certain expenditures by the Borrowers, including, but not limited to, capital expenditures, acquisitions and other investments. These financial covenants are measured as of December 31, 2010, and each year thereafter. The Company expects to be in compliance with these covenants at that date. However, there can be no assurance that the Company will not be in violation of certain covenants in the future; and should the Company be in violation there can be no assurance the Lenders will issue waivers for any future violations.

International Credit Facilities and Other Debt:

The Australian subsidiary, SPARFACTS Australia Pty. Ltd., has a revolving line of credit arrangement with Commonwealth Bank of Australia (CBA) for AUD 2.0 million, or approximately \$1.9 million (based upon the exchange rate at September 30, 2010). At September 30, 2010, SPARFACTS Australia Pty. Ltd. had AUD 252,000 or \$245,000 outstanding under the line of credit and at December 31, 2009, SPARFACTS Australia Pty. Ltd. had AUD 510,000, or approximately \$456,000, outstanding under the line of credit (based upon the exchange rate at those dates). The average interest rate was 9.9% per annum for the nine months ended September 30, 2010.

SPAR Group, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements  
(unaudited) (continued)

SPAR Canada Company, a wholly owned subsidiary, has a secured credit agreement with Royal Bank of Canada providing for a Demand Operating Loan for a maximum borrowing of CAD 750,000 or approximately \$729,000 (based upon the exchange rate at September 30, 2010). The Demand Operating Loan provides for borrowing based upon a formula as defined in the agreement (principally 75% of eligible accounts receivable less certain deductions) and a minimum total debt to tangible net worth covenant. The outstanding balance under the line of credit agreement was CAD 353,000 or \$343,000 and CAD 395,000 or \$376,000 at September 30, 2010 and December 31, 2009, respectively (based upon the exchange rate at that date). The average interest rate was 3.5% per annum for the nine months ended September 30, 2010.

At the March 2010 quarterly board meeting of SGRP, the Board of Directors authorized the Company to secure bridge financing for future acquisition efforts in an amount not to exceed \$1.0 million. On March 26, 2010 the Company signed a Loan and Security Agreement and a Promissory Note with Michael Anthony Holdings, Inc., for a maximum loan totaling \$1.0 million, at which time the Company received its first advance of \$500,000 and used that advance for the acquisition of certain assets of Wings and Ink, a Canadian company, that closed on April 1, 2010. The \$500,000 loan is recorded as a current liability on the Company's balance sheet under Lines of credit and other debt. At this time the Company does not have plans to draw down on the remaining \$500,000 available under this agreement.

The loan is payable on an interest only basis (for a one year term) at the rate of 14% per annum (payable monthly) and matures on March 31, 2011. However, should the loan not be paid in full by March 31, 2011, the interest rate automatically increases to 24% per annum (payable monthly) until the principal is paid in full. The loan does not contain a prepayment penalty.

In addition to the cost of interest, the Company paid, at closing, to Michael Anthony Holding, Inc. a fee of \$10,000 in cash and agreed to issue 75,000 warrants to purchase 75,000 shares of the Company's Common Stock. The warrants are exercisable during the two (2) year period following the closing at the market price of \$0.85 per share of SGRP's Common Stock (its closing stock price on that closing date). In addition, the loan is secured by a pledge of the stock of SPAR Canada Company.

#### 5. Capital Lease Obligations

The Company has two outstanding capital lease obligations. The first capital lease originated in 2007, related to certain computer equipment leases. These 2007 leases will expire as of December 31, 2010. The equipment had a cost of \$582,000, accumulated depreciation of \$578,000 and a net book value of \$4,000 at September 30, 2010. The accumulated depreciation and net book value as of December 31, 2009, was \$524,000 and \$58,000, respectively. The second lease originating in March 2010 has a cost of \$215,000, accumulated depreciation of \$12,000 and a net book value of \$203,000 at September 30, 2010. Of the \$25,000 minimum lease payment remaining in 2010, the interest portion is \$6,200.

#### 6. Related-Party Transactions

SGRP's policy respecting approval of transactions with related persons, promoters and control persons is contained in the SPAR Group Code of Ethical Conduct for its Directors, Senior Executives and Employees Dated (as of) May 1, 2004 (the "Ethics Code"). Article V of the Ethics Code generally prohibits each "Covered Person" (including SGRP's officers and directors) from engaging in any business activity that conflicts with his or her duties to the Company, and

directs each "Covered Person" to avoid any activity or interest that is inconsistent with the best interests of the SPAR Group, in each case except for any "Approved Activity" (as such terms are defined in the Ethics Code). Examples of violations include (among other things) having any ownership interest in, acting as a director or officer of or otherwise personally benefiting from business with any customer or vendor of the Company other than pursuant to any Approved Activity. Approved Activities include (among other things) anything disclosed to and approved by the Board, the Governance Committee or the Audit Committee, as the case may be, as well as the ownership, board and executive positions held by certain executive officers in SMS, SMSI and SIT (as defined and described below). The Company's senior management is generally responsible for monitoring compliance with

SPAR Group, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements  
(unaudited) (continued)

the Ethics Code and establishing and maintaining compliance systems, including conflicting relationships and transactions, subject to the review and oversight of SGRP's Governance Committee as provided in clause IV.11 of the Governance Charter, and its Audit Committee as provided in clause I.2(1) of the Audit Charter. The Governance Committee and Audit Committee each consist solely of independent outside directors.

The Audit Committee has the specific duty and responsibility to review and approve the overall fairness of all material related-party transactions. The Audit Committee receives every affiliate contract and amendment thereto for its review and approval (to the extent approval is given), and each contract is periodically (often annually) again reviewed, in accordance with the Audit Charter, the Ethics Code, the rules of the Nasdaq Stock Market, Inc. ("Nasdaq"), and applicable law to ensure that the overall economic and other terms will be (or continue to be) no less favorable to the Company than would be the case in an arm's length contract with an unrelated provider of similar services (i.e., its overall fairness). The Audit Committee periodically reviews and has approved all of the related party relationships and transactions described below.

Mr. Robert G. Brown, a Director, the Chairman and a major stockholder of SGRP, and Mr. William H. Bartels, a Director, the Vice Chairman and a major stockholder of SGRP, are executive officers and the sole stockholders and directors of SPAR Marketing Services, Inc. ("SMS"), SPAR Management Services, Inc. ("SMSI"), and SPAR InfoTech, Inc. ("SIT").

SMS and SMSI provided 99% of the Company's domestic merchandising specialists field force for both the nine months ended September 30, 2010 and 2009, and they also provided 92% and 84% of the Company's domestic field management for the nine months ended September 30, 2010 and 2009, respectively, at a total cost to the Company of approximately \$14.8 million and \$10.4 million for the nine months ended September 30, 2010, and 2009, respectively. Pursuant to the terms of the Amended and Restated Field Service Agreement dated as of January 1, 2004, as amended on September 24, 2008 (the "Field Services Agreement"), SMS provides merchandising services to the Company through the use of approximately 3,400 of its field force of merchandising specialists. Pursuant to the terms of the Amended and Restated Field Management Agreement dated as of January 1, 2004, SMSI provides 54 full-time national, regional and district managers to the Company. For those services, the Company has agreed to reimburse SMS and SMSI for all of their costs of providing those services and to pay SMS and SMSI each a premium equal to 4% of their respective costs (the "Plus Compensation"). SMS and the Company agreed to provide a temporary price concession by lowering the Plus Compensation rate by one percentage point, from 4% to 3%, effective January 1, 2009, continuing through December 31, 2009, at which time the Plus Compensation rate was re-instated to 4%. The total Plus Compensation (4% of the costs of SMS and SMSI for 2010 and 3% for 2009) earned by SMS and SMSI for services rendered was approximately \$566,000 and \$296,000 for the nine months ended September 30, 2010, and 2009, respectively.

The Company has continued to purchase those services because it believes the terms it receives from them are at least as favorable to the Company than it could obtain from non-affiliated providers of similar services. Annually the Company engages an outside firm to conduct a survey of fees and rates charged by comparable national labor sourcing firms to serve as a comparison to the rates charged by such affiliates. The most recent such survey completed in late 2009 indicated that the rates negotiated with the Affiliates are in fact slightly less than those charged by unrelated vendors providing similar services. For the nine months ended September 30, 2010 and 2009, the Company's cost of revenue would have increased by approximately \$447,000 and \$327,000 respectively, if the Company would have instead used an unaffiliated entity to provide comparable services at the surveyed rates. All affiliate contracts are



reviewed and approved by SGRP's Audit Committee.

The Company has been advised that Messrs. Brown and Bartels are not paid any salaries as officers of SMS or SMSI so there were no salary reimbursements for them included in such costs or premium. However, since SMS and SMSI are "Subchapter S" corporations and are owned by Messrs. Brown and Bartels, all income from SMS and SMSI is allocated to them.

In an effort to further reduce costs and improve efficiencies, on January 1, 2010, the Company began performing its own programming services through its centralized data processing facility located in Auburn Hills,

SPAR Group, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements  
(unaudited) (continued)

Michigan, using its own employees and contractors worldwide, and ceased utilizing the programming services of SIT. The Company hired the majority of the employees and contractors who previously worked for SIT with SIT's cooperation. In 2009, SIT provided substantially all of the Internet computer programming services purchased by the Company at a total cost of \$446,000 for the nine months ended September 30, 2009. SIT provided approximately 17,000 hours of Internet computer programming services to the Company for the nine months ended September 30, 2009. The average hourly billing rate was \$26.44 for the nine months ended September 30, 2009. The Company has been advised that no hourly charges or business expenses for Messrs. Brown and Bartels were charged to the Company by SIT for the nine months ended September 30, 2009. However, since SIT is a "Subchapter S" corporation and is owned by Messrs. Brown and Bartels, all income of SIT is allocated to them.

In July 2008, the Company (through SMF) entered into a new Master Lease Agreement with SMS, and in July and September of 2008 entered into new separate operating leases with SMS pursuant to Equipment Leasing Schedules under that Master Lease Agreement. Each operating lease has a 36 month term and representations, covenants and defaults customary for the leasing industry. The leases are for handheld computers to be used by field merchandisers in the performance of various merchandising and marketing services in the United States and have a total monthly payment of \$11,067. These handheld computers had an original purchase price of \$401,188. The monthly payments are based upon a lease factor of 3.1%.

The following transactions occurred between the Company and the above affiliates (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2010	2009	2010	2009
<b>Services provided by affiliates:</b>				
Merchandising services (SMS)	\$4,250	\$2,736	\$11,731	\$7,954
Field management services (SMSI)	\$1,020	\$770	\$3,075	\$2,406
Handheld computer leases (SMS)	\$33	\$33	\$99	\$99
Internet and software program consulting services (SIT)	\$-	\$144	\$-	\$446
<b>Total services provided by affiliates:</b>	<b>\$5,303</b>	<b>\$3,683</b>	<b>\$14,905</b>	<b>\$10,905</b>

	September 30, 2010	December 31, 2009
Total accrued expenses due to affiliates	\$ 1,771	\$ 1,436

In July 1999, SMF, SMS and SIT entered into a software ownership agreement providing that each party independently owned an undivided share of and had the right to unilaterally license and exploit their "Business

Manager" Internet job scheduling software (which had been jointly developed by such parties), and all related improvements, revisions, developments and documentation from time to time made or procured by any of them. In addition, SPAR Trademarks, Inc. ("STM"), SMS and SIT entered into separate trademark licensing agreements whereby STM has granted non-exclusive royalty-free licenses to SIT and SMS (and through them to their commonly controlled subsidiaries and affiliates by sublicenses, including SMSI through SMS) for their continued use of the name "SPAR" and certain other trademarks and related rights transferred to STM, a wholly owned subsidiary of SGRP.

SPAR Group, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements  
(unaudited) (continued)

On August 6, 2009, the Board of Directors and its Audit Committee approved, the purchase of 51% ownership in S.C. SPAR City S.R.L., a Romanian marketing services company, from SPAR InfoTech, Inc., an affiliated company ("SIT"), for a cost of \$61,876, which was the fair market value of SIT's interest in the company as of June 30, 2009. The purchase by the Company of SIT's 51% ownership in such new Romanian subsidiary was effective as of July 1, 2009, for purposes of the consolidation of the new Romanian subsidiary into the Company's financial statements.

In December of 2009, wholly-owned affiliates of Robert G. Brown and William H. Bartels, agreed with the Company to assume the defense and costs of litigation and arbitration with Stimulys, LLC, in return for the Company's assignment to them of the net proceeds (gross proceeds less any offsetting damage amounts awarded to Stimulys, LLC) recovered in any such proceedings. While the Company remained liable for any damages awarded against it in excess of such net proceeds, this liability was eventually released in 2010 when the parties reached an agreement and the matter was closed. Those affiliates reimbursed the Company for approximately \$95,000 in respect of the expenses of such litigation for the year ended December 31, 2009 and an additional \$221,000 in expenses were reimbursed to the Company for the nine months ended September 30, 2010. This arrangement was approved by SGRP's Audit Committee.

The Company, SMS and SMSI participate in various benefit plans, insurance policies and similar group purchases by the Company, for which the Company charges them their allocable shares of the costs of those group items and the actual costs of all items paid specifically for them. All transactions between the Company and the above affiliates are paid and/or collected by the Company in the normal course of business.

In addition to the above, through the services of Affinity Insurance, Ltd. ("Affinity"), the Company purchases insurance coverage for its casualty and property insurance risk. The Company's Chairman and Vice Chairman own, through SMSI, a minority (less than 1 %) equity interest in Affinity.

In the event of any material dispute in the business relationships between the Company and SMS, SMSI, or SIT, it is possible that Messrs. Brown or Bartels may have one or more conflicts of interest with respect to these relationships and such dispute could have a material adverse effect on the Company.

#### 7. Stock-Based Compensation

SGRP currently grants options to its eligible directors, officers and employees and certain employees of its affiliates to purchase shares of Common Stock issued by SGRP ("SGRP Shares") pursuant to its 2008 Stock Compensation Plan, (as amended, the "2008 Plan"). SGRP also has granted stock options that continue to be outstanding under various predecessor stock option plans (each a "Prior Plan"). The Prior Plans consist of the following: the Amended and Restated 1995 Stock Option Plan (the "1995 Plan"); and the 2000 Stock Option Plan ("2000 Plan"), which succeeded the 1995 Plan. Each Prior Plan will continue to be outstanding for the purposes of any remaining outstanding options issued under it for so long as such options are outstanding. As described below, SGRP has the authority to issue other types of stock-based awards under the 2008 Plan, but to date has not done so.

On May 29, 2008, SGRP's stockholders approved and adopted the 2008 Plan as the successor to the Prior Plans with respect to all new options issued. The 2008 Plan provides for the granting of either incentive or nonqualified stock options to purchase SGRP Shares, restricted SGRP Shares, and restricted stock units, stock appreciation rights and

other awards based on SGRP Shares ("Awards") to SGRP Directors and the Company's specified executives, employees and consultants (which are employees of certain of its affiliates), although to date SGRP has not issued any permissible form of award other than stock options. Unless terminated sooner as provided therein, the 2008 Plan will terminate on May 28, 2018, which is ten years from the 2008 Plan Effective Date, and no further Awards may be made under it. However, any existing Awards made prior to such termination will continue in accordance with their respective terms and will continue to be governed by the 2008 Plan. Stock options granted under the 2008 Plan have a maximum term of ten years, except in the case of incentive stock options granted to greater than 10% stockholders (whose terms are limited to a maximum of five years), and SGRP has generally issued options having maximum terms.

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The 2008 Plan limits the number of SGRP Shares that may be covered by Awards ("Outstanding Covered Shares") to 5,600,000 SGRP Shares in the aggregate (the "Maximum Covered Shares"), which Outstanding Covered Shares for this purpose consist of the sum of (i) the SGRP Shares covered by all Awards issued under the 2008 Plan on or after May 29, 2008 ("New Awards"), plus (ii) and the SGRP Shares covered by all stock options issued at any time under the 2000 Plan or 1995 Plan to the extent they were still outstanding on May 29, 2008 ("Continuing Awards"). SGRP Shares covered by New Awards or Continuing Awards that expire, lapse, terminate, are forfeited, become void or otherwise cease to exist (other than as a result of exercise) are no longer Outstanding Covered Shares, are added back to remaining availability under the Maximum Covered Shares and thus become available for New Award grants, while those SGRP Shares covered by exercised New Awards or Continuing Awards continue to be Outstanding Covered Shares and are not added back to, and thus continue to reduce, the remaining availability under the Maximum Covered Shares under the 2008 Plan. The Outstanding Covered Shares and Maximum Covered Shares (as well as the SGRP Shares covered by a particular Award) are all subject to certain adjustments that may be made by the Compensation Committee upon the occurrence of certain changes in the Corporation's capitalization or structure as provided in the 2008 Plan. Except for the adjustments described above, an increase in the Maximum Covered Shares requires the consent of the SGRP stockholders under the terms of the 2008 Plan and Exchange Rules.

At the 2009 Annual Meeting, the stockholders of SGRP approved the adoption of the proposed amendment to SGRP's 2008 Plan adding a new Section 12(a) thereto (the "Repricing Amendment"). For descriptions of the 2008 Plan, the Repricing Amendment and the reasons for such amendment, see "Proposal 3 – Approval of the Adoption of the Repricing Amendment to the 2008 Stock Compensation Plan" (pages 4 & 5) and "Stock Options and Purchase Plans" (pages 17 & 18) in SGRP's Proxy Statement for the 2009 Annual Meeting, as filed with the Securities and Exchange Commission on April 30, 2009.

The Repricing Amendment gives SGRP's Compensation Committee the full authority and complete flexibility from time to time to designate and modify (in its discretion) one or more of the outstanding awards (including their exercise and base prices and other components and terms) to (among other things) restore their intended values and incentives to their holders. However, the exercise price, base value or similar component (if equal to SGRP's full stock price at issuance) of any award cannot be lowered to an amount that is less than the Fair Market Value (as defined in the 2008 Plan) on the date of the applicable modification, and no modification can adversely affect an awardee's rights or obligations under an award without the awardee's consent. No further consent of SGRP's stockholders is required for any repricing or other modification of any award under the Repricing Amendment. The Repricing Amendment applies to all outstanding options and other awards, including those previously issued under predecessor plans.

Stock options may be issued from time to time by SGRP in its discretion. At each of its regular quarterly meetings, the Compensation Committee receives, discusses and approves (as and to the extent modified by them) management's recommendations respecting the discretionary issuance of stock options to executives and employees of the Company pursuant to the 2008 Plan. The Chairman of the Board or the Compensation Committee may make those recommendations respecting Mr. Raymond, Mr. Raymond as Chief Executive Officer makes those recommendations respecting Mr. Segreto, Ms. Belzer and Ms. Franco, as well as for any new officer, and each of those executives in turn are allocated potential option shares for their departments and make recommendations respecting those under their supervision (subject to review and approval by Mr. Raymond). In recommending to the Compensation Committee the actual number of options (and options shares covered) to be granted to each individual, the person making the recommendation makes an assessment of the individual's contribution to the Company's overall performance, the individual's successful completion of a special project, and any significant increase or decrease in the

participant's abilities, responsibilities and performance of his or her duties. The Compensation Committee reviews managements' recommendations at its meeting and determines whether and to what extent to approve the proposed stock option grants.

The stock options issued under the 2008 Plan are typically "nonqualified" (as a tax matter), have a ten (10) year maximum life (term) and vest during the first four years following issuance at the rate of 25% on each anniversary date of their issuance. The Company accounts for its employee and affiliate employee stock option

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expense as compensation expense in the Company's financial statements when the stock options are granted, as now required by applicable accounting principles. Share-based compensation cost is measured on the grant date, based on the fair value of the award calculated at that date, and is recognized over the requisite service period, which generally is the options' vesting period. Fair value is calculated using the Black-Scholes option pricing model.

Based upon the Black-Scholes calculation, share-based compensation expense related to employee stock option grants totaled \$83,000 and \$120,000 for the nine months ended September 30, 2010 and 2009, respectively. Compensation expense related to non-employee stock option grants awarded to the employees of the Company's affiliates was \$66,000 and \$27,000 for the nine months ended September 30, 2010 and 2009, respectively. The unamortized expense as of September 30, 2010, was approximately \$238,000 and \$203,000 for employee and non-employee outstanding stock option grants, respectively. The impact of the total share-based compensation expense on basic/diluted earnings per share was \$0.01 for both the nine months ended September 30, 2010 and 2009.

On August 6, 2009, in order to restore the intended value and incentives under SGRP's outstanding stock options as permitted by the Repricing Amendment, SGRP's Compensation Committee and Board approved a plan to offer to its employees, officers, directors, consultants and retirees the opportunity to surrender options to purchase approximately 2.1 million shares of SGRP's common stock in exchange for repriced replacement options ("New Option Contracts") in the same amount as the surrendered option shares except for those surrendered by outside directors, who received fewer replacement shares. SGRP detailed that plan in its Offer to Exchange Certain Outstanding Stock Options for New Stock Options dated August 24, 2009 (including its exhibits and incorporated documents, the "Exchange Offer"), as filed with the SEC in SGRP's Schedule TO on August 25, 2009. You can obtain and review a copy of the Exchange Offer on the Company's web site ([www.sparinc.com](http://www.sparinc.com)), which is posted and available to stockholders and the public under the Investor Relations tab and Stock Plans sub-tab.

On September 24, 2009, pursuant to the Exchange Offer, eighty-one of SGRP's eligible officers, employees and consultants voluntarily surrendered for exchange and cancellation their existing option contracts to purchase an aggregate of 1,257,740 shares of SGRP's common stock, representing approximately 82.5% of the total option shares under all existing option contracts eligible for exchange. Those existing option contracts were accepted for exchange by SGRP; and in exchange for those surrendered option contracts, SGRP issued new stock option contracts to them to purchase an aggregate of 1,257,740 shares of SGRP's common stock ("New Option Contracts"). These New Option Contracts have an exercise price of \$0.40 per share, which represents the fair market value of a share of SGRP's common stock on August 6, 2009 (their grant date), as determined in accordance with SGRP's 2008 Stock Compensation Plan and will vest over four (4) years. The Company recognized an incremental compensation expense from the issuance of those replacement New Option Contracts of approximately \$93,000 for employees and \$42,000 for non-employees (based on then current Black-Scholes computation factors), which will be recognized ratably over the vesting period of such options from August 7, 2009, to August 6, 2013.

Also on September 24, 2009, pursuant to the Exchange Offer: all five of SGRP's eligible current and retired outside directors voluntarily surrendered for exchange and cancellation their existing option contracts to purchase an aggregate of 530,564 shares of SGRP's common stock, representing 98.2% of the total option shares under all existing option contracts eligible for exchange by such directors; those existing option contracts were accepted for exchange by SGRP; and in exchange for those surrendered option contracts, SGRP issued new stock option contracts to them to purchase an aggregate of 446,000 shares of SGRP's common stock for exchange and cancellation of their existing option contracts. These new contracts have an exercise price of \$0.40 per share, which represents the fair market



value of a share of SGRP's common stock on August 6, 2009 (their grant date), as determined in accordance with SGRP's 2008 Stock Compensation Plan, vest immediately, and have no incremental compensation expense to the Company. The number of shares covered by the new stock options received by the outside directors averaged 0.83 new option shares for each surrendered and cancelled option share, which they required to avoid any such incremental compensation expense to the Company from their participation in the repricing exchange.

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8. Customer Deposits

Customer deposits at September 30, 2010, were \$402,000 (\$91,000 from domestic operations and \$311,000 from international operations) compared to \$477,000 at December 31, 2009 (\$9,000 from domestic operations and \$468,000 from international operations), in each case based on the applicable exchange rates on the applicable dates.

9. Commitments and Contingencies

International Commitments

Certain of the Company's international subsidiaries are profitable, while others are operating at a loss. In the event certain subsidiaries have continued losses, the Company may be required (by contract or to preserve its investment) to make additional cash infusions into those subsidiaries.

Legal Matters

Longstanding litigation with Safeway Inc. ("Safeway") concluded on August 2, 2010.

On October 24, 2001, Safeway filed a complaint against PIA Merchandising Co., Inc. ("PIA Co."), a wholly-owned subsidiary of SPAR Group, Inc. ("SGRP"), Pivotal Sales Company ("Pivotal"), a wholly-owned subsidiary of PIA Co., and SGRP in Alameda County (California) Superior Court, case no. 2001028498. Safeway's claims, as subsequently amended, alleged causes of action for breach of contract and breach of implied contract. PIA Co. and Pivotal filed cross-claims against Safeway, including causes of action for breach of contract and interference with economic relationships. The case proceeded to trial by jury. On May 26, 2006, the jury returned a verdict that awarded certain damages on different claims to PIA Co. and Pivotal and awarded certain damages to Safeway, resulting in a net award of \$1,307,700 to Pivotal. Judgment was entered in favor of Pivotal and against Safeway on August 14, 2006, for \$1,307,700 plus accrued interest. A subsequent order awarded Pivotal certain court costs totaling \$33,725.

Thereafter, both sides filed appeals. On May 27, 2010, the California Court of Appeal issued a decision affirming the judgment in full. All appellate proceedings concluded on July 28, 2010. On August 2, 2010, Safeway tendered, and the Company accepted, payment of \$1,888,000 (including interest) in full payment of the judgment.

In addition to the above, the Company is a party to various other legal actions and administrative proceedings arising in the normal course of business. In the opinion of the Company's management, disposition of these other matters are not anticipated to have a material adverse effect on the financial position, results of operations or cash flows of the Company.

10. Purchase of Interest in Subsidiaries

In March 2010, the Company through its 100% owned subsidiary SPAR China Co., Ltd. ("SCC"), entered into an agreement with Shanghai Wedone Marketing Consulting Co., Ltd. ("Wedone") to establish a joint venture in

accordance with the laws of the People's Republic of China. On July 26, 2010 the company announced the structure of the new joint venture in China. The joint venture is owned 51% by SCC and 49% by Wedone. The new company became operational on August 1, 2010.

In September 2010, the Company entered into a Share Purchase Agreement with Solutions Integrated Marketing Services Private Ltd. to purchase their entire 49% ownership in the Company's India subsidiary. The transaction was completed on September 27, 2010. The day to day operations of the India subsidiary continues under the current local management. The Company is currently exploring options to divest some if not all of the

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49% acquired ownership to the current local management or other potential investors that the Company believes can improve its operations in the India market.

11. Business Acquisition

On April 1, 2010, with the approval of SGRP's directors, the Company acquired substantially all of the business, customer contracts, receivables, work-in progress, other assets and certain liabilities of 2078281 Ontario Limited, an Ontario merchandising and marketing company doing business as Wings & Ink (the "Seller"). The Company, at closing, also hired substantially all of the Seller's employees including offering consulting contracts to the principals of the Seller.

In return for the purchase of the business, at closing the Company compensated the Seller through (1) a cash payment of 500,000 Canadian dollars ("CAD"), (2) issued a CAD 75,000 interest bearing promissory note payable over an 18 month period, (3) placed \$50,000 in escrow for a 12 month period and (4) assumed CAD 446,000 of liabilities.

The Company is currently in the process of determining the fair value and allocation for the assets acquired and liabilities assumed and is expected to have the valuation by year end. The acquisition was estimated and recorded as follows (in US dollars):

Accounts Receivable	\$ 644,000
Equipment	2,000
Intangibles	411,000
	\$ 1,057,000

Intangible assets on the balance sheet consist of goodwill from prior period acquisitions of \$798,000 and \$411,000 of intangible assets from the acquisition of the assets of Wings and Ink currently under valuation.

The Company also agreed to pay an earn out to the principals of the Seller based on SWI achieving certain revenue and gross profit margin levels of the acquired business for each of the next two 12 month periods. The earn out is based on revenue and gross profit margins exceeding certain agreed upon base levels. If achieved, the principals will be paid one third of the excess gross profit dollars in each of the two 12 month periods.

12. Geographic Data

The Company operates in the same single business segment (e.g., merchandising and marketing services) in both its Domestic Merchandising Services Division and its International Merchandising Services Division, uses those divisions to improve its operational and strategic focuses, and tracks and reports certain financial information separately for each of those divisions, as described above. (See Note 2 - Business and Organization, above). The Company measures the performance of its Domestic and International divisions and subsidiaries using the same metrics. The primary measurement utilized by management is operating profits, historically the key indicator of long-term growth and profitability, as the Company is focused on reinvesting the operating profits of each of its international subsidiaries back into its local markets in an effort to improve market share and continued expansion

efforts. Set forth below are summaries (in thousands) of the Company's net revenues from its United States subsidiaries (i.e., the Domestic Merchandising Services Division) and from its International (non-U.S.) subsidiaries (i.e., the International Merchandising Services Division), net revenue from certain International subsidiaries as a percent of consolidated net revenue, operating income (loss) and long lived assets by geographic area for the nine months ended September 30, 2010, and 2009, respectively, and at September 30, 2010, and December 31, 2009, respectively:

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	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Net revenues:				
United States	\$9,044	\$6,518	\$26,503	\$18,921
International	6,630	8,190	17,912	24,437
Total net revenues	\$15,674	\$14,708	\$44,415	\$43,358

	Three Months Ended September 30,			Nine Months Ended September 30,								
	2010			2010			2009					
Net revenues International :	\$	% of consolidated net revenue	%	\$	% of consolidated net revenue	%	\$	% of consolidated net revenue	%			
Canada	\$2,059	13.1	%	\$752	5.1	%	\$4,748	10.7	%	\$3,680	8.5	%
Australia	1,788	11.4		2,008	13.6		4,918	11.0		4,346	10.0	
Japan	1,143	7.3		3,350	22.8		2,988	6.7		9,133	21.1	
All Others	1,640	10.5		2,080	14.2		5,258	11.9		7,278	16.8	
Total international revenue	\$6,630	42.3	%	\$8,190	55.7	%	\$17,912	40.3	%	\$24,437	56.4	%

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Operating income (loss):				
United States	\$515	\$188	\$1,640	\$262
International	(150)	131	(460)	(62)
Total operating income	\$365	\$319	\$1,180	\$200

	September 30, 2010	December 31, 2009
Long lived assets:		
United States	\$ 2,242	\$ 4,001
International	799	278

Total long lived assets	\$ 3,041	\$ 4,279
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Notes to Consolidated Financial Statements  
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## 13. Supplemental Balance Sheet Information (in thousands)

	September 30, 2010	December 31, 2009
Accounts receivable, net, consists of the following:		
Trade	\$8,954	\$7,250
Unbilled	3,869	2,953
Non-trade	567	345
	13,390	10,548
Less allowance for doubtful accounts	(409 )	(317 )
Accounts receivable, net	\$12,981	\$10,231

	September 30, 2010	December 31, 2009
Property and equipment, net, consists of the following:		
Equipment	\$7,906	\$7,669
Furniture and fixtures	549	558
Leasehold improvements	250	245
Capitalized software development costs	3,410	2,886
	12,115	11,358
Less accumulated depreciation and amortization	10,527	9,808
Property and equipment, net	\$1,588	\$1,550

	September 30, 2010	December 31, 2009
Accrued expenses and other current liabilities consist of the following:		
Accrued accounting and legal expense	182	201
Accrued salaries payable	1,227	696
Other	884	1,329
Accrued expenses and other current liabilities	\$2,293	\$2,226

## 14. Foreign Currency Rate Fluctuations



The Company has foreign currency exposure with its international subsidiaries. In both 2010 and 2009, these exposures are primarily concentrated in the Canadian Dollar, Australian Dollar and Japanese Yen. International revenues for the nine months ended September 30, 2010 and 2009 were \$17.9 million and \$24.4 million, respectively. The international division reported a net loss of approximately \$558,000 and \$377,000 for the nine months ended September 30, 2010 and 2009, respectively.

In those countries where the Company had risk for foreign currency exposure, the total assets were \$5.7 million and total liabilities were \$5.5 million, in each case based on exchange rates at September 30, 2010.

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15. Interest Rate Fluctuations

The Company is exposed to market risk related to the variable interest rate on its lines of credit and other debt, both in its United States subsidiaries (i.e., the Domestic Merchandising Services Division) and in its International (non-U.S.) subsidiaries (i.e., the International Merchandising Services Division). At September 30, 2010, the Company's outstanding lines of credit and other debt totaled approximately \$5.5 million, as noted in the table below (in thousands):

Location	Variable Interest Rate		US Dollars (2)
	(1)		
United States	4.75	%	\$ 4,455
International	3.5% -14.0	%	1,080
			\$ 5,535

(1) Based on interest rate at September 30, 2010.

(2) Based on exchange rate at September 30, 2010.

Based on the 2010 average outstanding borrowings under variable-rate debt, a one-percentage point increase in interest rates would negatively impact pre-tax earnings and cash flows for the nine months ended September 30, 2010, by approximately \$33,000.

16. Recently Issued Accounting Standards

In June 2009, the FASB issued a new accounting standard related to the consolidation of VIEs. The standard replaces the quantitative-based risks and rewards calculation with an approach that is primarily qualitative. The standard also requires ongoing reassessments of the appropriateness of consolidation, and additional disclosures about involvement with VIEs. The standard is effective for us as of January 1, 2010. The adoption of this standard did not have a material impact on the Company's financial condition, results of operations, and financial statement disclosures.

In February 2010, the Financial Accounting Standards Board issued ASU No. 2010-09, "Amendments to Certain Recognition and Disclosure Requirements", that amends guidance on subsequent events. This amendment removes the requirement for SEC filers to disclose the date through which an entity has evaluated subsequent events. However, the date-disclosure exemption does not relieve management of an SEC filer from its responsibility to evaluate subsequent events through the date on which financial statements are issued. This standard became effective in the second quarter of fiscal 2010. The adoption of this standard did not have a material impact on the Company's consolidated financial statements

17. Taxes

In July 2006, the FASB issued an interpretation, Accounting for Uncertainty in Income Taxes, now codified as ASC Topic 740, which detailed guidance for the financial statement recognition, measurement and disclosure of uncertain tax positions recognized in an enterprise's financial statements. Tax positions must meet a more-likely-than-not

recognition threshold and requires that interest and penalties that the tax law requires to be paid on the underpayment of taxes should be accrued on the difference between the amount claimed or expected to be claimed on the return and the tax benefit recognized in the financial statements. The Company's policy is to record this interest and penalties as additional tax expense. The Company's tax reserves at September 30, 2010 and December 31, 2009 totaled \$134,000 and \$119,000, respectively, for potential domestic state tax and federal tax liabilities.

SPAR and its subsidiaries file numerous consolidated, combined and separate company income tax returns in the U.S. Federal jurisdiction and in many U.S. state and foreign jurisdictions. With few exceptions, SPAR is subject to U.S. Federal, state and local income tax examinations for the years 2005 through the present. However,

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tax authorities have the ability to review years prior to the position taken by the Company to the extent that SPAR utilized tax attributes carried forward from those prior years.

18. Reclassifications

Certain reclassifications have been made to the 2009 financial statements to conform to the 2010 presentation.

SPAR Group, Inc. and Subsidiaries

Item 2. Management's Discussion and Analysis of Financial Condition, Results of Operations, Liquidity and Capital Resources

Forward-Looking Statements

Statements contained in this Quarterly Report on Form 10-Q for the nine months ended September 30, 2010 (this "Quarterly Report"), of SPAR Group, Inc. ("SGRP", and together with its subsidiaries, the "SPAR Group" or the "Company"), include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act", and together with the Securities Act, the "Securities Laws"), including, in particular and without limitation, the discussions respecting net revenues from significant clients, significant chain work and international joint ventures, federal taxes and net operating loss carry forwards, commencement of operations and future funding of international joint ventures, credit facilities and covenant compliance, cost savings initiatives, liquidity and sources of cash availability in this "Management's Discussion and Analysis of Financial Condition, Results of Operations, Liquidity and Capital Resources". Such forward looking statements also are included in SGRP's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, as filed with the Securities and Exchange Commission (the "SEC") on April 15, 2010, and supplemented and modified by SGRP's amendments on Form 10-K/A as filed with the SEC on April 30, 2010 and on October 8, 2010 (as amended, SGRP's "Annual Report"), including, in particular and without limitation, the discussions and statements contained under the headings (among others) "Business" and "Risk Factors". Forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause the Company's actual achievements, business, performance, prospects and results, whether expressed or implied by such forward-looking statements, to fail to occur or be realized or to be less than expected. Such forward-looking statements generally are based upon the Company's plans, intentions and best estimates of the Company's current operations and accounts, assets, business, cash flow, credit, expenses, financial condition, growth, income, liabilities, operations, prospects, reputation, taxation or other results or condition (collectively, the Company's "Condition and Results"). Forward-looking statements may be identified by the use of forward-looking terminology such as "may", "will", "expect", "intend", "believe", "estimate", "anticipate", "continue" or similar words or variations or the negative of those words.

You should carefully review and consider all forward-looking and other information contained in this Quarterly Report and in SGRP's Annual Report, including (without limitation) the risk factors described and any other cautionary statements contained in this Quarterly Report and SGRP's Annual Report. All forward-looking and other statements attributable to the Company or persons acting on its behalf are expressly qualified by all such risk factors and other cautionary statements, which could cause the Company's actual Condition and Results to differ materially from those estimated or desired and included in the Company's forward-looking statements or other information. Although the Company believes that its plans, intentions and estimates reflected or implied in such forward-looking statements are reasonable, the Company cannot assure that such plans, intentions or expectations will be achieved in whole or in part, that it has identified all potential risks or that it can successfully avoid or mitigate such risks in whole or in part. You should carefully review the risk factors described below (See Item 1A – Risk Factors) and any other cautionary statements contained in this Quarterly Report and SGRP's Annual Report. All forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified by all such risk factors and other cautionary statements.

You should not place undue reliance on the Company's forward-looking statements because the matters they describe are subject to known and unknown risks, uncertainties and other unpredictable factors, many of which are beyond its control. The Company's forward-looking statements are based on the information currently available to it and speak only as of the date on the cover of this Quarterly Report and SGRP's Annual Report. New risks and uncertainties arise from time to time, and it is impossible for the Company to predict these matters or how they may arise or affect the Company. Over time, the Company's actual business, income, growth or other Condition and Results will likely differ from our estimated or desired Condition and Results that are expressed or implied by the Company's forward-looking statements, and such difference might be significant and materially and adversely affect the Company, its business, income, growth or other Condition and Results or the value of your investment in the Company's Common Stock.

SPAR Group, Inc. and Subsidiaries

The Company does not intend or promise, and the Company expressly disclaims any obligation, to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as and to the extent required by applicable law.

General

SPAR Group, Inc., (“SGRP”), and its subsidiaries (together with SGRP, the “SPAR Group” or the “Company”), is a diversified international merchandising and marketing services company and provides a broad array of services worldwide to help companies improve their sales, operating efficiency and profits at retail locations. The Company provides merchandising and other marketing services to manufacturers, distributors and retailers worldwide, primarily in mass merchandisers, office, grocery and drug store chains, independent, convenience and electronics stores and related technology services and marketing research. The Company also provides furniture and other product assembly services both in store and in home. The Company has supplied these project and product services in the United States since certain of its predecessors were formed in 1979 and internationally since the Company acquired its first international subsidiary in Japan in May of 2001. Today the Company operates in 9 countries whose populations represent approximately 47% of the total world population, through operations in the United States, Canada, Japan, South Africa, India, Romania, China, Australia and New Zealand.

Merchandising services primarily consist of regularly scheduled, special project and other product services provided at the store level, and the Company may be engaged by either the retailer or the manufacturer. Those services may include restocking and adding new products, removing spoiled or outdated products, resetting categories "on the shelf" in accordance with client or store schematics, confirming and replacing shelf tags, setting new sale or promotional product displays and advertising, kiosk replenishment and providing in-store event staffing and in store, in home and in office assembly services. Other merchandising services include whole store or departmental product sets or resets, including new store openings, new product launches and in-store demonstrations, special seasonal or promotional merchandising, focused product support and product recalls. The Company continues to seek to expand its merchandising, assembly and marketing services business throughout the world.

An Overview of the Merchandising and Marketing Services Industry

According to industry estimates over two billion dollars is spent annually in the United States alone on retail merchandising and marketing services. The merchandising and marketing services industry includes manufacturers, retailers, food brokers, and professional service merchandising companies. The Company believes that merchandising and marketing services add value to retailers, manufacturers and other businesses and enhance sales by making a product more visible and more available to consumers. These services primarily involve placing orders, shelf maintenance, display placement, reconfiguring products on store shelves and replenishing product inventory.

Historically, retailers staffed their stores as needed to provide these services to ensure, that manufacturers inventory levels, the advantageous display of new items on shelves, and the maintenance of shelf schematics and product placement were properly merchandised. However retailers, in an effort to improve their margins, decreased their own store personnel and increased their reliance on manufacturers to perform such services. Initially, manufacturers attempted to satisfy the need for merchandising and marketing services in retail stores by utilizing their own sales representatives. Additionally, retailers also used their own employees to merchandise their stores to satisfy their own merchandising needs. However, both the manufacturers and the retailers discovered that using their own sales representatives and employees for this purpose was expensive and inefficient.

Manufacturers and retailers have been, and SPAR Group believes they will continue outsourcing their merchandising and marketing service needs to third parties capable of operating at a lower cost by (among other things) serving multiple manufacturers simultaneously. The Company also believes that it is well positioned, as a domestic and international merchandising and marketing services company, to more effectively provide these services to retailers, manufacturers and other businesses around the world.



SPAR Group, Inc. and Subsidiaries

Another significant trend impacting the merchandising and marketing services business is the tendency of consumers to make product purchase decisions once inside the store. Accordingly, merchandising and marketing services and in-store product promotions have proliferated and diversified. Retailers are continually re-merchandising and re-modeling entire stores in an effort to respond to new product developments and changes in consumer preferences. The Company estimates that these activities have increased in frequency over the last five years. Both retailers and manufacturers are seeking third parties to help them meet the increased demand for these labor-intensive services.

In addition, the consolidation of many retailers has created opportunities for third party merchandisers when an acquired retailer's stores are converted to the look and format of the acquiring retailer. In many cases, stores are completely remodeled and re-merchandised after a consolidation.

SPAR Group believes the current trend in business toward globalization fits well with its expansion model. As companies expand into foreign markets they will need assistance in merchandising or marketing their products. As evidenced in the United States, retailer and manufacturer sponsored merchandising and marketing programs are both expensive and inefficient. The Company also believes that the difficulties encountered by these programs are only exacerbated by the logistics of operating in foreign markets. This environment has created an opportunity for the Company to exploit its Internet-based technology and business model worldwide.

Domestic and International Geographic Divisions:

In order to cultivate foreign markets and expand SPAR Group Inc.'s merchandising and marketing services business outside of the United States, modify the necessary systems and implement its business model worldwide, and insure a consistent approach to its merchandising and marketing efforts worldwide, the Company has divided its world focus into two geographic areas, the United States, which is the sales territory for its Domestic Merchandising Services Division, and International (i.e., all locations outside the United States), which are the sales territories for its International Merchandising Services Division (See Note 12 – Geographic Data). To that end, the Company also (1) provides and requires all of its locations to use its Internet based operating, scheduling and reporting systems (including language translations, ongoing client and financial reports and ongoing IT support), (2) provides and requires all of its locations to comply with its financial reporting and disclosure controls and procedures, (3) provides accounting and auditing support and tracks and reports certain financial and other information separately for those two divisions, and (4) has management teams in its corporate offices responsible for supporting and monitoring the management, sales, marketing and operations of each of the Company's International subsidiaries and maintaining consistency with the Company's other subsidiaries worldwide..

Each of these divisions provides merchandising and other marketing services primarily on behalf of consumer product manufacturers and retailers at mass merchandisers, drug store chains, convenience and grocery stores in their respective territories. SPAR Group Inc.'s clients include the makers and distributors of home entertainment, general merchandise, health and beauty care, consumer goods and food products in their respective territories.

SPAR Group has provided merchandising and other marketing services in the United States since the formation of its predecessor in 1979 and outside the United States since it acquired its first international subsidiary in Japan in May of 2001. Today the Company conducts its business through its domestic and international divisions in 9 territories around the world whose populations represent approximately 47% of the total world population.



## SPAR Group, Inc. and Subsidiaries

The Company's International business in each territory outside the United States is conducted through a foreign subsidiary incorporated in its primary territory. The primary territory (together with each additional territory in which it conducts its business), establishment date (which may include predecessors), the percentage of the Company's equity ownership, and the principal office location for its US (Domestic) subsidiaries and each of its foreign (International) subsidiaries is as follows:

Primary Territory (+ additional Territory)	Date Established	SGRP Percentage Ownership		Principal Office Location
United States of America	1979	100	%	Tarrytown, New York, United States of America
Japan	May 2001	100	%	Osaka, Japan
Canada	June 2003	100	%	Toronto, Canada
Turkey	July 2003	51	%*	Istanbul, Turkey
South Africa	April 2004	51	%	Durban, South Africa
India	April 2004	100	%**	New Delhi, India
China	February 2005	51	%	Shanghai, China
Lithuania	September 2005	51	%*	Siauliai, Lithuania
Australia (+ New Zealand)	April 2006	51	%	Melbourne, Australia
Romania	July 2009	51	%	Bucharest, Romania

\* Currently inactive and exploring a change in market focuses.

\*\* As of September 27, 2010, the company now owns 100% of this subsidiary.

One key to the Company's international expansion strategy is its internally developed capability to translate all of its current and future proprietary Internet-based logistical, communications and reporting software applications into any language for any market in which it operates or would like to enter. Through the Company's IT operations currently located in the facilities in Auburn Hills, Michigan, it provides worldwide access to the proprietary logistical, communications and reporting software to its entire operations worldwide on a 24/7/365 basis.

Another key to the Company's international strategy is its policy of seeking a material investor in a new subsidiary in an international location who is an experienced person or company in the local country who is not otherwise affiliated with SPAR Group (each a "Local Owner"). The Company generally seeks to own at least 51% of a foreign subsidiary. Currently, Canada, India and Japan are the only international subsidiaries wholly-owned by SPAR Group at the present time. The Company is actively seeking another Local Owner in India and Japan. A Local Owner provides equity, credit support and certain services to each international subsidiary not wholly owned by the Company, as well as the useful local attention, perspective and relationships of an equity owner with a strong financial stake in such subsidiary's success. The Company provides executive management and support to each foreign subsidiary as well its operational backbone (and procedures and controls) through its proprietary Internet-based logistical, communications, reporting and accounting programs. (See Item 1A in SGRP's Annual Report, Risks of Having Material Local Investors in International Subsidiaries.)

The Company operates in the same single business segment (e.g., merchandising and marketing services) in both our domestic and international divisions and tracks and reports certain financial information separately for each of those divisions, as described above. The Company measures the performance of its Domestic and International divisions and subsidiaries using the same metrics. The primary measurement utilized by management is operating profit level, historically the key indicator of long-term growth and profitability, as the Company is focused on reinvesting the operating profits of each of its international subsidiaries back into its local markets in an effort to improve its market share and continued expansion efforts. Certain financial information regarding the Company's two geographic divisions, which includes their net revenues and operating income (loss) for each of the nine months

SPAR Group, Inc. and Subsidiaries

ended September 30, 2010, and September 30, 2009, and long-lived assets at September 30, 2010, and September 30, 2009, are provided in Note 12 - Geographic Data, above.

In March 2010, the Company established a new Canadian subsidiary, SPAR Wings & Ink Company ("SWI"). On April 1, 2010, SWI acquired substantially all of the business, customer contracts, receivables, work-in progress and other assets and assumed certain specified liabilities of 2078281 Ontario Limited, an Ontario merchandising and marketing services company doing business as Wings & Ink (the "Seller"). At that closing, SWI also hired substantially all of the Seller's employees, which included consulting contracts to the principals of the Seller.

In return for the purchase of such assets, at closing SWI compensated the Seller through (1) the assumption of the specified liabilities, (2) a cash payment of 500,000 Canadian Dollars ("CAD"), (3) the issuance of a CAD 75,000 interest bearing promissory note to the Seller, payable over an 18 month period, and (4) the placement of \$50,000 in escrow for a 12 month period.

SWI also agreed to pay an earn out to the principals of the Seller based on SWI achieving certain revenue and gross profit margin levels from the acquired business for each of the two 12 month periods following the closing if they exceed certain agreed upon base levels. If achieved, the principals will be paid one third of the excess gross profit dollars for the applicable 12 month period.

#### Critical Accounting Policies

There were no material changes during the nine months ended September 30, 2010, to the Company's critical accounting policies as reported in SGRP's Annual Report.

## SPAR Group, Inc. and Subsidiaries

## Results of Operations

Three months ended September 30, 2010, compared to three months ended September 30, 2009

The following table sets forth selected financial data and data as a percentage of net revenues for the periods indicated (in thousands, except percent data).

	Three Months Ended September 30,					
	2010		2009		Increase/	
	\$	%	\$	%	(decrease)	
Net revenues	\$ 15,674	100.0	\$ 14,708	100.0	6.6	%
Cost of revenues	10,730	68.5	10,373	70.5	3.4	
Selling, general & administrative expense	4,350	27.8	3,745	25.5	16.1	
Depreciation and amortization	229	1.5	271	1.8	(15.6	)
Interest expense	36	0.2	49	0.3	(27.0	)
Other income	(77	)	(101	)	(0.7	)
Income before income taxes	406	2.6	371	2.6	9.7	
Provision for income taxes	40	0.3	24	0.1	66.8	
Net income before non-controlling interest	366	2.3	347	2.5	5.5	
Net loss attributable to non-controlling interest	41	(0.3	)	190	(1.3	)
Net income attributable to Spar Group, Inc.	\$ 325	2.0	\$ 157	1.2	106.4	%

## Net Revenues

Net revenues for the three months ended September 30, 2010, were \$15.7 million, compared to \$14.7 million for the three months ended September 30, 2009, an increase of \$1.0 million or 6.6%.

Domestic net revenues totaled \$9.1 million in the three months ended September 30, 2010, compared to \$6.51 million for the same period in 2009. The 39% increase in domestic revenue was a result of continued organic growth (+48%) in the Company's core businesses and 52% growth attributed to the acquisition of National Marketing Services ("NMS") in store and in home furniture and other product assembly business in December 2009.

International net revenues totaled \$6.6 million for the three months ended September 30, 2010, compared to \$8.2 million for the same period in 2009. The 19% decrease in 2010 International net revenues as compared to 2009 was due to the loss of some marginally profitable business that resulted in a decrease in revenue of \$2.2 millions in Japan. This shortfall was partially offset by revenue generated from the business acquired from Wings & Ink in Canada.

## Cost of Revenues

Cost of revenues consists of in-store labor and field management wages, related benefits, travel and other direct labor-related expenses. Cost of revenues was 68.5% of net revenues for the three months ended September 30, 2010 and 70.5% for the three months ended September 30, 2009.

Domestic cost of revenues was 66.4% of net revenues for the three months ended September 30, 2010, and 66.9% of net revenues for the three months ended September 30, 2009. Approximately 89% and 80% of the Company's domestic cost of revenues in the three months ended September 30, 2010 and 2009, resulted from in-store merchandiser specialist and field management services purchased from certain of the Company's affiliates, SPAR Marketing Services, Inc. ("SMS"), and SPAR Management Services, Inc. ("SMSI"), respectively (See - Note 6 - Related-Party Transactions, above).

Internationally, the cost of revenues decreased to 71.2% of net revenues for the three months ended September 30, 2010, compared to 73.4% of net revenues for the three months ended September 30, 2009. The cost

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of revenue percentage decrease of 2.2 percentage points was primarily due to a profitable mix of product services in the key markets of Japan, China, India, and Australia, partially offset by client support spending in the Canadian market to improve market share.

Selling, General and Administrative Expenses

Selling, general and administrative expenses include corporate overhead, project management, information technology, executive compensation, human resources, and legal and accounting expenses. Selling, general and administrative expenses were approximately \$4.4 million and \$3.7 million for the three months ended September 30, 2010 and 2009.

Domestic selling, general and administrative expenses totaled \$2.4 million for the three months ended September 30, 2010, compared to \$1.7 million for the same period in 2009. The increase in domestic selling, general and administrative expenses of approximately \$700,000 was primarily due to the incremental spending required to support the business acquired from National Marketing Services.

International selling, general and administrative expenses remained consistent at \$2.0 million for the three months ended September 30, 2010, and September 30, 2009. The selling, general and administrative expense was down in Japan, consistent with the revenue decrease. This reduction was offset by incremental cost related to the Wings and Ink business in Canada and incremental spending in China.

Depreciation and Amortization

Depreciation and amortization charges for the three months ended September 30, 2010, totaled \$229,000 and \$271,000 for the same period in 2009. The lower expense was due to the expiration of capital leases and lower capital expenditure requirements in recent years.

Interest Expense

Interest expense decreased 27% to \$36,000 from \$49,000 for the three months ended September 30, 2010 and 2009, respectively. The decrease was primarily due to lower borrowing levels and reduced rates in 2010.

Other Income

Other income totaled \$77,000 compared with other income of \$101,000 for the three months ended September 30, 2010 and 2009, respectively.

Income Taxes

The income tax provision for the three months ended September 30, 2010 was \$40,000, attributable primarily to domestic state taxes of \$15,000, Alternative Minimum Federal Tax liability of \$15,000 and international tax expense \$10,000 estimated for the third quarter of 2010.

Non-controlling Interest



Non-controlling interest of approximately \$41,000 and \$190,000 resulted from the net operating profits of the Company's 51% owned subsidiaries for the three months ended September 30, 2010 and 2009, respectively.

Net Income attributable to SPAR Group, Inc.

The Company reported a net income of \$325,000 for the three months ended September 30, 2010, or \$0.02 per share, compared to a net income of \$157,000, or \$0.01 per share, for the corresponding period last year.

## SPAR Group, Inc. and Subsidiaries

## Results of Operations

Nine months ended September 30, 2010, compared to nine months ended September 30, 2009

The following table sets forth selected financial data and data as a percentage of net revenues for the periods indicated (in thousands, except percent data).

	Nine Months Ended September 30,							
	2010		2009		Increase/			
	\$	%	\$	%	(decrease)			
Net revenues	\$44,415	100.0	% \$43,358	100.0	%	2.4	%	
Cost of revenues	29,990	67.5	30,757	70.9		(2.5)	)	
Selling, general & administrative expense	12,520	28.2	11,601	26.7		7.9		
Depreciation and amortization	725	1.6	800	1.8		(9.4)	)	
Interest expense	138	0.3	155	0.4		(11.4)	)	
Other expense (income)	15	0.1	(542)	(1.2)		(102.7)	)	
Income before income taxes	1,027	2.3	587	1.4		75.1		
Provision for income taxes	74	0.2	246	0.6		(69.7)	)	
Net income before non-controlling interest	953	2.1	341	0.8		178.6		
Net (income) loss attributable to non-controlling interest	(20)	)	0.1	143	(0.3)	)	(114.3)	)
Net income attributable to Spar Group, Inc.	\$973	2.2	% \$198	0.5	%	(390.3)	)%	

## Net Revenues

Net revenues for the nine months ended September 30, 2010, were \$44.4 million, compared to \$43.4 million for the nine months ended September 30, 2009, an increase of \$1.0 million or 2.4%.

Domestic net revenues totaled \$26.5 million in the nine months ended September 30, 2010, compared to \$18.9 million for the same period in 2009. Domestic net revenues increased by \$7.6 million or 40%. The increase was partially a result of an increase in organic growth in its existing business of 39% and expansion in the Company's core businesses along with the full integration of the NMS acquisition accounting for 61% of the growth year over the prior period.

International net revenues totaled \$17.9 million for the nine months ended September 30, 2010, compared to \$24.5 million for the same period in 2009, a decrease of \$6.6 million or 26.7%. The primary reasons for the decrease in 2010 international net revenues as compared to 2009 was the loss of marginally profitable sales promotion business in Japan, the loss of a key client in India, partially offset by increased revenue from the business acquired in Canada from Wings & Ink.

## Cost of Revenues

Cost of revenues consists of in-store labor and field management wages, related benefits, travel and other direct labor-related expenses. Cost of revenues was 67.5% of net revenues for the nine months ended September 30, 2010 and 70.9% for the nine months ended September 30, 2009.

Domestic cost of revenues was 65.3% of net revenues for the nine months ended September 30, 2010, and 64.9% of net revenues for the nine months ended September 30, 2009. The increase in cost of revenues as a percentage of net revenues was less than 1% due primarily to the mix of project work. Approximately 87% and 84% of the Company's domestic cost of revenues in the nine months ended September 30, 2010 and 2009, respectively, resulted from in-store merchandiser specialist and field management services purchased from certain of the Company's affiliates, SPAR Marketing Services, Inc. ("SMS"), and SPAR Management Services, Inc. ("SMSI"), respectively (See - Note 6 - Related-Party Transactions).

SPAR Group, Inc. and Subsidiaries

Internationally, the cost of revenues decreased to 70.8% of net revenues for the nine months ended September 30, 2010, compared to 75.6% of net revenues for the nine months ended September 30, 2009. The cost of revenue percentage decrease of 4.8 percentage points was primarily due to a profitable mix of product services in all International markets except Canada and South Africa, with Japan, China, and Australia posting the most significant improvements.

Selling, General and Administrative Expenses

Selling, general and administrative expenses include corporate overhead, project management, information technology, executive compensation, human resources, and legal and accounting expenses. Selling, general and administrative expenses were approximately \$12.5 million and \$11.6 million for the nine months ended September 30, 2010 and 2009.

Domestic selling, general and administrative expenses totaled \$6.9 million for the nine months ended September 30, 2010, compared to \$5.6 million for the same period in 2009. The increase in domestic selling, general and administrative expenses of approximately \$1.3 million was primarily due to the incremental spending required to support the acquisition of National Marketing Services.

International selling, general and administrative expenses totaled \$5.6 million for the nine months ended September 30, 2010, compared to \$6.0 million for the same period in 2009. The decrease of approximately \$400,000 in international selling, general and administrative expenses was primarily due to expense reductions in Japan of \$920,000 primarily driven by lower salary and other employee related expenses as a result of ownership change. This favorability was partially offset by increased expenses in the Canadian market attributed to the Wings and Ink acquisition.

Depreciation and Amortization

Depreciation and amortization charges for the nine months ended September 30, 2010, totaled \$725,000 and \$800,000 for the same period in 2009.

Interest Expense

Interest expense decreased slightly to \$138,000 from \$155,000 for the nine months ended September 30, 2010 and 2009, respectively.

Other Expense (Income)

Other expense totaled \$15,000 compared with other income of \$542,000 for the nine months ended September 30, 2010 and 2009, respectively. The 2009 income resulted from a third party settlement and a credit from prior legal expenses.

Income Taxes

The income tax provision for the nine months ended September 30, 2010 was \$74,000 resulting primarily from domestic Alternative Minimum Tax, state and international tax expense of \$15,000, \$45,000 and \$14,000,

respectively. Income tax provision for the nine months ended September 30, 2009, was \$246,000 resulting primarily from tax provisions related to international profits.

Non-controlling Interest

Non-controlling interest of approximately \$20,000 and (\$143,000) resulted from the net operating losses and profits of the Company's 51% owned subsidiaries for the nine months ended September 30, 2010 and 2009, respectively.

SPAR Group, Inc. and Subsidiaries

Net Income attributable to SPAR Group, Inc.

The Company reported a net income of \$973,000 for the nine months ended September 30, 2010, or \$0.05 per share, compared to a net income of \$198,000, or \$0.01 per share, for the corresponding period last year.

Liquidity and Capital Resources

In the nine months ended September 30, 2010, the Company had net income of \$953,000.

Net cash used in operating activities was \$230,000 for the nine months ended September 30, 2010 and net cash provided by operating activities for the nine months ended September 30, 2009, was \$2.0 million. The cash used in operating activities for the nine months ended September 30, 2010 was primarily a result of increased accounts receivable and decreased accounts payable partially offset by net income, depreciation, and increased liabilities due to affiliates.

Net cash used in investing activities for the nine months ended September 30, 2010, and September 30, 2009, was approximately \$1.2 million and \$602,000, respectively. The net cash used in investing activities for the nine months ended September 30, 2010 was primarily due to the acquisition of Wings and Ink and additions to fixed assets.

Net cash provided by financing activities for the nine months ended September 30, 2010 was approximately \$581,000 compared to net cash used in financing activities for the nine months ended September 30, 2009 of approximately \$1.1 million. Net cash provided by financing activities for the nine months ended September 30, 2010 was primarily due to borrowings on lines of credit and short term debt.

The above activity resulted in a decrease in cash and cash equivalents for the nine months ended September 30, 2010, of \$802,000.

At September 30, 2010, the Company had working capital of \$2.7 million, as compared to working capital of \$252,000 at December 31, 2009. The Company's current ratio was 1.2 to 1.0 at September 30, 2010 and 1.0 to 1.0 at December 31, 2009. The increase in working capital was primarily due to increased accounts receivable and decreased accounts payable.

Prior Domestic Credit Facility:

In January 2003, the Company (other than SGRP's foreign subsidiaries) and Webster Business Credit Corporation, then known as Whitehall Business Credit Corporation ("Webster"), entered into the Third Amended and Restated Revolving Credit and Security Agreement and related documents (collectively, as amended, the "Webster Credit Facility"). The Webster Credit Facility provided for a \$5.0 million revolving line of credit, which was scheduled to mature on September 15, 2010. The Webster Credit Facility was secured by all of the assets of the Company's domestic subsidiaries. The Webster Credit Facility also limited certain expenditures, including, but not limited to, capital expenditures and other investments, and required that the Company satisfy certain financial and other covenants. This Webster Credit Facility was replaced on July 6, 2010, with the new Sterling Credit Facility noted below. For an expanded description of the Webster Credit Facility, please see Note 4 ("Lines of Credit and Other Debt") to the Company's Quarterly Report on form 10-Q for the periods ended June 30, 2010, as filed with the SEC on August 11, 2010 (which description is hereby incorporated into this Quarterly Report by reference).

New Domestic Credit Facility:

SGRP and certain of its domestic direct and indirect subsidiaries, namely SPAR Incentive Marketing, Inc., PIA Merchandising Co., Inc., Pivotal Sales Company, National Assembly Services, Inc., SPAR/Burgoyne Retail Services, Inc., SPAR Group International, Inc., SPAR Acquisition, Inc., SPAR Trademarks, Inc., SPAR Marketing Force, Inc. and SPAR, Inc. (each a "Subsidiary Borrower", and together with SGRP, collectively, the "Borrowers"), entered into a Revolving Loan and Security Agreement dated as of July 6, 2010 (the "Loan Agreement"), with

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Sterling National Bank and Cornerstone Bank as the lenders (the "Lenders"), and issued their Secured Revolving Loan Notes in the original maximum principal amounts of \$5.0 million to Sterling National Bank and \$1.5 million to Cornerstone Bank (the "Notes"), to document and govern their new credit facility with the Lenders (the "Sterling Credit Facility"). The Sterling Credit Facility replaced the Webster Credit Facility on July 6, 2010, and the first advance under such new facility was used to fully repay and terminate the Webster Credit Facility and its documents and liens.

In addition, Mr. Robert G. Brown, a Director, the Chairman and a major stockholder of SGRP, and Mr. William H. Bartels, a Director, the Vice Chairman and a major stockholder of SGRP, have provided personal guarantees of the Sterling Credit Facility totaling \$2.5 million pursuant to their Limited Continuing Guaranty in favor of the Lenders dated as of July 6, 2010 (the "Limited Guaranty").

Revolving Loans of up to \$6.5 million are available to the Borrowers under this new Sterling Credit Facility based upon the borrowing base formula defined in the Loan Agreement (principally 85% of "eligible" domestic accounts receivable less certain reserves). The Sterling Credit Facility is secured by substantially all of the assets of the Borrowers (other than SGRP's foreign subsidiaries, certain designated domestic inactive subsidiaries, and their respective equity and assets).

The domestic revolving loan balance outstanding under the Sterling Credit Facility was approximately \$4.5 million at September 30, 2010, and the revolving loan balances outstanding under the Webster Credit Facility was approximately \$ 4.0 million at December 31, 2009. As of September 30, 2010, the Company had unused availability under the Sterling Credit Facility of \$1.3 million out of the remaining maximum \$2.0 million unused revolving line of credit.

The basic interest rate under the Sterling Credit Facility is equal to the fluctuating Prime Rate of interest published in the Wall Street Journal from time to time (as determined by the Agent) plus one and one-half (1.50%) percent per annum, which automatically changes with each change in such rate.

The actual average interest rate was 4.75% per annum under the Sterling Credit Facility for the three months ended September 30, 2010, and 5.0% per annum under the Webster Credit Facility for the six months ended June 30, 2010. The Sterling Credit Facility is secured by substantially all of the assets of the Company (other than SGRP's foreign subsidiaries and their assets). Because of the requirement to maintain a lock box arrangement with the Agent and the Lenders' ability to invoke a subjective acceleration clause at its discretion, borrowings under the Sterling Credit Facility is classified as current.

The Sterling Credit Facility contains certain financial and other restrictive covenants and also limits certain expenditures by the Borrowers, including, but not limited to, capital expenditures, acquisitions and other investments. These financial covenants are measured as of December 31, 2010 and each year thereafter. The Company expects to be in compliance with these covenants at that date. However, there can be no assurance that the Company will not be in violation of certain covenants in the future and should the Company be in violation; there can be no assurance that the Lenders will issue waivers for any future violations.

International Credit Facilities and Other Debt:



The Australian subsidiary, SPARFACTS Australia Pty. Ltd., has a revolving line of credit arrangement with Commonwealth Bank of Australia (CBA) for AUD 2.0 million, or approximately \$1.9 million (based upon the exchange rate at September 30, 2010). At September 30, 2010, SPARFACTS Australia Pty. Ltd. had AUD 252,000 or \$245,000 outstanding under the line of credit and at December 31, 2009, SPARFACTS Australia Pty. Ltd. had AUD 510,000, or approximately \$456,000, outstanding under the line of credit (based upon the exchange rate at those dates). The average interest rate was 9.9% per annum for the nine months ended September 30, 2010.

SPAR Canada Company, a wholly owned subsidiary, has a secured credit agreement with Royal Bank of Canada providing for a Demand Operating Loan for a maximum borrowing of CAD 750,000 or approximately \$729,000 (based upon the exchange rate at September 30, 2010). The Demand Operating Loan provides for borrowing based upon a formula as defined in the agreement (principally 75% of eligible accounts receivable less

## SPAR Group, Inc. and Subsidiaries

certain deductions) and a minimum total debt to tangible net worth covenant. The outstanding balance under the line of credit agreement was CAD 353,000 or \$343,000 and CAD 395,000 or \$376,000 at September 30, 2010 and December 31, 2009, respectively (based upon the exchange rate at that date). The average interest rate was 3.5% per annum for the nine months ended September 30, 2010.

At the March 2010 quarterly board meeting of SGRP, the Board of Directors authorized the Company to secure bridge financing for future acquisition efforts in an amount not to exceed \$1.0 million. On March 26, 2010 the Company signed a Loan and Security Agreement and a Promissory Note with Michael Anthony Holdings, Inc., for a maximum loan totaling \$1.0 million, at which time the Company received its first advance of \$500,000 and used that advance for the acquisition of certain assets of Wings and Ink, a Canadian company, that closed on April 1, 2010. The \$500,000 loan is recorded as a current liability on the Company's balance sheet under Lines of credit and other debt. At this time the Company does not have plans to draw down on the remaining \$500,000 available under this agreement.

The loan is payable on an interest only basis (for a one year term) at the rate of 14% per annum (payable monthly) and matures on March 31, 2011. However, should the loan not be paid in full by March 31, 2011, the interest rate automatically increases to 24% per annum (payable monthly) until the principal is paid in full. The loan does not contain a prepayment penalty.

The Company's international business model is to partner with local merchandising companies and combine the Company's proprietary software and expertise in the merchandising and marketing services business with their partner's knowledge of the local market. In 2001, the Company established its first subsidiary in Japan and has continued this strategy. As of this filing, the Company is currently operating in 9 countries and has 7 active international subsidiaries. Certain of these international subsidiaries are profitable, while others are operating at a loss. In the event of continued losses, the Company may be required to provide additional cash infusions into those subsidiaries with losses.

While the Company's borrowing capacity has been limited in recent months, management believes that based upon the continuation of the Company's existing credit facilities (or a comparable replacement), projected results of operations, vendor payment requirements and other financing available to the Company (including amounts due to affiliates), sources of cash availability should be manageable and sufficient to support ongoing operations over the next twelve months. However, continued losses, delays in collection of receivables due from any of the Company's major clients, or a significant reduction in business from such clients could have a material adverse effect on the Company's cash resources and its ongoing ability to fund operations.

#### Certain Contractual Obligations

The following table contains a summary of certain of the Company's contractual obligations by category as of September 30, 2010 (in thousands):

Contractual Obligations	Total	Period in which payments are due			
		Less than 1 year	1-3 years	3-5 years	More than 5 years
Credit Facilities	\$ 5,535	\$ 5,535	–	–	–
Capital Lease Obligations	204	20	\$ 184	–	–

Operating Lease Obligations	2,212	775	1,376	\$ 61	–
Total	\$ 7,951	\$ 6,330	\$ 1,560	\$ 61	–

### Item 3. Quantitative and Qualitative Disclosures about Market Risk

The Company's accounting policies for financial instruments and disclosures relating to financial instruments require that the Company's consolidated balance sheets include the following financial instruments: cash and cash equivalents, accounts receivable, accounts payable and lines of credit. The Company carries current assets and liabilities at their stated or face amounts in its consolidated financial statements, as the Company believes those amounts approximate the fair value for these items because of the relatively short period of time between origination

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of the asset or liability and their expected realization or payment. The Company monitors the risks associated with asset and liability positions, as well as interest rates. The Company's investment policy objectives require the preservation and safety of the principal, and the maximization of the return on investment based upon its safety and liquidity objectives.

The Company is exposed to market risk related to the variable interest rate on its lines of credit and other debt, both in its United States subsidiaries (i.e., the Domestic Merchandising Services Division) and in its International (non-U.S.) subsidiaries (i.e., the International Merchandising Services Division). At September 30, 2010, the Company's outstanding lines of credit and other debt totaled approximately \$5.5 million, as noted in the table below (in thousands):

Location	Variable Interest Rate		US Dollars (2)
	(1)		
United States	4.75	%	\$ 4,455
International	3.5% -14.0	%	1,080
			\$ 5,535

(1) Based on interest rate at September 30, 2010.

(2) Based on exchange rate at September 30, 2010.

Based on the 2010 average outstanding borrowings under variable-rate debt, a one-percentage point increase in interest rates would negatively impact pre-tax earnings and cash flows for the nine months ended September 30, 2010, by approximately \$33,000.

The Company has foreign currency exposure with its international subsidiaries. In both 2010 and 2009, these exposures are primarily concentrated in the Canadian Dollar, Australian Dollar and Japanese Yen. International revenues for the nine months ended September 30, 2010 and 2009 were \$17.9 million and \$24.4 million, respectively. The international division reported a net loss of approximately \$558,000 and \$377,000 for the nine months ended September 30, 2010 and 2009, respectively.

In those countries where the Company had risk for foreign currency exposure, the total assets were \$5.7 million and total liabilities were \$5.5 million based on exchange rates at September 30, 2010.

#### Item 4. Controls and Procedures

##### Management's Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the registrant, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). We have designed such internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles in the United States of America.

Management has evaluated the effectiveness of our internal control over financial reporting using the “Internal Control – Integrated Framework (1992)” created by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) framework. Based on this evaluation, management has concluded that internal controls over financial reporting were not effective as of December 31, 2009, due to the following material weakness:

The Company was not able to ensure timely receipt of the auditor's report respecting the Company's subsidiary in India, SPAR Solutions India Private Limited, in order to allow completion of its consolidated reporting for the year ended December 31, 2009, which ultimately led to an extension request and then the filing of the Annual Report on April 15, 2010, in a manner that was not complete with regard to the reporting of the results of that foreign subsidiary. The unqualified auditor's report for the Company's India subsidiary was thereafter received and filed in SGRP's Amendment No. 2 to its Annual Report on Form 10-K/A as filed with the SEC on October 8, 2010, together with a revised unqualified opinion from the Company's Principal Independent Auditor that removed its previous qualification respecting the late Indian audit.

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Management's Evaluation of Disclosure Controls and Procedures

The Company's chief executive officer and chief financial officer have each reviewed and evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this report, as required by Exchange Act Rules 13a-15(b) and Rule 15d-15(b). Based on that evaluation, the chief executive officer and chief financial officer have each concluded that the Company's current disclosure controls and procedures are not effective, due to the material weakness noted above, to insure that the information required to be disclosed by the Company in reports it files, or submits under the Exchange Act were recorded, processed, summarized and reported within the time period specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Remediation and Changes in Control Over Financial Reporting

Management believes that the aforementioned material weakness has been corrected by the improvements the Company has already undertaken respecting its Indian Subsidiary, including (among other things) improvements to the period end closing and reporting procedures related to accumulation and local certification of annual financial results and disclosures. Management is actively reviewing its other existing procedures to determine whether additional changes may be necessary to ensure correct and timely future reporting.

The Company has internally documented and tested its internal controls over financial reporting as required by Section 404 of the Sarbanes-Oxley Act of 2002 and the Company believes it is in compliance.

Except for the corrective steps noted above, there were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls during the nine months covered by this report or from the end of the reporting period to the date of this Form 10-Q.

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PART II: OTHER INFORMATION

Item 1. Legal Proceedings

Longstanding litigation with Safeway Inc. ("Safeway") concluded on August 2, 2010.

On October 24, 2001, Safeway filed a complaint against PIA Merchandising Co., Inc. ("PIA Co."), a wholly-owned subsidiary of SPAR Group, Inc. ("SGRP"), Pivotal Sales Company ("Pivotal"), a wholly-owned subsidiary of PIA Co., and SGRP in Alameda County (California) Superior Court, case no. 2001028498. Safeway's claims, as subsequently amended, alleged causes of action for breach of contract and breach of implied contract. PIA Co. and Pivotal filed cross-claims against Safeway, including causes of action for breach of contract and interference with economic relationships. The case proceeded to trial by jury. On May 26, 2006, the jury returned a verdict that awarded certain damages on different claims to PIA Co. and Pivotal and awarded certain damages to Safeway, resulting in a net award of \$1,307,700 to Pivotal. Judgment was entered in favor of Pivotal and against Safeway on August 14, 2006, for \$1,307,700 plus accrued interest. A subsequent order awarded Pivotal certain court costs totaling \$33,725.

Thereafter, both sides filed appeals. On May 27, 2010, the California Court of Appeal issued a decision affirming the judgment in full. All appellate proceedings concluded on July 28, 2010. On August 2, 2010, Safeway tendered, and the Company accepted, payment of \$1,888,000 (including interest) in full payment of the judgment.

In addition to the above, the Company is a party to various other legal actions and administrative proceedings arising in the normal course of business. In the opinion of the Company's management, disposition of these other matters are not anticipated to have a material adverse effect on the financial position, results of operations or cash flows of the Company.

Item 1A. Risk Factors

Existing Risk Factors

Except as previously reported (see the Company's 8K filed with the SEC on September 9, 2010), there have been no material changes in the Company's risk factors since the Company's Annual Report.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Item 2(a):

On September 13, 2010, SGRP issued and privately sold to Alliance Advisors, LLC (the "Purchaser"), 120,000 shares (collectively, the "New Shares") of the Common Stock, par value \$0.01 per share, issued by SGRP ("SGRP Stock"), pursuant to an agreement dated August 15, 2009, in consideration of the payment of \$0.01 per share in cash and the value of services rendered prior to issuance equal in the aggregate to the fair market value of the New Shares on August 15, 2009. The market price for SGRP Stock on August 15, 2009, was approximately \$0.55 per share, and after a reduction of \$0.08 per share for the initially restricted nature of the purchase agreement and New Shares, the parties determined the fair market value of the New Shares on August 15, 2009, was \$0.47 per share or \$56,000 in the aggregate. The net cash proceeds of such sale were used for general corporate purposes. SGRP's Audit Committee

and Board of Directors each reviewed and unanimously approved this transaction. The offer and sale of such New Shares have not been registered under the Securities Act or other securities laws, as they were a non-public offer and sale made in reliance upon (among other things) the representations, acknowledgments and undertakings of the Purchaser and Section 4(2) of the Securities Act.

Item 2(b): Not applicable.

Item 2(c): Not applicable.



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Item 3. Defaults upon Senior Securities

Item 3(a): Defaults under Indebtedness: None.

Item 3(b): Defaults under Preferred Stock: None.

Item 4. Submission of Matters to a Vote of Security Holders

Not applicable.

Item 5. Other Information

Not applicable.

Item 6. Exhibits

31.1 Certification of the CEO pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, as filed herewith.

31.2 Certification of the CFO pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, as filed herewith.

32.1 Certification of the CEO pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as filed herewith.

32.2 Certification of the CFO pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as filed herewith.

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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.

Date: November 12, 2010

SPAR Group, Inc., Registrant

By: /s/ James R. Segreto  
James R. Segreto  
Chief Financial Officer, Treasurer, Secretary  
and duly authorized signatory