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GREYSTONE LOGISTICS, INC.

Form 10QSB

October 15, 2007

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

FORM 10-QSB

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED AUGUST 31, 2007

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_

Commission file number 000-26331

GREYSTONE LOGISTICS, INC.

(Exact name of small business issuer as specified in its charter)

OKLAHOMA

75-2954680

(State or other jurisdiction of incorporation or organization)

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

1613 EAST 15TH STREET, TULSA, OKLAHOMA 74120  
(Address of principal executive offices)

(918) 583-7441

(Issuer's telephone number)

(Former name, former address and former fiscal year, if changed since last report)

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

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

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: October 10, 2007 - 26,061,201

TRANSITIONAL SMALL BUSINESS DISCLOSURE FORMAT (CHECK ONE): Yes  No

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GREYSTONE LOGISTICS, INC.  
FORM 10-QSB  
FOR THE PERIOD ENDED AUGUST 31, 2007

PART I. FINANCIAL INFORMATION

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ITEM 1. FINANCIAL INFORMATION

GREYSTONE LOGISTICS, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS

	August 31, 2007	Ma 2
	----- (Unaudited)	-----
Assets		
-----		
Current Assets:		
Cash	\$ 274,069	\$
Accounts receivable	1,449,780	1,
Inventory	205,908	
Prepaid expenses	26,002	
	-----	-----
Total Current Assets	1,955,759	1,
Property, Plant and Equipment,		
net of accumulated depreciation of \$2,900,405 and \$2,248,805 at August 31, 2007 and May 31, 2007, respectively	6,932,470	7,
Other Assets	129,947	
	-----	-----
Total Assets	\$ 9,018,176	\$ 8,
	=====	=====

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Liabilities and Stockholders' Deficiency

Current Liabilities:		
Current portion of long-term debt	\$ 8,640,747	\$ 8,
Advances payable - related party	618,959	
Accounts payable and accrued expenses	1,737,211	1,
Accounts payable and accrued expenses - related parties	2,312,434	2,
Preferred dividends payable	1,233,740	1,
	-----	-----
Total Current Liabilities	14,543,091	14,
Long-Term Debt, net of current portion	4,162,669	4,
Deferred Income	112,000	
Stockholders' Deficiency:		
Preferred stock, \$0.0001 par value, 20,750,000 shares authorized, 50,000 shares issued and outstanding, liquidation preference of \$5,000,000	5	
Common stock, \$0.0001 par value, 5,000,000,000 shares authorized, 26,061,201 issued and outstanding	2,606	
Additional paid-in capital	52,693,226	52,
Accumulated deficit	(62,495,421)	(62,
	-----	-----
Total Stockholders' Deficiency	(9,799,584)	(9,
	-----	-----
Total Liabilities and Stockholders' Deficiency	\$ 9,018,176	\$ 8,
	=====	=====

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

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GREYSTONE LOGISTICS, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(Unaudited)

	Three Months Ended Au	
	2007	2006
	-----	-----
Sales	\$ 5,597,211	\$ 3,
Cost of Sales	4,726,483	3,
	-----	-----
Gross Profit	870,728	
General, selling and administration expenses	412,207	
	-----	-----
Operating Income (Loss)	458,521	
Other Income (Expense):		
Other income	52,151	

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Interest expense	(334,068)	(
	-----	-----
Total Other Income (Expense)	(281,917)	(
	-----	-----
Net Income (Loss)	176,604	(
Preferred Dividends	144,932	
	-----	-----
Net Income (Loss) Available to Common Stockholders	\$ 31,672	\$ (
	=====	=====
Income (Loss) Available to Common Stockholders Per Share of Common Stock - Basic	\$ 0.00	\$
	=====	=====
Per Share of Common Stock - Diluted	\$ 0.00	\$
	=====	=====
Weighted Average Shares of Common Stock Outstanding - Basic	26,061,000	24,
Dilutive effect of warrants outstanding	121,000	
	-----	-----
Diluted	26,182,000	24,
	=====	=====

The accompanying notes are an integral part of these condensed consolidated financial statements

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GREYSTONE LOGISTICS, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)

	Three Months Ended Au	
	2007	2
	-----	-----
Cash Flows from Operating Activities:		
Net Income (Loss)	\$ 176,604	\$ (
Adjustments to reconcile net income (loss) to net cash provided by operating activities		
Depreciation and amortization	195,789	
Stock-based compensation	--	
Recognition of deferred income	(16,000)	
Changes in receivables	(430,365)	
Changes in inventory	31,861	
Changes in prepaid expenses	31,651	
Change in other assets	(5,680)	
Changes in accounts payable and accrued expenses	187,026	
	-----	-----
Net cash provided by operating activities	170,886	
Cash Flows from Investing Activities:		
Purchase of property and equipment	(87,622)	
	-----	-----
Net cash used in investing activities	(87,622)	
Cash Flows from Financing Activities:		

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Proceeds from notes and advances payable	--	
Payments on notes payable and bank overdraft	(149,529)	(
	-----	-----
Net cash used in financing activities	(149,529)	(
	-----	-----
Net Increase (Decrease) in Cash	(66,265)	
Cash, beginning of period	340,334	
	-----	-----
Cash, end of period	\$ 274,069	\$
	=====	=====
Supplemental Data		
Non-cash transactions:		
Preferred dividend accrual	\$ 144,932	\$

The accompanying notes are an integral part of these condensed consolidated financial statements

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### GREYSTONE LOGISTICS, INC. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. In the opinion of Greystone, the accompanying unaudited condensed consolidated financial statements contain all adjustments and reclassifications, which are of a normal recurring nature, necessary to present fairly its financial position as of August 31, 2007, and the results of its operations and its cash flows for the three month periods ended August 31, 2007 and 2006. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements as of and for the year ended May 31, 2007 and the notes thereto included in Greystone's Form 10-KSB. The financial statements have been prepared assuming that Greystone will continue as a going concern. The working capital deficit of \$12,587,332, a stockholders' deficiency of \$9,799,584 and its ability to obtain additional long term financing, if necessary, raises substantial doubt about Greystone's ability to continue as a going concern. The accompanying financial statements have been prepared assuming that Greystone will continue as a going concern and do not reflect the possible effects of any adjustments that might result from Greystone's inability to continue as a going concern.

2. The results of operations for the three month periods ended August 31, 2007 and 2006 are not necessarily indicative of the results to be expected for the full year.

3. Greystone calculates and discloses earnings per share (EPS) in accordance with Statement of Financial Accounting Standards No. 128, EARNINGS PER SHARE (SFAS 128). SFAS 128 requires dual presentation of Basic and Diluted EPS on the face of the statements of operations and requires a reconciliation of the numerator and denominator of the Basic EPS computation to the numerator and denominator of the Diluted EPS computation. Basic EPS excludes dilution and is computed by dividing income (loss) available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of Greystone.

In computing Diluted EPS, only potential common shares that are

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dilutive--those that reduce earnings per share or increase loss per share--are included. Exercise of options and warrants or conversion of convertible securities is not assumed if the result would be antidilutive, such as when a loss from continuing operations is reported. The "control number" for determining whether including potential common shares in the diluted EPS computation would be antidilutive is income from continuing operations. As a result, if there were a loss from continuing operations, Diluted EPS would be computed in the same manner as Basic EPS is computed, even if an entity has net income after adjusting for discontinued operations, an extraordinary item or the cumulative effect of an accounting change. As shown in the following table, the number of shares for calculating basic and diluted EPS are the same manner due to the loss for the three month period ending August 31, 2006, and there is a dilutive effect for calculating EPS as a result of income for the three months ended August 31, 2007.

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	Three Months ended August 31,	
	2007	2006
	(Unaudited)	(Unaudited)
BASIC:		
Weighted average common shares outstanding	26,061,000	24,061,000
DILUTIVE EFFECT:		
Assumed exercise of warrants	250,000	--
Application of assumed proceeds toward repurchase of treasury stock	(129,000)	--
Net additional shares issuable	121,000	--
ADJUSTED COMMON SHARES OUTSTANDING FOR COMPUTING DILUTIVE EPS	26,182,000	24,061,000
	=====	=====

#### 4. Inventory consists of the following:

	August 31, 2007	May 31, 2007
	(Unaudited)	
Raw materials	\$ 116,084	\$ 66,832
Finished goods	89,824	170,937
Total inventory	\$ 205,908	\$ 237,769
	=====	=====

#### 5. Recent Accounting Pronouncements.

In June 2006, the Financial Accounting Standards Board issued FASB Interpretation No. 48, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES -- AN INTERPRETATION OF FASB STATEMENT NO. 109 (FIN 48). This interpretation clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FASB Statement No. 109, ACCOUNTING FOR INCOME TAXES. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. It also provides

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guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. Greystone adopted the provisions of this interpretation effective June 1, 2007. The adoption of FIN 48 did not have a material effect on Greystone's financial statements and related disclosures.

In September 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 157, FAIR VALUE MEASUREMENTS (SFAS 157). SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. The issuance of this standard is meant to increase consistency and comparability in fair value

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measurements. SFAS 157 is effective for fiscal years beginning after November 15, 2007. Greystone does not expect the adoption of SFAS 157 to have a material effect on its financial statements and related disclosures.

In February 2007, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 159, THE FAIR VALUE OPTION FOR FINANCIAL ASSETS AND FINANCIAL LIABILITIES (SFAS 159). SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value, and establishes presentation and disclosure requirements designed to facilitate comparisons between entities that choose different measurement attributes for similar types of assets and liabilities. SFAS 159 is effective for fiscal years beginning after November 15, 2007. Greystone does not expect the adoption of SFAS 159 to have a material effect on its financial statements and related disclosures.

6. Accounts payable at May 31, 2007 have been reclassified between related parties and others for comparative purposes with the presentation as of August 31, 2007.

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### ITEM 2. MANAGEMENT DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

#### RESULTS OF OPERATIONS

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#### GENERAL TO ALL PERIODS

The unaudited condensed consolidated statements include Greystone Logistics, Inc., or Greystone, and its wholly owned subsidiaries, Greystone Manufacturing, LLC, or GSM, and Plastic Pallet Production, Inc., or PPP. All material intercompany accounts and transactions have been eliminated.

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Greystone has incurred significant losses from operations, and there is no assurance that it will continue to achieve profitability or obtain funds necessary to finance its operations.

References to fiscal year 2008 refer to the three month period ended August 31, 2007. References to fiscal year 2007 refer to the three month period ended August 31, 2006.

### SALES

Greystone's primary business is the manufacturing and selling of plastic pallets through its wholly owned subsidiaries, GSM and PPP. Greystone sells its pallets through an exclusive arrangement with Decade Products whereby Decade sells Greystone's pallets nationwide through direct sales and a network of independent contractor distributors. Greystone also sells its pallets and pallet leasing services to certain large customers direct through its President, Senior Vice President of Sales and Marketing and other employees.

Greystone derives a substantial portion of its revenue from two national brewers.

In addition, in July 2006, Greystone launched a beta test program involving the lease of a small pool of recycled plastic pallets by Greystone to a customer to be utilized by the customer to ship a portion of its manufactured products in a closed loop system. Pursuant to the agreement with the customer, Greystone delivers and tracks throughout the logistics cycle sufficient quantities of plastic pallets for use in shipping a segment of the customer's product. The pallets stay in a closed loop environment and are continually sent back for reuse. If a pallet is damaged, Greystone grinds the pallet and reutilizes the resin.

### PERSONNEL

Greystone had approximately 75 full-time employees as of August 31, 2007 and 2006.

### TAXES

For all years presented, Greystone's effective tax rate is 0%. Greystone has generated substantial net operating losses which would normally reflect a tax benefit in the statement of

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operations and a deferred asset on the balance sheet. However, because of the current uncertainty as to Greystone's ability to continue to achieve profitability, a valuation reserve has been established that offsets the amount of any tax benefit available for each period presented in the consolidated statement of operations.

Greystone adopted the provisions of FIN 48 (see Note 5 to the financial statements - Recent Accounting Pronouncements) on June 1, 2007. Based upon a review of its income tax filing positions, Greystone believes that its positions would be sustained upon an audit by the Internal Revenue Service and does not anticipate any adjustments that would result in a material change to its financial position. Therefore, no reserves for uncertain income tax positions have been recorded pursuant to FIN 48. At June 1, 2007, we had no unrecognized tax.

THREE MONTH PERIOD ENDED AUGUST 31, 2007 COMPARED TO THREE MONTH PERIOD ENDED



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AUGUST 31, 2006

Sales for fiscal year 2008 were \$5,597,211 compared to \$3,881,134 in fiscal year 2007, for an increase of \$1,716,077. The increase is due to the addition of new customers during the latter part of fiscal year 2007.

Cost of sales in fiscal year 2008 was \$4,726,483, or 85% of sales, compared to \$3,500,932, or 90% of sales, in fiscal year 2007. The improvement in the ratio of cost of sales to sales is due primarily to increases in sales prices.

General and administrative expense decreased \$41,773 from \$453,980 in fiscal year 2007 to \$412,207 in fiscal year 2008. Greystone recorded stock option compensation costs of \$62,520 during fiscal year 2007 and none in fiscal year 2008.

Interest expense increased \$4,279 from \$329,789 in fiscal year 2007 to \$334,068 in fiscal year 2008.

Greystone reported net income of \$176,604 in fiscal year 2008 compared to net loss of \$(401,378) in fiscal year 2007 for the reasons discussed above.

After deducting preferred dividends, the net income available to common shareholders was \$31,672, or \$0.00 per share, in fiscal year 2008 compared to a net loss available to common shareholders of \$(545,282), or \$(0.02) per share, in fiscal year 2007 for the reasons discussed above.

### LIQUIDITY AND CAPITAL RESOURCES

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Greystone's cash requirements for operating activities consist principally of accounts receivable, inventory, accounts payable, operating leases and scheduled payments of interest on outstanding indebtedness. Greystone is currently dependent on outside sources of cash to fund

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its operations. As of August 31, 2007, revenues from sales remain insufficient to meet current liabilities.

A summary of cash flows for the three months ended August 31, 2007 is as follows:

Cash provided by operating activities	\$ 170,886
Cash used in investing activities	(87,622)
Cash used in financing activities	(149,529)

The contractual obligations of Greystone are as follows:

	TOTAL	LESS THAN 1 YEAR	1-3 YEARS	4-5 YEARS	OVER 5 YEARS
	-----	-----	-----	-----	-----
Long-term debt	\$12,803,416	\$8,640,747	\$2,801,567	\$ 333,336	\$1,027,766
Operating leases	1,895,400	280,800	561,600	561,600	491,400
	-----	-----	-----	-----	-----
Total	\$14,698,816	\$8,921,547	\$3,363,167	\$ 894,936	\$1,519,166
	=====	=====	=====	=====	=====

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To provide for the additional cash that might be necessary to meet Greystone's contractual obligations, Greystone is exploring various options including refinancing long-term debt and equity financing. However, there is no guarantee that Greystone will be able to raise sufficient capital to meet these obligations.

Greystone has accumulated a working capital deficit of approximately \$12,587,332 at August 31, 2007, which includes current portion of long-term debt of \$8,640,747 and \$4,049,645 in accounts payable and accrued liabilities. The working capital deficit reflects the uncertain financial condition of Greystone resulting from its inability to obtain long term financing until such time as it is able to maintain profitability. There is no assurance that Greystone will secure such financing or continue to achieve profitability.

Substantially all of the financing that Greystone has received through August 31, 2007, has been provided by loans or through loan guarantees from the officers and directors of Greystone, the offerings of preferred stock to current and former officers and directors of Greystone in 2001 and 2003 and through a private placement of common stock completed in March 2005.

Greystone continues to be dependent upon its officers and directors to provide and/or secure additional financing and there is no assurance that they will do so. As such, there is no assurance that funding will be available for Greystone to continue operations.

Greystone has 50,000 outstanding shares of cumulative 2003 Preferred Stock for a total of \$5,000,000 with a preferred dividend rate of the prime rate of interest plus 3.25%. Greystone does not anticipate that it will make cash dividend payments to any holders of its preferred stock

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or its common stock unless and until the financial position of Greystone improves through increased revenues, another financing or otherwise.

### FORWARD LOOKING STATEMENTS AND MATERIAL RISKS

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This Quarterly Report on Form 10-QSB includes certain statements that may be deemed "forward-looking statements" within the meaning of federal securities laws. All statements, other than statements of historical fact, that address activities, events or developments that Greystone expects, believes or anticipates will or may occur in the future, including decreased costs, securing financing, the profitability of Greystone, potential sales of pallets or other possible business developments, are forward-looking statements. Such statements are subject to a number of assumptions, risks and uncertainties. The forward-looking statements contained in this Quarterly Report on Form 10-QSB could be affected by any of the following factors: Greystone's prospects could be affected by changes in availability of raw materials, competition, rapid technological change and new legislation regarding environmental matters; Greystone may not be able to secure additional financing necessary to sustain and grow its operations; and a material portion of Greystone's business is and will be dependent upon a few large customers and there is no assurance that Greystone will be able to retain such customers. These risks and other risks that could affect Greystone's business are more fully described in Greystone's Form 10-KSB for the fiscal year ended May 31, 2007, which was filed on August 30, 2007. Actual results may vary materially from the forward-looking statements. Greystone undertakes no duty to update any of the forward-looking statements contained in this Quarterly Report on Form 10-QSB.

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### ITEM 3. CONTROLS AND PROCEDURES

As of the end of the period covered by this Current Report on Form 10-QSB, Greystone carried out an evaluation under the supervision of Greystone's Chief Executive Officer and Chief Financial Officer of the effectiveness of the design and operation of Greystone's disclosure controls and procedures pursuant to the Securities Exchange Act Rules 13a-15(e) and 15d-15(e). Based on this evaluation, Greystone's Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures as of the end of the period covered by this Current Report on Form 10-QSB were effective.

During the quarter ended August 31, 2007, there was no change in Greystone's internal controls over financial reporting that has materially affected, or that is reasonably likely to materially affect, Greystone's internal control over financial reporting.

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### PART II. OTHER INFORMATION

#### ITEM 6. EXHIBITS

- 11.1 Computation of Income (Loss) per Share is in Note 3 in the Notes to the financial statements.
- 31.1 Certification of Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended, and Item 601(b) (31) of Regulation S-B, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended, and Item 601(b) (31) of Regulation S-B, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURE

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

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authorized.

GREYSTONE LOGISTICS, INC.  
(Registrant)

Date: October 15, 2007

/s/ Warren F. Kruger

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President and Chief Executive Officer