

CRAFT BREW ALLIANCE, INC.  
Form 10-Q  
August 07, 2013

---

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

FORM 10-Q

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

For The Quarterly Period Ended June 30, 2013

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 0-26542

CRAFT BREW ALLIANCE, INC.  
(Exact name of registrant as specified in its charter)

Washington 91-1141254  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

929 North Russell Street  
Portland, Oregon 97227  
(Address of principal executive offices)

(503) 331-7270  
(Registrant's telephone number, including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

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

Large Accelerated Filer  Accelerated Filer   
Non-accelerated Filer  (Do not check if a smaller reporting company) 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  
o No x

The number of shares of the registrant's common stock outstanding as of July 30, 2013 was 18,937,241.

---

---

CRAFT BREW ALLIANCE, INC.  
INDEX TO FORM 10-Q

|   | Page |
|---|------|
| PART I - FINANCIAL INFORMATION  |      |
| Item 1. <u>Financial Statements</u>   |      |
| <u>Consolidated Balance Sheets (unaudited) – June 30, 2013 and December 31, 2012</u>  | 2    |
| <u>Consolidated Statements of Operations (unaudited) - Three and Six Months Ended June 30, 2013 and 2012</u>                  | 3    |
| <u>Consolidated Statements of Comprehensive Income (Loss) (unaudited) – Three and Six Months Ended June 30, 2013 and 2012</u> | 4    |
| <u>Consolidated Statements of Cash Flows (unaudited) - Six Months Ended June 30, 2013 and 2012</u>                            | 5    |
| <u>Notes to Consolidated Financial Statements (unaudited)</u>   | 6    |
| Item 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>                          | 12   |
| Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>   | 21   |
| Item 4. <u>Controls and Procedures</u>  | 22   |
| PART II OTHER INFORMATION   |      |
| Item 1A. <u>Risk Factors</u>  | 22   |
| Item 6. <u>Exhibits</u>   | 22   |
| <u>Signatures</u>   | 23   |

Index

## PART I - FINANCIAL INFORMATION

## Item 1. Financial Statements

CRAFT BREW ALLIANCE, INC.  
CONSOLIDATED BALANCE SHEETS

(Unaudited)

(Dollars in thousands, except per share amounts)

|   | June 30,<br>2013 | December 31,<br>2012 |
|---|------------------|----------------------|
| Assets  |                  |                      |
| Current assets:   |                  |                      |
| Cash  | \$3,886          | \$ 5,013             |
| Accounts receivable, net  | 11,381           | 10,512               |
| Inventories   | 14,780           | 11,749               |
| Deferred income tax asset, net  | 1,672            | 1,250                |
| Other current assets  | 3,617            | 3,809                |
| Total current assets  | 35,336           | 32,333               |
| Property, equipment and leasehold improvements, net   | 105,328          | 102,852              |
| Goodwill  | 12,917           | 12,917               |
| Intangible and other assets, net  | 17,305           | 17,562               |
| Total assets  | \$170,886        | \$ 165,664           |
| Liabilities and Shareholders' Equity  |                  |                      |
| Current liabilities:  |                  |                      |
| Accounts payable  | \$16,871         | \$ 12,255            |
| Accrued salaries, wages and payroll taxes   | 5,427            | 5,267                |
| Refundable deposits   | 8,875            | 7,896                |
| Other accrued expenses  | 1,176            | 1,066                |
| Current portion of long-term debt and capital lease obligations   | 661              | 642                  |
| Total current liabilities   | 33,010           | 27,126               |
| Long-term debt and capital lease obligations, net of current portion  | 12,049           | 12,440               |
| Fair value of derivative financial instruments  | 29               | 219                  |
| Deferred income tax liability, net  | 17,175           | 17,156               |
| Other liabilities   | 553              | 528                  |
| Total liabilities   | 62,816           | 57,469               |
| Commitments and contingencies   |                  |                      |
| Common shareholders' equity:  |                  |                      |
| Common stock, \$0.005 par value. Authorized 50,000,000 shares; issued and outstanding 18,937,241 and 18,874,256 | 95               | 94                   |

Edgar Filing: CRAFT BREW ALLIANCE, INC. - Form 10-Q

|   |            |            |
|---|------------|------------|
| Additional paid-in capital                        | 136,466    | 136,030    |
| Accumulated other comprehensive loss              | (18 )      | (135 )     |
| Accumulated deficit                               | (28,473 )  | (27,794 )  |
| Total common shareholders' equity                 | 108,070    | 108,195    |
| Total liabilities and common shareholders' equity | \$ 170,886 | \$ 165,664 |

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

2

---

Index

CRAFT BREW ALLIANCE, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(Unaudited)  
(In thousands, except per share amounts)

|   | Three Months Ended June 30, |           | Six Months Ended June 30, |           |
|---|-----------------------------|-----------|---------------------------|-----------|
|   | 2013                        | 2012      | 2013                      | 2012      |
| Sales   | \$ 52,710                   | \$ 47,558 | \$ 92,091                 | \$ 89,170 |
| Less excise taxes                             | 3,703                       | 3,294     | 6,475                     | 6,407     |
| Net sales                                     | 49,007                      | 44,264    | 85,616                    | 82,763    |
| Cost of sales                                 | 34,043                      | 30,926    | 61,709                    | 57,718    |
| Gross profit                                  | 14,964                      | 13,338    | 23,907                    | 25,045    |
| Selling, general and administrative expenses  | 12,950                      | 12,222    | 24,710                    | 22,595    |
| Operating income (loss)                       | 2,014                       | 1,116     | (803 )                    | 2,450     |
| Interest expense                              | (156 )                      | (165 )    | (312 )                    | (331 )    |
| Interest and other income (expense), net      | 6                           | (11 )     | (17 )                     | (6 )      |
| Income (loss) before income taxes             | 1,864                       | 940       | (1,132 )                  | 2,113     |
| Income tax provision (benefit)                | 769                         | 381       | (453 )                    | 856       |
| Net income (loss)                             | \$ 1,095                    | \$ 559    | (679 )                    | \$ 1,257  |
| Basic and diluted net income (loss) per share | \$ 0.06                     | \$ 0.03   | \$ (0.04 )                | \$ 0.07   |
| Shares used in basic per share calculations   | 18,926                      | 18,857    | \$ 18,905                 | 18,851    |
| Shares used in diluted per share calculations | 18,992                      | 18,931    | 18,905                    | 18,921    |

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

3

---

Index

CRAFT BREW ALLIANCE, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Unaudited)

(In thousands)

|  | For the Three Months Ended |        | For the Six Months Ended |          |
|--|----------------------------|--------|--------------------------|----------|
|  | June 30,                   |        | June 30,                 |          |
|  | 2013                       | 2012   | 2013                     | 2012     |
| Net income (loss)  | \$ 1,095                   | \$ 559 | \$ (679 )                | \$ 1,257 |
| Unrealized gains on derivative hedge transactions,<br>net of tax | 60                         | 58     | 117                      | 104      |
| Comprehensive income (loss)                                      | \$ 1,155                   | \$ 617 | \$ (562 )                | \$ 1,361 |

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

4

---

Index

CRAFT BREW ALLIANCE, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)  
(In thousands)

|  | Six Months Ended June 30, |          |
|--|---------------------------|----------|
|  | 2013                      | 2012     |
| Cash flows from operating activities:  |                           |          |
| Net income (loss)  | \$ (679 )                 | \$ 1,257 |
| Adjustments to reconcile net income to net cash provided by operating activities:        |                           |          |
| Depreciation and amortization  | 3,991                     | 3,761    |
| Deferred income taxes  | (475 )                    | 701      |
| Stock-based compensation   | 348                       | 311      |
| Other  | 290                       | (235 )   |
| Changes in operating assets and liabilities:   |                           |          |
| Accounts receivable, net   | (868 )                    | 1,614    |
| Inventories  | (3,111 )                  | (1,454 ) |
| Other current assets   | 191                       | (420 )   |
| Accounts payable and other accrued expenses  | 3,959                     | 2,753    |
| Accrued salaries, wages and payroll taxes  | 159                       | 355      |
| Refundable deposits  | 583                       | 413      |
| Net cash provided by operating activities  | 4,388                     | 9,056    |
| Cash flows from investing activities:  |                           |          |
| Expenditures for property, equipment and leasehold improvements                          | (5,313 )                  | (4,578 ) |
| Proceeds from sale of property, equipment and leasehold improvements                     | -                         | 37       |
| Proceeds from the sale of Fulton Street Brewery, LLC                                     | -                         | 418      |
| Net cash used in investing activities  | (5,313 )                  | (4,123 ) |
| Cash flows from financing activities:  |                           |          |
| Principal payments on debt and capital lease obligations                                 | (316 )                    | (296 )   |
| Proceeds from issuances of common stock  | 114                       | 3        |
| Net cash used in financing activities  | (202 )                    | (293 )   |
| Increase (decrease) in cash  | (1,127 )                  | 4,640    |
| Cash:  |                           |          |
| Beginning of period  | 5,013                     | 795      |
| End of period  | \$ 3,886                  | \$ 5,435 |
| Supplemental disclosure of cash flow information:  |                           |          |
| Cash paid for interest   | \$ 372                    | \$ 386   |
| Cash paid for income taxes, net  | 20                        | 453      |
| Supplemental disclosure of non-cash information:   |                           |          |
| Purchases of Property, equipment and leasehold improvements included in Accounts payable | \$ 753                    | \$ -     |



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

5

---

Index

CRAFT BREW ALLIANCE, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

Note 1. Basis of Presentation

The accompanying consolidated financial statements and related notes should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2012 (“2012 Annual Report”). These consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). Accordingly, certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to such rules and regulations. These consolidated financial statements are unaudited but, in the opinion of management, reflect all material adjustments necessary to present fairly our consolidated financial position, results of operations and cash flows for the periods presented. All such adjustments were of a normal, recurring nature. The results of operations for such interim periods are not necessarily indicative of the results of operations for the full year.

Note 2. Recent Accounting Pronouncements

In February 2013, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update No. (“ASU”) 2013-02, “Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income.” Under ASU 2013-02, an entity is required to provide information about the amounts reclassified out of Accumulated Other Comprehensive Income (“AOCI”) by component. In addition, an entity is required to present, either on the face of the financial statements or in the notes, significant amounts reclassified out of AOCI by the respective line items of net income, but only if the amount reclassified is required to be reclassified in its entirety in the same reporting period. For amounts that are not required to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures that provide additional details about those amounts. ASU 2013-02 does not change the current requirements for reporting net income or other comprehensive income in the financial statements. The adoption of ASU 2013-02 effective January 1, 2013 did not have any effect on our financial position, results of operations or cash flows.

In July 2012, the FASB issued ASU 2012-02, “Intangibles – Goodwill and Other: Testing Indefinite-Lived Intangible Assets for Impairment,” which permits an entity to make a qualitative assessment to determine whether it is more likely than not that an indefinite-lived intangible asset, other than goodwill, is impaired. Entities are required to test indefinite-lived intangible assets for impairment at least annually and more frequently if indicators of impairment exist. If an entity concludes, based on an evaluation of all relevant qualitative factors, that it is not more likely than not that the fair value of an indefinite-lived intangible asset is less than its carrying amount, it is not required to perform the quantitative impairment test for that asset. Because the qualitative assessment is optional, an entity is permitted to bypass it for any indefinite-lived intangible asset in any period and apply the quantitative test. ASU 2012-02 also permits the entity to resume performing the qualitative assessment in any subsequent period. ASU 2012-02 was effective for impairment tests performed for fiscal years beginning after September 15, 2012 and early adoption was permitted. The adoption of ASU 2012-02 in January 2013 did not have any effect on our financial position, results of operations or cash flows.

Note 3. Cash

Under our cash management system, we utilize a controlled disbursement account to fund cash distribution checks presented for payment by the holder. Checks issued but not yet presented to banks may result in overdraft balances for accounting purposes. As of June 30, 2013, and December 31, 2012, bank overdrafts of \$1.3 million and \$1.1 million, respectively, were included in Accounts payable on our Consolidated Balance Sheets. Changes in book overdrafts

from period to period are reported in the Consolidated Statement of Cash Flows as a component of operating activities within Accounts payable and Other accrued expenses.

6

---

Index

## Note 4. Inventories

Inventories, except for pub food, beverages and supplies, are stated at the lower of standard cost or market. Pub food, beverages and supplies are stated at the lower of cost or market.

We regularly review our inventories for the presence of obsolete product attributed to age, seasonality and quality. If our review indicates a reduction in utility below the product's carrying value, we reduce the product to a new cost basis. We record the cost of inventory for which we estimate we have more than a twelve-month supply as a component of Intangible and other assets on our Consolidated Balance Sheets.

Inventories consisted of the following (in thousands):

|                                  | June 30,<br>2013 | December 31,<br>2012 |
|----------------------------------|------------------|----------------------|
| Raw materials                    | \$ 3,282         | \$ 2,497             |
| Work in process                  | 3,340            | 3,552                |
| Finished goods                   | 5,152            | 3,263                |
| Packaging materials              | 647              | 544                  |
| Promotional merchandise          | 2,037            | 1,552                |
| Pub food, beverages and supplies | 322              | 341                  |
|                                  | \$ 14,780        | \$ 11,749            |

Work in process is beer held in fermentation tanks prior to the filtration and packaging process.

## Note 5. Related Party Transactions

## Note Payable

In connection with our merger with Kona Brewing Company in 2010 (the "KBC Merger"), we assumed an obligation for a promissory note payable ("Related Party Note") to a counterparty that was a significant KBC shareholder and remains a shareholder of Craft Brew Alliance, Inc. The Related Party Note is secured by the equipment comprising a photovoltaic cell generation system ("photovoltaic system") installed at our brewery located in Kailua-Kona, Hawaii. Accrued interest on the Related Party Note is due and payable monthly at a fixed interest rate of 4.75%, with monthly loan payments of \$16,129. Any unpaid principal balance and unpaid accrued interest under the Related Party Note will be due and payable on November 15, 2014. The balance on the Related Party Note was \$257,000 and \$346,000 as of June 30, 2013 and December 31, 2012, respectively.

## Transactions with Anheuser-Busch, LLC ("A-B")

Transactions with A-B consisted of the following (in thousands):

|   | Three Months Ended June<br>30,<br>2013 |           | Six Months Ended June<br>30,<br>2013 |           |
|---|--|-----------|--------------------------------------|-----------|
|   | 2013                                   | 2012      | 2013                                 | 2012      |
| Gross sales to A-B  | \$ 44,861                              | \$ 39,342 | \$ 77,127                            | \$ 72,948 |
| Margin fee paid to A-B, classified as a reduction of Sales  | 517                                    | 482       | 921                                  | 935       |
| Sales to Fulton Street Brewery, LLC ("FSB"), through a contract brewing arrangement, classified in Sales <sup>(1)</sup> | -                                      | 1,107     | -                                    | 2,485     |
| Handling, inventory management, royalty and other fees paid to A-B, classified in Cost of sales                         | 111                                    | 116       | 211                                  | 230       |
| Amounts received from A-B for lost keg fees and forfeited deposits, included as a reduction of Property, equipment and  | -                                      | 28        | -                                    | 32        |

leasehold improvements, net

(1)FSB is a wholly-owned subsidiary of A-B.

7

---

Index

Effective September 1, 2012, in the best interest of both parties, we mutually agreed with FSB to end our contract brewing arrangement. Under the termination agreement, we phased out production of FSB branded beers through November 2012 utilizing remaining inventory on-hand. In consideration, FSB is paying us \$70,000 per month through September 2013.

Amounts due to or from A-B were as follows (in thousands):

|   | June 30,<br>2013 | December 31,<br>2012 |   |
|---|------------------|----------------------|---|
| Amounts due from A-B related to beer sales pursuant to the A-B distributor agreement  | \$ 7,754         | \$ 6,369             |   |
| Amounts due from FSB related to beer sales pursuant to a contract brewing arrangement | -                | 260                  |   |
| Amounts due from FSB related to termination agreement                                 | 210              | 630                  |   |
| Refundable deposits due to A-B  | (2,659 )         | (2,472 )             | ) |
| Amounts due to A-B for services rendered  | (2,163 )         | (1,974 )             | ) |
| Net amount due from A-B   | \$ 3,142         | \$ 2,813             |   |

Operating Leases

We lease our headquarters office space, restaurant and storage facilities located in Portland, Oregon, as well as the land and certain equipment, from two limited liability companies, both of whose members include our current Board Chair and a nonexecutive officer. Lease payments to these lessors were as follows (in thousands):

| Three Months Ended June 30, |       | Six Months Ended June 30, |       |
|-----------------------------|-------|---------------------------|-------|
| 2013                        | 2012  | 2013                      | 2012  |
| \$ 32                       | \$ 31 | \$ 64                     | \$ 62 |

We hold lease and sublease obligations for certain office space and the land underlying the brewery and pub location in Kona, Hawaii, with a company whose owners include a shareholder who owns more than 5% of our common stock and a nonexecutive officer. The sublease contracts expire on various dates through 2020, with an extension at our option for two five-year periods. Lease payments to this lessor were as follows (in thousands):

| Three Months Ended June 30, |        | Six Months Ended June 30, |        |
|-----------------------------|--------|---------------------------|--------|
| 2013                        | 2012   | 2013                      | 2012   |
| \$ 105                      | \$ 100 | \$ 211                    | \$ 199 |

Note 6. Derivative Financial InstrumentsInterest Rate Swap Contracts

Our risk management objectives are to ensure that business and financial exposures to risk that have been identified and measured are minimized using the most effective and efficient methods to reduce, transfer and, when possible, eliminate such exposures. Operating decisions contemplate associated risks and management strives to structure proposed transactions to avoid or reduce risk whenever possible.

We have assessed our vulnerability to certain business and financial risks, including interest rate risk associated with our variable-rate long-term debt. To mitigate this risk, we entered into a five-year interest rate swap contract with Bank of America, N.A. ("BofA") with a total notional value of \$8.7 million as of June 30, 2013 to hedge the variability of interest payments associated with our variable-rate borrowings under our Term Loan with BofA. Through this swap agreement, we pay interest at a fixed rate of 4.48% and receive interest at a floating-rate of the one-month LIBOR, which was 0.19% at June 30, 2013. Since the interest rate swap hedges the variability of interest payments on variable rate debt with similar terms, it qualifies for cash flow hedge accounting treatment. As of June 30, 2013, unrealized net

losses of \$29,000 were recorded in Accumulated other comprehensive loss as a result of this hedge, which expired on July 1, 2013. The effective portion of the gain or loss on the derivative is reclassified into Interest expense in the same period during which we record Interest expense associated with the Term Loan. There was no hedge ineffectiveness recognized during the first six months of 2013 or 2012.

8

---

Index

The interest rate swap contract is secured by substantially all of our personal property and by the real properties located at 924 North Russell Street, Portland, Oregon and 14300 NE 145th Street, Woodinville, Washington (“collateral”) under the Loan Agreement with BofA.

The fair value of our derivative instrument is as follows (in thousands):

## Fair Value of Liability Derivative

|   | June 30,<br>2013 | December 31,<br>2012 |
|---|------------------|----------------------|
| Fair value of derivative financial instrument | \$ 29            | \$ 219               |

The effect of our interest rate swap contract that is accounted for as a derivative instrument on our Consolidated Statements of Operations for the three-month and six-month periods ended June 30, 2013 and 2012 was as follows (in thousands):

| Derivatives in Cash Flow Hedging Relationships | Amount of Gain Recognized in Accumulated OCI (Effective Portion) | Location of Loss Reclassified from Accumulated OCI into Income (Effective Portion) | Amount of Loss Reclassified from Accumulated OCI into Income (Effective Portion) |
|--|--|--|--|
| Three Months Ended June 30,                    |  |  |  |
| 2013   | \$ 98  | Interest expense   | \$ 94  |
| 2012   | \$ 93  | Interest expense   | \$ 97  |
| Six Months Ended June 30,                      |  |  |  |
| 2013   | \$ 190   | Interest expense   | \$ 188   |
| 2012   | \$ 167   | Interest expense   | \$ 193   |

See also Note 7.

## Note 7. Fair Value Measurements

Factors used in determining the fair value of our financial assets and liabilities are summarized into three broad categories:

- Level 1 – quoted prices in active markets for identical securities as of the reporting date;
- Level 2 – other significant directly or indirectly observable inputs, including quoted prices for similar securities, interest rates, prepayment speeds and credit risk; and
- Level 3 – significant inputs that are generally less observable than objective sources, including our own assumptions in determining fair value.

The factors or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

Following are the disclosures related to our financial liability that is recorded at fair value on a recurring basis (in thousands):

| Fair Value at June 30, 2013     | Level 1 | Level 2 | Level 3 | Total |
|---------------------------------|---------|---------|---------|-------|
| Derivative financial instrument | \$ -    | \$ 29   | \$ -    | \$ 29 |



Fair Value at December 31, 2012

|                                 |    |   |    |     |    |   |    |     |
|---------------------------------|----|---|----|-----|----|---|----|-----|
| Derivative financial instrument | \$ | - | \$ | 219 | \$ | - | \$ | 219 |
|---------------------------------|----|---|----|-----|----|---|----|-----|

The fair value of our interest rate swap is based on quarterly statements from the issuing bank. There were no changes to our valuation techniques during the six months ended June 30, 2013 or 2012.

9

---

Index

We believe the carrying amounts of Cash, Accounts receivable, Accounts payable and Other accrued expenses are a reasonable approximation of the fair value of those financial instruments because of the nature of the underlying transactions and the short-term maturities involved.

We had fixed rate debt outstanding as follows (in thousands):

|                                  | June 30,<br>2013 | December 31,<br>2012 |
|----------------------------------|------------------|----------------------|
| Fixed-rate debt on balance sheet | \$ 1,113         | \$ 1,260             |
| Fair value of fixed-rate debt    | \$ 1,148         | \$ 1,275             |

We calculate the estimated fair value of our fixed-rate debt using a discounted cash flow methodology. Using estimated current interest rates based on a similar risk profile and duration (Level 2), the fixed cash flows are discounted and summed to compute the fair value of the debt.

## Note 8. Segment Results and Concentrations

Our chief operating decision maker monitors net sales and gross margins of our Beer Related operations and our Pubs operations. Beer Related operations include the brewing operations and related beer sales of our Widmer Brothers, Redhook, Kona and Omission beer brands. Pubs operations primarily include our pubs, some of which are located adjacent to our Beer Related operations. We do not track operating results beyond the gross margin level or our assets on a segment level.

Net sales, gross profit and gross margin by segment were as follows (dollars in thousands):

## Three Months Ended June 30,

|              | Beer<br>Related | Pubs    | Total    |
|--------------|-----------------|---------|----------|
| 2013         |                 |         |          |
| Net sales    | \$42,997        | \$6,010 | \$49,007 |
| Gross profit | \$14,292        | \$672   | \$14,964 |
| Gross margin | 33.2 %          | 11.2 %  | 30.5 %   |

## 2012

|              |          |         |          |
|--------------|----------|---------|----------|
| Net sales    | \$38,371 | \$5,893 | \$44,264 |
| Gross profit | \$12,444 | \$894   | \$13,338 |
| Gross margin | 32.4 %   | 15.2 %  | 30.1 %   |

## Six Months Ended June 30,

|              | Beer<br>Related | Pubs     | Total    |
|--------------|-----------------|----------|----------|
| 2013         |                 |          |          |
| Net sales    | \$74,247        | \$11,369 | \$85,616 |
| Gross profit | \$22,618        | \$1,289  | \$23,907 |
| Gross margin | 30.5 %          | 11.3 %   | 27.9 %   |

## 2012

|              |          |          |          |
|--------------|----------|----------|----------|
| Net sales    | \$71,484 | \$11,279 | \$82,763 |
| Gross profit | \$23,358 | \$1,687  | \$25,045 |
| Gross margin | 32.7 %   | 15.0 %   | 30.3 %   |

The segments use many of the same assets. For internal reporting purposes, we do not allocate assets by segment and, therefore, no asset by segment information is provided to our chief operating decision maker.

In preparing this financial information, certain expenses were allocated between the segments based on management estimates, while others were based on specific factors such as headcount. These factors can have a significant impact on the amount of gross profit for each segment. While we believe we have applied a reasonable methodology, assignment of other reasonable cost allocations to each segment could result in materially different segment gross profit.

10

---

Index

Sales to wholesalers through the A-B Distributor Agreement represented the following percentage of our Sales:

| Three Months Ended June 30, |      | Six Months Ended June 30, |      |
|-----------------------------|------|---------------------------|------|
| 2013                        | 2012 | 2013                      | 2012 |
| 84.1                        | %    | 81.7                      | %    |
|                             |      | 82.8                      | %    |
|                             |      | 80.8                      | %    |

Receivables from A-B represented the following percentage of our Accounts receivable balance:

| June 30, |      | December 31, |      |
|----------|------|--------------|------|
| 2013     | 2012 | 2013         | 2012 |
| 68.1     | %    | 60.6         | %    |

#### Note 9. Significant Stock-Based Plan Activity and Stock-Based Compensation

##### Stock-Based Compensation Expense

Total stock-based compensation expense, recognized as a component of Selling, general and administrative expense on our Consolidated Statements of Operations, was as follows (in thousands):

|                                  | Three Months Ended June 30, |        | Six Months Ended June 30, |        |
|----------------------------------|-----------------------------|--------|---------------------------|--------|
|                                  | 2013                        | 2012   | 2013                      | 2012   |
| Stock-based compensation expense | \$ 246                      | \$ 177 | \$ 348                    | \$ 311 |

At June 30, 2013, we had total unrecognized stock-based compensation expense of \$1.9 million, which will be recognized over the weighted average remaining vesting period of 3.1 years.

#### Note 10. Earnings (Loss) Per Share

The following table reconciles shares used for basic and diluted earnings (loss) per share ("EPS") and provides certain other information (in thousands):

|   | Three Months Ended June 30, |        | Six Months Ended June 30, |        |
|---|-----------------------------|--------|---------------------------|--------|
|   | 2013                        | 2012   | 2013                      | 2012   |
| Weighted average common shares used for basic EPS   | 18,926                      | 18,857 | 18,905                    | 18,851 |
| Dilutive effect of stock-based awards   | 66                          | 74     | -                         | 70     |
| Shares used for diluted EPS   | 18,992                      | 18,931 | 18,905                    | 18,921 |
| Stock-based awards not included in diluted per share calculations as they would be antidilutive | 38                          | 109    | 249                       | 78     |

Index

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

This quarterly report on Form 10-Q includes forward-looking statements. Generally, the words “believe,” “expect,” “intend,” “estimate,” “anticipate,” “project,” “will,” “may,” “plan” and similar expressions or their negatives identify forward-looking statements, which generally are not historical in nature. These statements are based upon assumptions and projections that we believe are reasonable, but are by their nature inherently uncertain. Many possible events or factors could affect the Company’s future financial results and performance, and could cause actual results or performance to differ materially from those expressed, including those risks and uncertainties described in Part I, Item 1A. “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2012 (“2012 Annual Report”), and those described from time to time in our future reports filed with the Securities and Exchange Commission (the “SEC”). Caution should be taken not to place undue reliance on these forward-looking statements, which speak only as of the date of this quarterly report.

The following discussion and analysis should be read in conjunction with the Consolidated Financial Statements and Notes thereto included herein, as well as the audited Consolidated Financial Statements and Notes and Management’s Discussion and Analysis of Financial Condition and Results of Operations contained in our 2012 Annual Report. The discussion and analysis includes period-to-period comparisons of our financial results. Although period-to-period comparisons may be helpful in understanding our financial results, we believe that they should not be relied upon as an accurate indicator of future performance.

Overview

Craft Brew Alliance is an independent craft brewer formed by the union of four unique and pioneering craft beer brands:

- Redhook Ale Brewery founded by Gordon Bowker and Paul Shipman in 1981 in Seattle, Washington;
- Widmer Brothers Brewing founded by brothers Kurt and Rob Widmer in 1984 in Portland, Oregon;
- Kona Brewing Co. founded by father and son team Cameron Healy and Spoon Khalsa in 1994 in Kona, Hawaii; and
- Omission Beer internally developed by our brewing team in 2012 in Portland, Oregon.

Since our formation, we have focused our business activities on satisfying consumers through the brewing, marketing and selling of high-quality craft beers in the United States. Today, as an independent craft brewer, we possess several distinct advantages, unique in the craft beer category. These advantages derive from the combination of our innovative quality craft beers; the strength of our distinct, authentic brand portfolio; our seamless national distribution and national sales and marketing reach; our financial capabilities as a public company; our owned brew pubs; and our bi-coastal breweries.

We proudly brew our craft beers in four company-owned breweries including three mainland breweries located in Portsmouth, New Hampshire; Portland, Oregon; and the Seattle suburb of Woodinville, Washington; and one Hawaii brewery located in Kailua-Kona, Hawaii. We also own and operate a small pilot brewery, primarily used for small batch production and innovative brews, at the Rose Quarter sports arena in Portland, Oregon.

We distribute our beers to retailers through independent wholesalers that are aligned with the Anheuser-Busch, LLC (“A-B”) network. These sales are made pursuant to a Master Distributor Agreement (the “A-B Distributor Agreement”) with A-B. Our agreement with A-B initially allowed us to establish relationships nationwide with these wholesalers. As a result of this distribution arrangement, we believe that, under alcohol beverage laws in a majority of states, these wholesalers own the exclusive right to distribute our beers in their respective markets if the A-B Distributor Agreement expires or is terminated. Redhook and Widmer Brothers beers are distributed in all 50 states and Kona beers are distributed in 36 states. Omission Beer recently became available nationally and we continue to expand into new markets in both the U.S. and internationally. Separate from our A-B wholesalers, we maintain an independent

sales and marketing organization with resources across the key functions of brand management, field marketing, field sales, and national retail sales.

12

---

Index

We operate in two segments: Beer Related operations and Pubs. Beer Related operations include the brewing and sale of craft beers from our five breweries, both domestically and internationally. Pubs operations primarily include our five pubs, four of which are located adjacent to our Beer Related operations, other merchandise sales, and sales of our beers directly to customers.

Following is a summary of our financial results:

| Six Months Ended<br>June 30, | Net Sales      | Net<br>Income (Loss) | Number of<br>Barrels<br>Sold |
|------------------------------|----------------|----------------------|------------------------------|
| 2013                         | \$85.6 million | \$(0.7) million      | 362,900                      |
| 2012                         | \$82.8 million | \$1.3 million        | 360,400                      |

## Results of Operations

The following table sets forth, for the periods indicated, certain information from our Consolidated Statements of Operations expressed as a percentage of net sales<sup>(1)</sup>:

|  | Three Months Ended<br>June 30, |         | Six Months Ended<br>June 30, |         |
|--|--------------------------------|---------|------------------------------|---------|
|  | 2013                           | 2012    | 2013                         | 2012    |
| Sales  | 107.6 %                        | 107.4 % | 107.6 %                      | 107.7 % |
| Less excise tax                              | (7.6 )                         | (7.4 )  | (7.6 )                       | (7.7 )  |
| Net sales                                    | 100.0                          | 100.0   | 100.0                        | 100.0   |
| Cost of sales                                | 69.5                           | 69.9    | 72.1                         | 69.7    |
| Gross profit                                 | 30.5                           | 30.1    | 27.9                         | 30.3    |
| Selling, general and administrative expenses | 26.4                           | 27.6    | 28.9                         | 27.3    |
| Operating income (loss)                      | 4.1                            | 2.5     | (0.9 )                       | 3.0     |
| Interest expense                             | (0.3 )                         | (0.4 )  | (0.4 )                       | (0.4 )  |
| Interest and other income (expense), net     | -                              | -       | -                            | -       |
| Income (loss) before income taxes            | 3.8                            | 2.1     | (1.3 )                       | 2.6     |
| Income tax provision (benefit)               | 1.6                            | 0.9     | (0.5 )                       | 1.0     |
| Net income (loss)                            | 2.2 %                          | 1.3 %   | (0.8 )%                      | 1.5 %   |

(1) Percentages may not add due to rounding.

Index

## Segment Information

Net sales, gross profit and gross margin information by segment was as follows (dollars in thousands):

| 2013         | Three Months Ended June 30, |         |          |
|--------------|-----------------------------|---------|----------|
|              | Beer<br>Related             | Pubs    | Total    |
| Net sales    | \$42,997                    | \$6,010 | \$49,007 |
| Gross profit | \$14,292                    | \$672   | \$14,964 |
| Gross margin | 33.2 %                      | 11.2 %  | 30.5 %   |

| 2012         | Three Months Ended June 30, |         |          |
|--------------|-----------------------------|---------|----------|
|              | Beer<br>Related             | Pubs    | Total    |
| Net sales    | \$38,371                    | \$5,893 | \$44,264 |
| Gross profit | \$12,444                    | \$894   | \$13,338 |
| Gross margin | 32.4 %                      | 15.2 %  | 30.1 %   |

| 2013         | Six Months Ended June 30, |          |          |
|--------------|---------------------------|----------|----------|
|              | Beer<br>Related           | Pubs     | Total    |
| Net sales    | \$74,247                  | \$11,369 | \$85,616 |
| Gross profit | \$22,618                  | \$1,289  | \$23,907 |
| Gross margin | 30.5 %                    | 11.3 %   | 27.9 %   |

| 2012         | Six Months Ended June 30, |          |          |
|--------------|---------------------------|----------|----------|
|              | Beer<br>Related           | Pubs     | Total    |
| Net sales    | \$71,484                  | \$11,279 | \$82,763 |
| Gross profit | \$23,358                  | \$1,687  | \$25,045 |
| Gross margin | 32.7 %                    | 15.0 %   | 30.3 %   |

## Sales by Category

The following tables set forth a comparison of sales by category (dollars in thousands):

| Sales by Category                                | Three Months Ended June 30, |           | Dollar  |          |
|--|-----------------------------|-----------|---------|----------|
|  | 2013                        | 2012      | Change  | % Change |
| A-B and A-B related                              | \$ 44,344                   | \$ 38,860 | \$5,484 | 14.1 %   |
| Contract brewing and beer related <sup>(1)</sup> | 2,356                       | 2,805     | (449 )  | (16.0 )% |
| Excise taxes                                     | (3,703 )                    | (3,294 )  | (409 )  | 12.4 %   |
| Net beer related sales                           | 42,997                      | 38,371    | 4,626   | 12.1 %   |
| Pubs <sup>(2)</sup>                              | 6,010                       | 5,893     | 117     | 2.0 %    |
| Net sales  | \$ 49,007                   | \$ 44,264 | \$4,743 | 10.7 %   |

| Sales by Category                                | Six Months Ended June 30, |           | Dollar  |          |
|--|---------------------------|-----------|---------|----------|
|  | 2013                      | 2012      | Change  | % Change |
| A-B and A-B related                              | \$ 76,206                 | \$ 72,013 | \$4,193 | 5.8 %    |
| Contract brewing and beer related <sup>(1)</sup> | 4,516                     | 5,878     | (1,362) | (23.2 )% |
| Excise taxes                                     | (6,475 )                  | (6,407 )  | (68 )   | 1.1 %    |
| Net beer related sales                           | 74,247                    | 71,484    | 2,763   | 3.9 %    |
| Pubs <sup>(2)</sup>                              | 11,369                    | 11,279    | 90      | 0.8 %    |
| Net sales  | \$ 85,616                 | \$ 82,763 | \$2,853 | 3.4 %    |

(1) Beer related includes international beer sales.

(2) Pubs sales include sales of promotional merchandise and sales of beer directly to customers.





Index

## Shipments by Category

Shipments by category were as follows (in barrels):

| Three Months Ended June 30,                      | 2013 Shipments | 2012 Shipments | Barrel Change | % Change | Change in Depletions <sup>(1)</sup> |
|--|----------------|----------------|---------------|----------|-------------------------------------|
| A-B and A-B related                              | 194,900        | 172,300        | 22,600        | 13.1 %   | 12 %                                |
| Contract brewing and beer related <sup>(2)</sup> | 9,300          | 15,300         | (6,000)       | (39.2) % |                                     |
| Pubs   | 3,000          | 2,900          | 100           | 3.4 %    |                                     |
| Total  | 207,200        | 190,500        | 16,700        | 8.8 %    |                                     |

| Six Months Ended June 30,                        | 2013 Shipments | 2012 Shipments | Barrel Change | % Change | Change in Depletions <sup>(1)</sup> |
|--|----------------|----------------|---------------|----------|-------------------------------------|
| A-B and A-B related                              | 339,700        | 322,600        | 17,100        | 5.3 %    | 9 %                                 |
| Contract brewing and beer related <sup>(2)</sup> | 17,800         | 32,500         | (14,700)      | (45.2) % |                                     |
| Pubs   | 5,400          | 5,300          | 100           | 1.9 %    |                                     |
| Total  | 362,900        | 360,400        | 2,500         | 0.7 %    |                                     |

(1) Change in depletions reflects the year-over-year change in barrel volume sales of beer by wholesalers to retailers.

(2) Contract brewing and beer related includes international shipments of our beers.

The increases in sales to A-B and A-B related in the three and six-month periods ended June 30, 2013 compared to the same periods of 2012 were primarily due to increases in shipments, a shift in package mix towards bottle, which has a higher selling price per barrel than draft, and the increase of our revenue per barrel as we trend towards higher-end beers.

The decreases in contract brewing and beer related sales in the three and six-month periods ended June 30, 2013 compared to the same periods of 2012 were primarily due to a \$1.1 million and \$2.5 million decrease, respectively, in contract brewing sales to FSB as a result of the mutually-agreed upon termination of our contract brewing agreement with FSB effective September 1, 2012. Pursuant to this agreement, we phased out production of FSB branded beers by the end of November 2012 utilizing remaining inventory on-hand. In consideration, FSB is paying us \$70,000 per month through September 2013.

Pubs sales were relatively unchanged in the three and six-month periods ended June 30, 2013 compared to the same periods of 2012. This was a result of our Kona Pubs in Hawaii experiencing increased sales as a result of higher guest counts in the three and six-month periods ended June 30, 2013 compared to the same periods of 2012, offset by lower sales at our Redhook Pub in Woodinville, Washington as a result of a twelve-week closure for a full remodel of that location. The Redhook Pub in Woodinville, Washington re-opened at the end of May 2013.

The increases in excise taxes in the three and six-month periods ended June 30, 2013 compared to the same periods of 2012 were due to the increases in shipments.

Index

## Shipments by Brand

The following table sets forth a comparison of shipments by brand (in barrels):

| Three Months Ended June 30, | 2013 Shipments | 2012 Shipments | Increase (Decrease) | % Change | Change in Depletions | % |
|-----------------------------|----------------|----------------|---------------------|----------|----------------------|---|
| Kona                        | 74,500         | 59,400         | 15,100              | 25.4 %   | 23                   | % |
| Widmer Brothers             | 68,600         | 67,200         | 1,400               | 2.1 %    | 1                    | % |
| Redhook                     | 56,600         | 49,400         | 7,200               | 14.6 %   | 14                   | % |
| Total <sup>(1)</sup>        | 199,700        | 176,000        | 23,700              | 13.5 %   | 12                   | % |

  

| Six Months Ended June 30, | 2013 Shipments | 2012 Shipments | Increase (Decrease) | % Change | Change in Depletions | % |
|---------------------------|----------------|----------------|---------------------|----------|----------------------|---|
| Kona                      | 126,300        | 107,800        | 18,500              | 17.2 %   | 23                   | % |
| Widmer Brothers           | 120,000        | 127,700        | (7,700)             | (6.0)%   | (4)                  | % |
| Redhook                   | 101,600        | 93,800         | 7,800               | 8.3 %    | 10                   | % |
| Total <sup>(1)</sup>      | 347,900        | 329,300        | 18,600              | 5.6 %    | 9                    | % |

(1) Total shipments by brand include international shipments and exclude shipments produced under our contract brewing arrangements.

The increases in our Kona brand shipments in the three and six-month periods ended June 30, 2013 compared to the same periods of 2012 were primarily due to the introduction on the mainland of our Big Wave Golden Ale during the third quarter of 2012, as well as expansion of sales of our Kona brands into certain Midwest states at the beginning of 2013, which also contributed to the continued sales growth of our Longboard Lager.

The increase in our Widmer Brothers brand shipments in the three month period ended June 30, 2013 compared to the same period of 2012 was primarily due to the increase in shipments of our Omission brand family, partially offset by the sales decline for our Hefeweizen beer, which is experiencing pressure from large, multi-national wheat beer competitors, particularly in draft in California. The decrease in our Widmer Brothers brand shipments in the six month period ended June 30, 2013 compared to the same period of 2012 was primarily due to sales declines of Hefeweizen, partially offset by the increase in shipments of Omission.

The increases in our Redhook brand shipments in the three and six-month periods ended June 30, 2013 compared to the same period of 2012 were primarily the result of launching our new Audible Ale, a craft beer developed in partnership with Dan Patrick, at the Super Bowl in February 2013, as well as further penetration into existing markets, particularly by our Long Hammer IPA.

For each of the brand families discussed above, shipments lagged depletions for the six month period ended June 30, 2013 as a result of optimizing our supply chain processes, including brewing, during the three month period ended March 31, 2013 to more closely align with the seasonality of our beer sales.

Index

## Shipments by Package

The following table sets forth a comparison of our shipments by package, excluding private label shipments produced under our contract brewing arrangements (in barrels):

| Three Months Ended<br>June 30, | 2013      |            | 2012      |            |
|--------------------------------|-----------|------------|-----------|------------|
|                                | Shipments | % of Total | Shipments | % of Total |
| Draft                          | 55,100    | 27.6       | 55,800    | 31.7       |
| Packaged                       | 144,600   | 72.4       | 120,200   | 68.3       |
| Total                          | 199,700   | 100.0      | 176,000   | 100.0      |

  

| Six Months Ended<br>June 30, | 2013      |            | 2012      |            |
|------------------------------|-----------|------------|-----------|------------|
|                              | Shipments | % of Total | Shipments | % of Total |
| Draft                        | 102,400   | 29.4       | 109,400   | 33.2       |
| Packaged                     | 245,500   | 70.6       | 219,900   | 66.8       |
| Total                        | 347,900   | 100.0      | 329,300   | 100.0      |

The shift in package mix from draft to packaged in the three and six-month periods ended June 30, 2013 compared to the same periods of 2012 were primarily the result of the increases in volumes on our Kona and Redhook packaged beers and lower volumes on our Hefeweizen draft beer. Increased competition across the industry as a result of both the entry of large, multi-national brewers into the craft beer segment and the significant increase in small, local breweries nationally, is putting pressure on on-premise draft sales.

## Cost of Sales

Cost of sales includes purchased raw materials, direct labor, overhead and shipping costs.

Information regarding cost of sales was as follows (dollars in thousands):

|              | Three Months Ended June 30, |           | Dollar   |          |
|--------------|-----------------------------|-----------|----------|----------|
|              | 2013                        | 2012      | Change   | % Change |
| Beer Related | \$ 28,705                   | \$ 25,927 | \$ 2,778 | 10.7     |
| Pubs         | 5,338                       | 4,999     | 339      | 6.8      |
| Total        | \$ 34,043                   | \$ 30,926 | \$ 3,117 | 10.1     |

  

|              | Six Months Ended June 30, |           | Dollar   |          |
|--------------|---------------------------|-----------|----------|----------|
|              | 2013                      | 2012      | Change   | % Change |
| Beer Related | \$ 51,629                 | \$ 48,126 | \$ 3,503 | 7.3      |
| Pubs         | 10,080                    | 9,592     | 488      | 5.1      |
| Total        | \$ 61,709                 | \$ 57,718 | \$ 3,991 | 6.9      |

The increase in Beer Related cost of sales in the three month period ended June 30, 2013 compared to the same period of 2012 was primarily due to the increase in shipments discussed above as well as the mix shift from draft to packaged product as the per barrel equivalent cost of packaged is higher than draft. These increases were partially offset by the benefit of the increased efficiencies of our breweries, which were primarily the result of optimizing our supply chain processes during the first three months of 2013, including brewing, to more closely align with the seasonality of our beer sales. The increase in the six month period ended June 30, 2013 compared to the same period of 2012 was primarily due to the mix shift from draft to packaged product, lower year to date efficiencies, higher merchandise costs and increased distribution rates.

Pubs cost of sales increased in the three and six-month periods ended June 30, 2013 compared to the same periods of 2012 primarily due to cost increases across various categories, including labor, food, merchandise, rent and administrative costs.

17

---

Index

Capacity utilization is calculated by dividing total shipments by approximate working capacity and was as follows:

|                      | Three Months Ended June 30, |   |      |   | Six Months Ended June 30, |   |      |   |
|----------------------|-----------------------------|---|------|---|---------------------------|---|------|---|
|                      | 2013                        |   | 2012 |   | 2013                      |   | 2012 |   |
| Capacity utilization | 77.1                        | % | 84.7 | % | 67.5                      | % | 80.1 | % |

During 2012, we increased the combined capacity of our production breweries from approximately 900,000 barrels per year to approximately 1,075,000 barrels per year.

Gross Profit

Information regarding gross profit was as follows (dollars in thousands):

|              | Three Months Ended June 30, |           | Dollar   |          |
|--------------|-----------------------------|-----------|----------|----------|
|              | 2013                        | 2012      | Change   | % Change |
| Beer Related | \$ 14,292                   | \$ 12,444 | \$ 1,848 | 14.9 %   |
| Pubs         | 672                         | 894       | (222 )   | (24.8 )% |
| Total        | \$ 14,964                   | \$ 13,338 | \$ 1,626 | 12.2 %   |

  

|              | Six Months Ended June 30, |           | Dollar    |          |
|--------------|---------------------------|-----------|-----------|----------|
|              | 2013                      | 2012      | Change    | % Change |
| Beer Related | \$ 22,618                 | \$ 23,358 | \$(740 )  | (3.2 )%  |
| Pubs         | 1,289                     | 1,687     | (398 )    | (23.6 )% |
| Total        | \$ 23,907                 | \$ 25,045 | \$(1,138) | (4.5 )%  |

Gross profit as a percentage of net sales, or gross margin, was as follows:

|              | Three Months Ended June 30, |   |      |   | Six Months Ended June 30, |   |      |   |
|--------------|-----------------------------|---|------|---|---------------------------|---|------|---|
|              | 2013                        |   | 2012 |   | 2013                      |   | 2012 |   |
| Beer Related | 33.2                        | % | 32.4 | % | 30.5                      | % | 32.7 | % |
| Pubs         | 11.2                        | % | 15.2 | % | 11.3                      | % | 15.0 | % |
| Total        | 30.5                        | % | 30.1 | % | 27.9                      | % | 30.3 | % |

The increase in gross profit in the three month period ended June 30, 2013 compared to the same period of 2012 was due to the increase in shipment volumes and the improved efficiencies of our breweries discussed above. The increase was partially offset by the decline in our Pubs gross profit as a result of higher Pubs costs.

The decrease in gross profit in the six month period ended June 30, 2013 compared to the same period of 2012 was due to the lower year to date efficiencies of our breweries and increased rate of our distribution costs. The decline in our Pubs gross profit, as discussed above, also contributed to the decline. The decreases were partially offset by the increase in our revenue per barrel as we trend towards higher-end beers.

The increase in the Beer Related gross margin rate in the three month period ended June 30, 2013 compared to the same period of 2012 was due to the improved efficiencies of our breweries, as discussed above, as well as the improved revenue per barrel of beer shipped. The decline in the Beer Related gross margin rate in the six month period ended June 30, 2013 compared to the same period of 2012 was primarily due to a decline in brewery efficiency and higher distribution costs per barrel, partially offset by the improved revenue per barrel of beer shipped. The declines in the Pubs gross margin rates in the three and six month periods ended June 30, 2013 were primarily due to relatively flat Pubs sales combined with increases in material and labor costs.



Index

## Selling, General and Administrative Expenses

Selling, general and administrative expenses (“SG&A”) include compensation and related expenses for our sales and marketing activities, management, legal and other professional and administrative support functions.

Information regarding SG&A was as follows (dollars in thousands):

|                     | Three Months Ended June 30, |           | Dollar |          |
|---------------------|-----------------------------|-----------|--------|----------|
|                     | 2013                        | 2012      | Change | % Change |
|                     | \$ 12,950                   | \$ 12,222 | \$ 728 | 6.0 %    |
| As a % of net sales | 26.4 %                      | 27.6 %    |        |          |

|                     | Six Months Ended June 30, |           | Dollar   |          |
|---------------------|---------------------------|-----------|----------|----------|
|                     | 2013                      | 2012      | Change   | % Change |
|                     | \$ 24,710                 | \$ 22,595 | \$ 2,115 | 9.4 %    |
| As a % of net sales | 28.9 %                    | 27.3 %    |          |          |

The increase in SG&A for the three-month period ended June 30, 2013 compared to the same period of 2012 was primarily due to increases in new packaging design and development and employee related costs. These increases were partially offset by decreases in promotional merchandise spending and professional fees. SG&A decreased as a percentage of net sales in the three month period ended June 30, 2013 compared to the same period of 2012 primarily due to our leveraging of spending in prior periods.

The increase in SG&A for the six-month period ended June 30, 2013 compared to the same period of 2012 was primarily due to increases in employee related costs, which included severance due to a reorganization in our commercial operations group and additional staffing in the first quarter of 2013, and new packaging design and development costs. These increases were partially offset by decreases in promotional merchandise spending. SG&A increased as a percentage of net sales in the six-month period ended June 30, 2013 compared to the same period of 2012 primarily due to employee related costs described above.

## Interest Expense

Information regarding interest expense was as follows (dollars in thousands):

|  | Three Months Ended June 30, |        | Dollar  |          |
|--|-----------------------------|--------|---------|----------|
|  | 2013                        | 2012   | Change  | % Change |
|  | \$ 156                      | \$ 165 | \$ (9 ) | (5.5 )%  |

|  | Six Months Ended June 30, |        | Dollar   |          |
|--|---------------------------|--------|----------|----------|
|  | 2013                      | 2012   | Change   | % Change |
|  | \$ 312                    | \$ 331 | \$ (19 ) | (5.7 )%  |

|                          | Three Months Ended June 30, |           | Six Months Ended June 30, |           |
|--------------------------|-----------------------------|-----------|---------------------------|-----------|
|                          | 2013                        | 2012      | 2013                      | 2012      |
| Average debt outstanding | \$ 12,800                   | \$ 13,524 | \$ 12,894                 | \$ 13,612 |
| Average interest rate    | 1.91 %                      | 2.02 %    | 1.91 %                    | 2.02 %    |

The decreases in interest expense in the three and six-month periods ended June 30, 2013 compared to the same periods of 2012 were due to lower average outstanding borrowings and lower average interest rates.





Index

## Income Tax Provision

Our effective income tax rate was 40.0% for the first six months of 2013 and 40.5% in the first six months of 2012. The effective income tax rates reflect the impact of non-deductible expenses, primarily state and local taxes, meals and entertainment expenses and tax credits.

## Liquidity and Capital Resources

We have required capital primarily for the construction and development of our production breweries, to support our expansion and growth plans and to fund our working capital needs. Historically, we have financed our capital requirements through cash flows from operations, bank borrowings and the sale of common and preferred stock. We anticipate meeting our obligations for the twelve months beginning July 1, 2013 primarily from cash flows generated from operations. In addition, we may borrow under our line of credit facility as the need arises. Capital resources available to us at June 30, 2013 included \$3.9 million of Cash and \$22 million available under our line of credit facility.

We had \$2.3 million of working capital and our debt as a percentage of total capitalization (total debt and common shareholders' equity) was 10.5% at June 30, 2013.

A summary of our cash flow information was as follows (dollars in thousands):

|   | Six Months Ended |          |
|---|------------------|----------|
|   | June 30,         |          |
|   | 2013             | 2012     |
| Cash flows provided by operating activities | \$4,388          | \$9,056  |
| Cash flows used in investing activities     | (5,313 )         | (4,123 ) |
| Cash flows used in financing activities     | (202 )           | (293 )   |
| Increase (decrease) in cash                 | \$(1,127 )       | \$4,640  |

Cash provided by operating activities of \$4.4 million in the first six months of 2013 resulted from our Net loss of \$0.7 million, net non-cash expenses of \$4.2 million and changes in our operating assets and liabilities as discussed in more detail below.

Accounts receivable, net, increased \$0.9 million to \$11.4 million at June 30, 2013 compared to \$10.5 million at December 31, 2012. This increase was primarily due to a \$1.4 million increase in our receivable from A-B, which totaled \$7.8 million at June 30, 2013. Historically, we have not had collection problems related to our accounts receivable.

Inventories increased \$3.1 million to \$14.8 million at June 30, 2013 compared to \$11.7 million at December 31, 2012, primarily to support an expected increase in shipment volume in the quarter ending September 30, 2013.

Accounts payable increased \$4.6 million to \$16.9 million at June 30, 2013 compared to \$12.3 million at December 31, 2012, primarily due to increased inventory purchases to support our expected increased level of sales.

As of June 30, 2013, we had the following net operating loss carryforwards ("NOLs") and federal credit carry forwards available to offset payment of future income taxes:

- federal NOLs of \$393,000, or \$134,000 tax effected;
- state NOLs of \$83,000, tax-effected;
- federal alternative minimum tax ("AMT") credit carry forwards of \$609,000; and
- federal insurance contributions act ("FICA") credit carry forwards of \$108,000, tax-effected.

We anticipate that we will utilize the remaining NOLs and federal credit carry forwards in the near future and, accordingly, once utilized, we will be required to satisfy all of our income tax obligations with cash.

20

---

## Index

Capital expenditures of \$6.1 million in the first six months of 2013 were primarily directed to Pubs remodeling and beer production capacity and efficiency improvements. As of June 30, 2013 we had \$0.8 million of the \$6.1 million of expenditures recorded in Accounts payable on our Consolidated Balance Sheets. We anticipate capital expenditures of approximately \$11 million to \$13 million for all of 2013 primarily for capacity and efficiency improvements, quality initiatives and restaurant and retail.

We have a loan agreement (as amended, the “Loan Agreement”) with Bank of America, N.A., which is presently comprised of a \$22.0 million revolving line of credit (“Line of Credit”), including provisions for cash borrowings and up to \$2.5 million notional amount of letters of credit, and an \$11.6 million term loan (“Term Loan”). We may draw upon the Line of Credit for working capital and general corporate purposes. At June 30, 2013, we had no borrowings outstanding under the Line of Credit and we were in compliance with the financial covenants associated with the Loan Agreement.

## Critical Accounting Policies and Estimates

Our financial statements are based upon the selection and application of significant accounting policies that require management to make significant estimates and assumptions. Judgments and uncertainties affecting the application of these policies may result in materially different amounts being reported under different conditions or using different assumptions. Our estimates are based upon historical experience, market trends and financial forecasts and projections, and upon various other assumptions that management believes to be reasonable under the circumstances at various points in time. Actual results may differ, potentially significantly, from these estimates.

Our critical accounting policies, as described in our 2012 Annual Report, relate to goodwill, indefinite-lived intangible assets, long-lived assets, refundable deposits on kegs, revenue recognition and deferred taxes. There have been no changes to our critical accounting policies since December 31, 2012.

## Seasonality

Our sales generally reflect a degree of seasonality, with the first and fourth quarters historically exhibiting low sales levels compared to the second and third quarters. Accordingly, our results for any particular quarter are not likely to be indicative of the results to be achieved for the full year.

## Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have, or are reasonably likely to have, a material current or future effect on our financial condition, changes in financial condition, revenue or expenses, results of operations, liquidity, capital expenditures or capital resources.

## Recent Accounting Pronouncements

See Note 2 of Notes to Consolidated Financial Statements included in Part I, Item 1 of this Form 10-Q.

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

There have been no material changes in our reported market risks and risk management policies since the filing of our 2012 Annual Report on Form 10-K, which was filed with the SEC on March 12, 2013.

Index

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Our management, including our Chief Executive Officer and our Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e) or 15d-15(e)) under the Securities Exchange Act of 1934 (“Exchange Act”) as of the end of the period covered by this Report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports filed or submitted by us under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC’s rules and forms and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. While reasonable assurance is a high level of assurance, it does not mean absolute assurance. Disclosure controls and internal control over financial reporting cannot prevent or detect all errors, misstatements or fraud. In addition, the design of a control system must recognize that there are resource constraints, and the benefits associated with controls must be proportionate to their costs.

Changes in Internal Control Over Financial Reporting

During the second quarter of 2013, no changes in our internal control over financial reporting were identified in connection with the evaluation required by Exchange Act Rule 13a-15 or 15d-15 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1A. Risk Factors

There have been no changes in our reported risk factors and no new risk factors have been identified since the filing of our 2012 Annual Report on Form 10-K, which was filed with the SEC on March 12, 2013.

Item 6. Exhibits

The following exhibits are filed herewith and this list is intended to constitute the exhibit index:

- 31.1 Certification of Chief Executive Officer of Craft Brew Alliance, Inc. pursuant to Exchange Act Rule 13a-14(a)
- 31.2 Certification of Chief Financial Officer of Craft Brew Alliance, Inc. pursuant to Exchange Act Rule 13a-14(a)
- 32.1 Certification pursuant to Exchange Act Rule 13a-14(b) and 18 U.S.C. Section 1350
- 99.1 Press Release dated August 7, 2013
- 101.INS\* XBRL Instance Document
- 101.SCH\* XBRL Taxonomy Extension Schema Document
- 101.CAL\*XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF\* XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB\*XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE\* XBRL Taxonomy Extension Presentation Linkbase Document

\* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, or Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.



Index

SIGNATURE

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.

CRAFT BREW ALLIANCE, INC.

August 7, 2013 BY: /s/ Joseph K. O'Brien  
Joseph K. O'Brien  
Controller and Chief Accounting Officer