TANDY LEATHER FACTORY INC
Form 10-K
March 27, 2015

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

Form 10-K

(Mark One)
[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2014

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period ________ to ________

Commission File Number 1-12368
Tandy Leather Factory, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware	75-2543540
(State or Other Jurisdiction of Incorporation)	(I.R.S. Employer Identification No.)
1900 Southeast Loop 820, Fort Worth, TX 76140	817/872-3200
(Address of Principal Executive Offices and Zip Code)	(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value $0.0024	NASDAQ Global Market
Preferred Share Purchase Rights	NASDAQ Global Market

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [ ] No [X]

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 [X] 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

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 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 [ ] Smaller reporting company [X]

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

The aggregate market value of the common stock held by non-affiliates of the registrant was approximately $53,320,877 at June 30, 2014 (based on the price at which the common stock was last traded on the last business day of its most recently completed second fiscal quarter). At March 24, 2015, there were 10,282,018 shares of the registrant's common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant’s definitive Proxy Statement for the Annual Meeting of Stockholders to be held on June 2, 2015, are incorporated by reference in Part III of this report.

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PART I

ITEM 1. BUSINESS

General

We are a retailer and wholesale distributor of a broad line of leather and related products, including leather, leatherworking tools, buckles and adornments for belts, leather dyes and finishes, saddle and tack hardware, and do-it-yourself kits. We also manufacture leather lacing and some of our do-it-yourself kits. During 2014, our consolidated sales totaled $83.4 million of which approximately 14% were export sales. We maintain our principal offices at 1900 Southeast Loop 820, Fort Worth, Texas 76140. Our common stock trades on the NASDAQ Global Market under the symbol "TLF."

Our company was founded in 1980 as Midas Leathercraft Tool Company, a Texas corporation. Midas' original business activity focused on the distribution of leathercraft tools. In addition, the founders of Midas entered into a consulting agreement with Brown Group, Inc., a major footwear retailer, as a result of their proposal to develop a multi-location chain of wholesale stores known as "The Leather Factory." In 1985, Midas purchased the assets related to The Leather Factory stores from Brown Group, Inc., which then consisted of six wholesale stores.

In 1993, we changed our name to The Leather Factory, Inc. We reincorporated in the state of Delaware in 1994. In 2005, we changed our name to Tandy Leather Factory, Inc.

Our Development in Recent Years

We have expanded our wholesale store chain by opening new stores and by making numerous acquisitions of small businesses in strategic geographic locations. In 1996, we expanded into Canada by acquiring our Canadian distributor, The Leather Factory of Canada, Ltd.

Our retail operations began in 2000, when we acquired the operating assets of two subsidiaries of Tandycrafts, Inc. to form Tandy Leather Company. In 2002, we opened our first retail store under the "Tandy Leather" name. Since 2002, we have acquired or opened 85 retail locations and closed three retail stores, for a net of 82 retail stores.

In 2008, we began expanding outside of North America by opening one combination wholesale and retail store in Northampton, United Kingdom. By 2009, we operated 30 wholesale stores, 75 retail stores, and one international combination wholesale and retail store. Since 2009, we have closed two wholesale stores, opened nine new retail stores, closed two retail stores, and opened two new international combination wholesale and retail stores.

At December 31, 2014, we operated 28 stores located in North America operating under the Leather Factory name and 82 stores located in North America operating under the Tandy Leather name, and three combination wholesale and retail stores operating under the Tandy Leather Factory name in the United Kingdom, Australia and Spain.

Tandy Leather Factory, Inc. wholly-owns eleven subsidiaries which create three operating segments as follows:

Segment	Subsidiaries included:
Wholesale Leathercraft	The Leather Factory, LP (25 stores) The Leather Factory of Canada, Ltd (3 stores)
Retail Leathercraft	Tandy Leather Company, LP (75 stores) The Leather Factory of Canada, Ltd (7 stores)

International Leathercraft	Tandy Leather Factory UK Ltd. Tandy Leather Factory Australia Pty Ltd Tandy Leather Factory Espana, SL

Our growth, measured both by our net sales and net income, occurs as a result of the increase in the number of stores we have and the increase from year to year of the sales in our existing stores. The following tables provide summary store count information by segment in each of our fiscal years from 1999 to 2014.

STORE COUNT
YEARS ENDED DECEMBER 31, 1999 through 2014

	Wholesale Leathercraft				Retail Leathercraft			International Leathercraft		
Year Ended	Opened	Conv. (1)	Closed	Total	Opened (2)	Closed	Total	Opened	Closed	Total
Balance Fwd				22			N/A			N/A
1999	4	-	-	26	-	-	-	-	-	-
2000	2	-	-	28	1*	-	1	-	-	-
2001	2	-	-	30	-	-	1	-	-	-
2002	1	(1)	-	30	14	1*	14	-	-	-
2003	-	-	-	30	12	-	26	-	-	-
2004	-	-	-	30	16	-	42	-	-	-
2005	-	-	-	30	8	-	50	-	-	-
2006	-	(1)	-	29	12	-	62	-	-	-
2007	1^	-	-	30	10	-	72	-	-	-
2008	-	-	-	30	1	-	73	1	-	1
2009	-	-	-	30	2	-	75	-	-	1
2010	-	-	1^	29	1	-	76	-	-	1
2011	-	-	-	29	1	-	77	1	-	2
2012	-	-	-	29	1	-	78	1	-	3
2013	-	-	-	29	3	2	79	-	-	3
2014	-	-	1	28	3	0	82	-	-	3

(1) Leather Factory wholesale store converted to a Tandy Leather retail store.
(2) Includes conversions of Leather Factory wholesale stores to Tandy Leather retail stores.
(*) The Tandy Leather operation began as a central mail-order fulfillment center in 2000 which was closed in 2002.
(^) Wholesale store operating as Mid-Continent Leather Sales

No single customer's purchases represented more than 1% of our total sales in 2014. Sales to our five largest customers represent 1.7%, 2.5% and 2.9% of consolidated sales in 2014, 2013, and 2012, respectively. Management does not believe the loss of one of these customers would have a significant negative impact on our consolidated operations.

Our Operating Segments

We service our customers primarily through the operation of three segments. We identify those segments based on management responsibility, customer focus, and store location. The Wholesale Leathercraft segment consists of 28 wholesale stores of which 25 are located in the United States and three are located in Canada. As of March 1, 2015, the Retail Leathercraft segment consists of 82 Tandy Leather retail stores, of which 75 are located in the United States and seven are located in Canada. Both of these segments sell leather and leathercraft-related products. The

International Leathercraft segment consists of all stores, wholesale or retail, located outside of North America. As of March 1, 2015, we had three such stores, one located in the United Kingdom, one located in Australia, and one located in Spain.

Information regarding net sales, gross profit, operating income, and total assets, attributable to each of our segments, is included within Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, and within Item 8. Financial Statements and Supplementary Data in Note 11, Segment Information, of our Notes to Consolidated Financial Statements.

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Wholesale Leathercraft

The Wholesale Leathercraft operation distributes its broad product line of leather and leathercraft-related products in the United States and Canada through wholesale stores operating under the name, “The Leather Factory”. This segment had net sales of $27.3 million, $27.4 million and $26.9 million for 2014, 2013, and 2012, respectively.

General We operate wholesale stores in 18 states and three Canadian provinces. The stores range in size from 2,350 square feet to 22,000 square feet, with the average size of a store being approximately 5,000 square feet. The type of premises utilized for our wholesale stores is generally light industrial office/warehouse space in proximity to a major freeway or with other similar access. This type of location typically offers lower rents compared to other more retail-oriented locations.

Business Strategy Our business concept focuses on the wholesale distribution of leather and related accessories to retailers, manufacturers, and end users. Our strategy is that a customer can purchase the leather, related accessories and supplies necessary to complete his project from a single source. The size and layout of the stores are planned to allow large quantities of product to be displayed in an easily accessible and visually appealing manner. Leather is displayed by the pallet where the customer can see and touch it, assessing first-hand the numerous sizes, styles, and grades offered. The location of the stores is selected based on the location of customers, so that delivery time to customers is minimized. A two-day maximum delivery time for phone, Internet and mail orders is our goal.

Our wholesale stores serve customers through various means including walk-in traffic, phone, Internet and mail order. We also employ a distinctive marketing tactic in that we maintain an internally-developed target customer mailing list for use in our aggressive direct mail advertising campaigns. We staff our stores with experienced managers whose compensation is tied to the operating profit of the store they manage. Sales are generated by the selling efforts of the store personnel, our direct mail advertising, our website (www.tandyleatherfactory.com), and our participation at trade shows.

Customers Our customer base consists of individuals, wholesale distributors, tack and saddle shops, institutions (prisons and prisoners, schools, hospitals), western stores, craft stores and craft store chains, other large volume purchasers, manufacturers, and retailers dispersed geographically throughout the world. Wholesale sales constitute the majority of our business, although retail customers may purchase products from our wholesale stores. The Wholesale Leathercraft division’s sales generally do not reflect significant seasonal patterns. No single customer’s purchases represented more than 2% of this segment’s sales in 2014.

Our Authorized Sales Center (“ASC”) program was developed to create a presence in geographic areas where we do not have a company-owned store. An unrelated person operating an existing business could become an ASC by submitting an application and upon approval, placing a minimum initial order and meeting minimum annual purchase amounts. In exchange, the benefits to the ASC are free advertising in various sales flyers produced and distributed by us, preferred pricing on certain products, advance notice of new products, and priority shipping and handling of orders. In 2011, the ASC program was eliminated in North America as the number and location of our stores were deemed sufficient to represent each geographic area. We currently have 7 ASC’s located outside of North America.

Merchandise Our products are generally organized into 12 categories. We carry a wide assortment of products including leather, lace, hand tools, kits, and craft supplies. We operate a light manufacturing facility in Fort Worth, Texas whose processes generally involve cutting leather into various shapes and patterns using metal dies. The factory produces approximately 15% of our products and also assembles and repackages products as needed. Products manufactured in our factory are distributed through our stores under the TejasTM brand name. We also distribute product under the Tandy LeatherTM, Eco-FloTM, CraftoolTM, and Dr. Jackson'sTM brands. We develop new products through the ideas and referrals of customers and store personnel as well as the analysis of fads and trends of interest in the market.

We offer an unconditional satisfaction guarantee to our customers. Simply stated, we will accept product returns for any reason. We believe this liberal policy promotes customer loyalty. We offer credit terms to our non-retail customers upon receipt of a credit application and approval by our credit manager. Generally, our open accounts are net 30 days.

During 2014, 2013, and 2012, Wholesale Leathercraft division sales by product category were as follows:

Product Category	2014 Sales Mix	2013 Sales Mix	2012 Sales Mix
Belts strips and straps	3%	3%	3%
Books, patterns, videos	2%	2%	2%
Buckles	3%	4%	4%
Conchos^	3%	3%	4%
Craft supplies	2%	2%	4%
Dyes, finishes, glues	7%	7%	6%
Hand tools	16%	16%	15%
Hardware	8%	8%	7%
Kits	6%	7%	8%
Lace	3%	4%	5%
Leather	41%	39%	38%
Stamping tools	6%	5%	4%
	100%	100%	100%

^A concho is a metal adornment attached to clothing, belts, saddles, etc., usually made into a pattern of some southwestern or geometric object.

In addition to meeting ordinary operational requirements, our working capital demands are a product of the need to maintain a level of inventory sufficient to fill customer orders as they are received with minimal backorders and the time required to collect our accounts receivable. Because availability of merchandise and prompt delivery time are important competitive factors for us, we maintain higher levels of inventory than our smaller competitors. For additional information regarding our cash, inventory, and accounts receivable at the end of 2014 and 2013, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations."

Suppliers We purchase merchandise and raw materials from approximately 150 vendors dispersed throughout the United States and in approximately 20 foreign countries. In 2014, our 10 largest vendors accounted for approximately 68% of our inventory purchases.

Because leather is sold internationally, market conditions abroad are likely to affect the price of leather in the United States. Outbreaks of mad cow and hoof-and-mouth disease (or foot-and-mouth disease) in any part of the world can influence the price of the leather we purchase. Because an occurrence of such an event is beyond our control, we cannot predict when and to what extent we could be affected in the future. Aside from increasing purchases when we anticipate price increases (or possibly delaying purchases if we foresee price declines), we do not attempt to hedge our inventory costs.

Overall, we believe that our relationships with suppliers are strong and do not anticipate any material changes in these supplier relationships. Due to the number of alternative sources of supply, we do not believe that the loss of any of these principal suppliers would have a material impact on our operations.

Operations Hours of operation are 9:00 am to 6:00 pm Monday through Friday, and from 9:00 am to 4:00 pm on Saturdays. Our stores are closed on Sunday. The stores maintain uniform prices, except where lower prices are necessary to meet local competition.

Competition Most of our competition comes in the form of small, independently-owned retailers who in most cases are also our customers. We estimate that there are a few hundred of these small independent stores in the United States and Canada. We compete on price, availability of merchandise, and delivery time. While there is competition in connection with a number of our products, to our knowledge there is no direct competition affecting our entire product line. Our large size relative to most competitors gives us the advantage of being able to purchase large volumes and stock a full range of products in our stores.

Distribution The wholesale stores receive the majority of their inventory from our central warehouse located in Fort Worth, Texas, although occasionally, merchandise is shipped directly from the vendor. Inventory is shipped to the stores from our central warehouse once a week to meet customer demand without sacrificing inventory turns. Customer orders are typically filled as received, and we do not have backlogs.

We attempt to maintain the optimum number of items in our product line to minimize out-of-stock situations against carrying costs involved with such an inventory level. We generally maintain higher inventories of imported items to ensure a continuous supply. The number of products offered changes every year due to the introduction of new items and the discontinuance of others. We carry approximately 2,500 items in the current lines of leather and leather-related merchandise. All items are offered in all stores.

Expansion Our wholesale store expansion across the United States has been fairly consistent since we purchased the original six stores in 1985. We opened our thirtieth store in August 2002. We converted one wholesale (Leather Factory) store to a retail (Tandy Leather) store in 2006, reducing the number of wholesale stores to 29. We acquired Mid-Continent Leather Sales in 2007, a wholesale store located in Oklahoma, increasing the number of wholesale stores to 30, but subsequently closed it in 2010, reducing the number of wholesale stores again to 29. We closed one store in 2014, ending the year with 28 stores. We do not believe there is a significant and immediate opportunity for expansion of the Leather Factory store system in terms of opening additional locations.

Retail Leathercraft

Our Retail Leathercraft segment consists of a growing chain of retail stores operating under the name, “Tandy Leather.” Tandy Leather Company, established in 1919 as Hinkley-Tandy Leather Company, is the oldest and one of the best-known suppliers of leather and related supplies used in the leathercraft industry. This retail segment offers a product line of quality tools, leather, accessories, kits, and teaching materials. It had net sales of $51.8 million, $47.0 million and $42.6 million for 2014, 2013, and 2012, respectively.

General As of March 1, 2015, the Tandy Leather retail chain has 82 stores located in 37 states and six Canadian provinces. The stores range in size from 1,200 square feet to 9,000 square feet, with the average size of a store being approximately 2,900 square feet. The type of premises utilized for a retail store is generally an older strip shopping center located at well-known crossroads, making the store easy to find. We intend to continue with the relocation of our smaller stores into larger spaces within the same cities as lease terms expire and appropriate larger space is available at acceptable rates.

Business Strategy Tandy Leather has long been known for its reputation in the leathercraft industry and its commitment to promoting and developing the craft through education and customer development. Our commitment to this strategy is evidenced by our re-establishment of the retail store chain throughout the United States and Canada following our acquisition of the assets of Tandy Leather in 2000. We continue to broaden our customer base by working with various youth organizations and institutions where people are introduced to leathercraft, as well as hosting classes in our stores.

The retail stores serve walk-in, mail, and phone order customers as well as orders generated from our website, www.tandyleather.com. A two-day maximum delivery time for phone, internet and mail orders is our goal. Our retail stores are staffed by knowledgeable sales people whose compensation is based, in part, upon the profitability of their store. Sales by Tandy Leather are driven by the efforts of the store staff, trade shows, and our direct mail and e-mail marketing program.

Customers Individual retail customers are our largest customer group, representing approximately 60% of Tandy Leather's 2014 sales. Youth groups, summer camps, schools, and a limited number of wholesale customers complete our customer base. Like the wholesale stores, the retail stores typically fill orders as they are received, and there is no order backlog. The retail stores maintain reasonable amounts of inventory to fill these orders. Tandy Leather's retail store operations historically generate slightly more sales in the fourth quarter of each year due to the holiday shopping season (28-29% of annual sales), while the other three quarters remain fairly even at 24-25% of annual sales each quarter. No single customer's purchases represented more than 1% of Retail Leathercraft's sales in 2014.

Merchandise Our products are generally organized into 12 categories. We carry a wide assortment of products including leather, hand tools, kits, dyes, and finishes and stamping tools. During 2014, 2013 and 2012, Retail Leathercraft division sales by product category were as follows:

Product Category	2014 Sales Mix	2013 Sales Mix	2012 Sales Mix
Belts strips and straps	4%	5%	5%
Books, patterns, videos	2%	2%	2%
Buckles	3%	3%	4%
Conchos	3%	3%	3%
Craft supplies	2%	2%	3%
Dyes, finishes, glues	7%	7%	7%
Hand tools	17%	17%	16%
Hardware	8%	8%	7%
Kits	7%	8%	8%
Lace	3%	3%	3%
Leather	39%	37%	37%
Stamping tools	5%	5%	5%
	100%	100%	100%

As indicated above, the products sold in our retail stores are also sold in our wholesale stores. Therefore, the discussion above regarding products, their sources, and the working capital requirements for the Wholesale Leathercraft division also apply to the Retail Leathercraft division. Sales at the retail stores are generally made through cash transactions or through national credit cards. The retail stores also sell on open account to selected wholesale customers including schools and other institutions and small retailers. Our terms are generally net 30 days. Like the wholesale stores, the retail stores have an unconditional return policy.

Operations Hours of operation are 9:00 am to 6:00 pm Monday through Friday, and from 9:00 am to 4:00 pm on Saturdays. Our stores are closed on Sunday. Selling prices are uniform throughout the retail store system.

Competition Our competitors are generally small local craft stores that carry a limited line of leathercraft products. Several national retail chains, including those that are customers in our Wholesale Leathercraft division, also carry leathercraft products on a very small scale relative to their overall product line. We compete on price, availability of merchandise, and depth of our product line. To our knowledge, our store chain is the only one in existence solely specializing in leathercraft.

Distribution The retail stores receive their inventory from our central warehouse located in Fort Worth, Texas. The stores generally restock their inventory once a week with a shipment from the warehouse. Retail Leathercraft's inventory turns are higher than Wholesale Leathercraft's because the Wholesale Leathercraft calculation includes the central warehouse inventory whereas the Retail Leathercraft calculation includes only the inventory in the Tandy Leather retail stores.

Expansion We intend to expand the Tandy Leather retail store chain to between 100 and 120 stores throughout North America as it makes financial sense to do so. 14 stores were opened in 2002; 12 were opened in 2003; 16 were opened in 2004 (including four in Canada); eight were opened in 2005, 12 were opened in 2006, ten were opened in 2007; one was opened in 2008, two were opened in 2009, one was opened in each of the years 2010, 2011, and 2012, and three stores were opened in each of the years 2013 and 2014. Of the 82 stores opened as of December 31, 2014, 11 were independent leathercraft stores that we acquired. Separately, these acquisitions are not material. The other 71 stores have been new stores opened by us.

International Leathercraft

Our International Leathercraft segment consists of company-owned stores located outside of North America. As of December 31, 2014, there were three wholesale/retail combination stores in this segment: one in Northampton, United Kingdom, which we opened in February 2008, one in Sydney, Australia, which we opened in October 2011, and one in Jerez, Spain, which we opened in January 2012. The stores operate under the Tandy Leather Factory trade name. This segment had net sales of approximately $4.3 million, $3.9 million and $3.3 million in 2014, 2013, and 2012, respectively. We intend to open more stores internationally, specifically in Europe, as the opportunities present themselves, but we have not determined a specific time schedule for said openings.

Business Strategy The business concept for our International Leathercraft division is a blending of our Leather Factory and Tandy Leather business strategies – the wholesale distribution of leather and related accessories to retailers, manufacturers, and other businesses, as well as the promotion and continuance of leathercraft through education and development of the retail customers. The stores average 7,000 square feet and are located in light industrial areas. We seek to maintain sufficient inventory so that our customers can purchase the leather, related accessories, and supplies necessary to complete their projects from one supplier. The layout of the store is such that large quantities of product can be displayed in an easily accessible and visually appealing manner. The store services walk-in, mail, and phone order customers as well as orders generated from our website, www.tandyleather.com. Sales are driven by the efforts of the store staff, trade shows, and our direct mail and e-mail marketing programs.

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Customers The growing customer base consists of individuals, wholesale distributors, equine-related shops, cobblers, dealers, and retailers dispersed geographically throughout Europe, Australia, and Asia. Retail sales generally occur via cash transactions or through national credits cards. We also sell on open account to selected wholesale customers including dealers, manufacturers, and retailers. Like our North American stores, our international stores have an unconditional return policy. No single customer’s purchases represented more than 3% of International Leathercraft’s sales in 2014.

Merchandise The products sold in our international stores are also sold in our North America stores. Therefore, the discussion above regarding products, their sources, and the working capital requirements for the Wholesale and Retail Leathercraft divisions also apply here.

Operations Hours of operation are 9:00 am to 6:00 pm Monday through Friday, and from 9:00 am to 4:00 pm on Saturdays. Our stores are closed on Sunday. Selling prices are consistent with our US pricing, adjusted for currency fluctuation.

Competition Our competitors are generally small, independently-owned retailers who, in some cases, are also our customers. We compete on price, availability of merchandise, and delivery time. While there is competition in connection with a number of the products we carry, to our knowledge there is no direct competition affecting our entire product line. We believe our ability to stock a full range of products gives us an advantage over most local competitors.

Distribution The international stores receive the majority of inventory from our central warehouse located in Fort Worth, Texas, although occasionally, merchandise is shipped directly from the vendor. Inventory is shipped from our warehouse to the store several times per month to meet customer demand without sacrificing inventory turns. Customer orders are typically filled as received, and we typically do not have backlogs.

Expansion We intend to expand further internationally by opening additional stores, although the timing of any store openings has not been determined. We intend to grow our customer base throughout Europe as well as other parts of the world to support any such additional stores.

For more information about our business and our reportable segments, see Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 8.

Additional Information

Compliance With Environmental Laws Our compliance with federal, state and local environmental protection laws has not had, and is not expected to have, a material effect on our capital expenditures, earnings, or competitive position.

Employees As of December 31, 2014, we employed 603 people, 508 of whom were employed on a full-time basis. We are not a party to any collective bargaining agreements. Overall, we believe that relations with employees are good.

Intellectual Property We own approximately 120 registered trademarks, including federal trade name registrations for "Tandy Leather Factory,” “The Leather Factory," "Tandy Leather Company," and “Tandy.” We also own approximately 60 registered foreign trademarks worldwide. We own approximately 600 registered copyrights in the United States covering more than 800 individual works relating to various products. We also own several United States patents for specific belt buckles and leather-working equipment. These rights are valuable assets, and we defend them as necessary.

International Operations Information regarding our revenues from the United States and abroad and our long-lived assets are found in Note 11 to our Consolidated Financial Statements, Segment Information. For a description of some of the risks attendant to our foreign operations, see Item 1.A "Risk Factors" on page 5.

Our Website and Availability of SEC Reports We file reports with the Securities and Exchange Commission ("SEC"). These reports include our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to these filings. The public may read any of these filings at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. In addition, the public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Further, the SEC maintains an Internet site that contains reports, proxy and information statements, and other information concerning us. You can connect to this site at www.sec.gov.

Our corporate website is located at www.tandyleather.com. We make copies of our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statements and any amendments thereto filed with or furnished to the SEC available to investors on or through our website free of charge as soon as reasonably practicable after we electronically file them with or furnish them to the SEC. Our SEC filings can be found on the Investor Relations page of our website through the "SEC Filings" link. In addition, certain other corporate governance documents are available on our website through the "Corporate Governance" link.

Executive Officers of the Registrant

The following table sets forth information concerning our executive officers as of March 24, 2015:

Name and Age	Position	Served as Executive Officer Since
Jon W. Thompson, 53	Chief Executive Officer since July 2009; President and Chief Operating Officer since June 2008; Vice President from June 1993 to June 2008	2008
Shannon L. Greene, 49	Chief Financial Officer since May 2000; Treasurer and Chief Accounting Officer since 2001	2000
Mark J. Angus, 54	Senior Vice President and Assistant Secretary since June 2008; Operational Vice President of Merchandising since June 1993	2008
William M. Warren, 71	Secretary and Corporate Counsel	1993

Jon W. Thompson has served as our Chief Executive Officer and director since July 2009. He has also served as President and Chief Operating Officer since June 2008. He served as Vice President from June 1993 to June 2008.

Shannon L. Greene has served as our Chief Financial Officer and Treasurer since May 2000 and director since January 2001. Ms. Greene is also our Chief Accounting Officer. Ms. Greene, a certified public accountant, also serves on our 401(k) Plan committee.

Mark J. Angus has served as Senior Vice President since June 2008 and as director since July 2009. He served as Vice President of Merchandising since January 1993.

William M. Warren has served as Secretary and General Counsel since 1993. Since 1979, Mr. Warren has been President and Director of Loe, Warren, Rosenfield, Kaitcer, Hibbs, Windsor & Lawrence, P.C., a law firm located in Fort Worth, Texas.

All officers are elected annually by the Board of Directors to serve for the ensuing year.

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ITEM 1A. RISK FACTORS

Risks to Our Industry

Our business may be negatively impacted by general economic conditions in the United States and abroad.

Our performance is subject to worldwide economic conditions and their impact on levels of consumer spending that affect not only the ultimate consumer, but also small businesses and other retailers. Specialty retail, and retail in general, is heavily influenced by general economic cycles. Purchases of non-essential products tend to decline in periods of recession or uncertainty regarding future economic prospects, as disposable income declines. During periods of economic uncertainty, we may not be able to maintain or increase our sales to existing customers, make sales to new customers, open and operate new stores, maintain sales levels at our existing stores, maintain or increase our international operations on a profitable basis, or maintain our earnings from operations as a percentage of net sales. The United States and global economies have suffered from economic uncertainty for the past several years. Consumer spending in the United States appears to have stabilized recently, but could deteriorate in the future. As a result, our operating results may be adversely and materially affected by downward trends or uncertainty in the United States or global economies.

Increases in the price of leather and other items we sell or a reduction in availability of those products could increase our cost of goods and decrease our profitability.

The prices we pay our suppliers for our products are dependent in part on the market price for leather, metals, and other products. The cost of these items may fluctuate substantially, depending on a variety of factors, including demand, supply conditions, transportation costs, government regulation, economic climates, political considerations, and other unpredictable factors. Leather prices world-wide have been on the rise for the past several years and the outlook for future prices is uncertain. Increases in these costs, together with other factors, will make it difficult for us to sustain the gross margin level we have achieved in recent years and result in a decrease in our profitability unless we are able to pass higher prices on to our customers or reduce costs in other areas. Accordingly, such increases in costs could adversely affect our business and our results of operations.

Further, continued involvement by the United States in war and other military operations in the Middle East and other areas abroad could disrupt international trade and affect our inventory sources. Finally, livestock diseases such as mad cow could reduce the availability of hides and leathers or increase their cost. The occurrence of any of these events could adversely affect our business and our results of operations.

Risks Related to Our Business

We may be unable to sustain our past growth or manage our future growth, which may have a material adverse effect on our future operating results.

We have experienced solid sales and earnings growth recently. Many specialty retailers have experienced periods of growth in sales and earnings followed by periods of declining sales and losses. Our business may be similarly affected in the future. We anticipate that our future growth will depend on a number of factors, including the strength and protection of our brand name, the market success of our current and future products, the success of our growth strategies, and our ability to manage our future growth. Further, our future success will depend substantially on the ability of our management team to manage our growth effectively, optimizing our operational, administrative, financial, and legal procedures in order to maximize profitability. If we fail to manage our growth effectively, our future operating results could be adversely affected.

Our profitability may decline as a result of increasing pressure on margins.

Our industry is subject to significant pricing pressure caused by many factors, including fluctuations in the cost of the leathers and metal products that we purchase and changes in consumer spending patterns and acceptance of our products. Changes in consumers' product preferences or lack of acceptance of our products whose costs have increased may prohibit us from passing those increases on to customers which could cause our gross margin to decline. If our product costs increase and our sale prices do not, our future operating results could be adversely affected unless we are able to offset such gross margin declines with comparable reductions in operating costs.

We may be unsuccessful in implementing our planned international expansion, which could impair the value of our brand, harm our business and negatively affect our results of operation.

We plan to grow our net sales and net earnings from our International Leathercraft segment by opening stores in various international markets. As we expand outside of North America, we may incur significant costs relating to starting up, maintaining, and expanding foreign operations. Such costs may include, but are not limited to, obtaining locations for stores, hiring personnel, and travel expenses. We may be unable to open and operate new stores successfully and as a result, our growth may be limited, unless we are able to identify desirable sites for store locations, negotiate acceptable lease terms, hire, train, and retain competent store personnel; manage inventory effectively to meet the needs and demands of customers on a timely basis, manage foreign currency risk effectively, and achieve acceptable operating margins from the new stores. We may not successfully open new stores or our new stores may not be profitable. If we are unable to successfully open new stores or our new stores are not profitable, our business and our results of operations could be adversely affected.

As we continue to increase our international operations, we face the possibility of greater losses from a number of risks inherent in doing business in international markets and from a number of factors which are beyond our control, such as political instability or acts of terrorism, which disrupt trade with the countries in which our suppliers or customers are located; local business practices that do not conform to legal or ethical guidelines; restrictions or regulations relating to imports or exports; additional or increased customs duties, tariffs, taxes, and other charges on imports; significant fluctuations in the value of the dollar against foreign currencies; social, legal or economic instability in the foreign markets in which we do business, which could influence our ability to sell our products in these markets; and restrictions on the transfer of funds between the United States and foreign jurisdictions. The occurrence of any of these events could adversely affect our business and our results of operations.

We may fail to realize the anticipated benefits of the opening of additional stores in North America or we may be unable to obtain sufficient new locations on acceptable terms to meet our growth plans. Further, we may fail to hire and train qualified managers to oversee the stores opened.

Our strategy to grow our business partially depends on continuing to successfully open new stores in North America. The success of this strategy will depend largely upon our ability to find a sufficient number of suitable locations and our ability to recruit, hire, and train qualified personnel to operate our new stores.

Our long-term expansion plans in North America call for us to open new stores both in new geographic areas and in or near the areas where we have existing stores. To the extent that we open stores in markets where we already have existing stores, we may experience reduced net sales at those existing stores. Also, if we expand into new geographic areas, those stores may not be received as well as, or achieve net sales or profitability levels comparable to those of, our existing stores in our estimated time periods, or at all. If our stores fail to achieve, or are unable to sustain, acceptable net sales and profitability levels, our business may be materially harmed and we may incur costs associated with closing or relocating stores. In addition, our current expansion plans are only estimates, and the actual number of stores we open each year and in total and the actual number of suitable locations for our new stores could differ significantly from these estimates. If we are unable to successfully open new stores or our new stores are not profitable, our business and our results of operations could be adversely affected.

Our success depends on the continued protection of our trademarks and other proprietary intellectual property rights.

Our trademarks and other intellectual property rights are important to our success and competitive position, and the loss of or inability to enforce our trademark and other proprietary intellectual property rights could harm our business. We devote substantial resources to the establishment and protection of our trademark and other proprietary intellectual property rights on a worldwide basis. Despite any precautions we may take to protect our intellectual property, policing unauthorized use of our intellectual property is difficult, expensive, and time consuming, and we may be unable to adequately protect our intellectual property or determine the extent of any unauthorized use. Our efforts to establish and protect our trademark and other proprietary intellectual property rights may not be adequate to prevent imitation or counterfeiting of our products by others, which may not only erode sales of our products but may also cause significant damage to our brand name. Further, we could incur substantial costs in legal actions relating to our use of intellectual property or the use of our intellectual property by others. Even if we are successful in these actions, the costs we incur could have a material adverse effect on us.

Foreign currency fluctuations could adversely impact our financial condition and results of operations.

We generally purchase our products in U.S. dollars. However, we source a large portion of our products from countries other than the United States. The cost of these products may be affected by changes in the value of the applicable currencies. Changes in currency exchange rates may also affect the U.S. dollar value of the foreign currency denominated prices at which our international business will sell products. Furthermore, the majority of our international sales are generally derived from sales in foreign countries. This revenue, when translated into U.S. dollars for consolidated reporting purposes, could be materially affected by fluctuations in the U.S. dollar, negatively impacting our results of operations and our ability to generate revenue growth.

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Our business could be harmed if we are unable to maintain our brand image.

Tandy Leather is one of the most recognized brand names in our industry. Our success to date has been due in large part to the strength of that brand. If we are unable to provide quality products and exceptional customer service to our customers, including education, which Tandy Leather has traditionally been known for, our brand name may be impaired which could adversely affect our operating results.

Other uncertainties, which are difficult to predict and many of which are beyond our control, may occur as well and may adversely affect our business and our results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2. PROPERTIES

We lease our store locations, with the exception of our flagship store located in Fort Worth, Texas. The majority of our stores have initial lease terms of at least five years. The leases are generally renewable, with increases in lease rental rates in some cases. We believe that all of our properties are adequately covered by insurance. The properties leased by us are described in Item 1 in the description of each of our three operating segments. We own the 22,000 square foot building that houses our flagship store. Further, we own our corporate headquarters, which includes our central warehouse and manufacturing facility, sales, advertising, administrative, and executive offices. The facility consists of 191,000 square feet located on approximately 30 acres.

The following table summarizes the locations of our leased premises as of December 31, 2014:

State	Wholesale Leathercraft	Retail Leathercraft	International
Alabama	-	1	n/a
Alaska	-	1	n/a
Arizona	2	3	n/a
Arkansas	-	1	n/a
California	3	8	n/a
Colorado	1	3	n/a
Connecticut	-	1	n/a
Florida	1	3	n/a
Georgia	-	1	n/a
Idaho	-	1	n/a
Illinois	1	1	n/a
Indiana	-	2	n/a
Iowa	1	-	n/a
Kansas	1	-	n/a
Kentucky	-	1	n/a
Louisiana	1	1	n/a
Maryland	-	1	n/a
Massachusetts	-	1	n/a
Michigan	1	1	n/a
Minnesota	-	2	n/a
Missouri	1	2	n/a
Montana	1	-	n/a

Nebraska	-	1	n/a
Nevada	-	2	n/a
New Mexico	1	1	n/a
New York	-	1	n/a
North Carolina	-	2	n/a
Ohio	1	2	n/a
Oklahoma	-	2	n/a
Oregon	1	2	n/a
Pennsylvania	1	2	n/a
South Carolina	-	1	n/a
South Dakota	-	1	n/a
Tennessee	-	3	n/a
Texas	5	12	n/a
Utah	1	3	n/a
Virginia	-	1	n/a
Washington	1	2	n/a
Wisconsin	-	1	n/a
Wyoming	-	1	n/a
Canadian locations:			
Alberta	1	1	n/a
British Columbia	-	1	n/a
Manitoba	1	-	n/a
Nova Scotia	-	1	n/a
Ontario	1	2	n/a
Quebec	-	1	n/a
Saskatchewan	-	1	n/a
International locations:			
United Kingdom	n/a	n/a	1
Australia	n/a	n/a	1
Spain	n/a	n/a	1

ITEM 3. LEGAL PROCEEDINGS

See discussion of Legal Proceedings in Note 8 to the consolidated financial statements included in Item 8 of this Report.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

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PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is traded on the NASDAQ Global Market using the symbol "TLF." The high and low trading prices for each calendar quarter during the last two fiscal years are as follows:

2014	High	Low	2013	High	Low
4th quarter	$9.70	$8.61	4th quarter	$10.00	$7.76
3rd quarter	$9.59	$8.96	3rd quarter	$9.20	$7.76
2nd quarter	$9.80	$8.74	2nd quarter	$8.50	$6.76
1st quarter	$9.95	$8.42	1st quarter	$7.35	$5.43

There were approximately 343 stockholders of record on March 24, 2015.

On February 14, 2012, our Board of Directors authorized a $0.25 per share special one-time cash dividend that was paid to our stockholders of record at the close of business on March 1, 2012. The dividend, totaling $2.5 million, was paid to our stockholders on April 2, 2012. On June 9, 2014, our Board of Directors authorized a $0.25 per share special one-time cash dividend that was paid to our stockholders of record at the close of business on July 7, 2014. The dividend, totaling $2.5 million, was paid to our stockholders on August 8, 2014. Our Board of Directors will determine future cash dividends after giving consideration to our then existing levels of profit and cash flow, capital requirements, current and forecasted liquidity, as well as financial and other business conditions existing at the time. This policy is subject to change based on future industry and market conditions, as well as other factors.

We did not sell any shares of our equity securities during our fiscal year ended December 31, 2014 that were not registered under the Securities Act.

We did not repurchase any shares of our common stock during the fourth quarter of 2014.

The following table sets forth information regarding our equity compensation plans (including individual compensation arrangements) that authorize the issuance of shares of our common stock. The information is aggregated in two categories: plans previously approved by our stockholders and plans not approved by our stockholders. The table includes information for officers, directors, employees, and non-employees. All information is as of December 31, 2014.

	Column (a)	Column (b)	Column (c)
Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in Column (a)
Equity compensation plans approved by stockholders	107,001	$6.39	286,799
Equity compensation plans not approved by stockholders	-	-	-

TOTAL	107,001	$6.39	286,799

ITEM 6. SELECTED FINANCIAL DATA

The selected financial data presented below are derived from and should be read in conjunction with our Consolidated Financial Statements and related notes. This information should also be read in conjunction with "Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operations." Data in prior years has not been restated to reflect acquisitions, if any, which occurred in subsequent years.

Income Statement Data, Years ended December 31,	2014	2013	2012	2011	2010
Net sales	$83,430,912	$78,284,585	$72,720,624	$66,102,947	$59,892,870
Gross profit	52,124,757	49,328,024	45,905,674	40,337,159	36,250,857
Income from operations	11,958,029	11,266,790	9,144,005	7,706,650	6,635,611
Net income from continuing operations	7,706,921	7,265,717	5,596,070	4,753,969	4,158,491
Income from discontinued operations, net of tax	-	-	-	(1,368)	1,766
Net income	$7,706,921	$7,265,717	$5,596,070	$4,752,601	$4,160,257
Net income per share from continuing operations					
Basic	$0.76	$0.71	$0.55	$0.47	$0.41
Diluted	$0.75	$0.71	$0.55	$0.47	$0.41
Net income per share including discontinued operations					
Basic	$0.76	$0.71	$0.55	$0.47	$0.41
Diluted	$0.75	$0.71	$0.55	$0.47	$0.41
Weighted average common shares outstanding for:					
Basic EPS	10,203,063	10,176,492	10,157,395	10,156,442	10,208,944
Diluted EPS	10,241,121	10,216,438	10,175,346	10,182,098	10,251,863
Cash dividend declared per common share	$0.25	-	$0.25	-	$0.75
Balance Sheet Data, as of December 31,	2014	2013	2012	2011	2010
Cash and certificates of deposit	$10,636,530	$11,082,679	$7,705,182	$11,189,484	$5,915,339
Total assets	62,873,874	56,398,566	49,087,672	45,502,915	40,595,574
Long-term debt, including current portion	5,643,125	2,598,750	3,105,000	3,307,500	3,510,000
Total Stockholders' Equity	$49,132,012	$44,621,542	$37,521,017	$34,433,801	$29,761,594

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

We intend for the following discussion to provide you with information that will assist you in understanding our financial statements, the changes in key items in those financial statements from year to year and the primary factors that accounted for those changes, as well as how particular accounting principles affect our financial statements. This discussion also provides information about the financial results of the various segments of our business so you may better understand how those segments and their results affect our financial condition and results of operations as a whole. Finally, we have identified and discussed trends known to management that we believe are likely to have a material effect on our results of operations and financial condition.

This discussion should be read in conjunction with our financial statements and the notes accompanying those financial statements included elsewhere in this Annual Report on Form 10-K. You are also urged to consider the information under the caption "Summary of Critical Accounting Policies."

Summary

We are the world's largest specialty retailer and wholesale distributor of leather and leathercraft-related items. Our operations are centered on operating retail and wholesale stores. We have built our business by offering our customers quality products in one location at competitive prices. The key to our success is our ability to grow our base business. We grow that business by opening new locations and by increasing sales in our existing locations. We intend to continue to expand both domestically and internationally.

We operate in three segments. Wholesale Leathercraft, consisting of our Leather Factory-branded stores, is our oldest segment with sales of $27.3 million in 2014. Historically, in normal economic conditions, this division has generally offered steady but very modest increases in sales. Sales in 2014 equaled that of 2013, with the same stores' sales increasing 4%. Sales to our national account customer group, which consisted of large national store chains, ended in April 2014 as the result of our intentional decision to discontinue certain products from our product line that these customers purchased due to unsatisfactory gross profit margins. Sales at our stores are showing signs of growth as consumer confidence slowly improves, despite the flat to modest growth of the U.S. economy. We closed one Leather Factory store in 2014.

Tandy Leather has long been known for its retail leathercraft store chain. These retail stores comprise our Retail Leathercraft segment. This segment has experienced the greatest increases in sales ($51.8 million in 2014, up from $47.0 million in 2013) and is our largest source of revenues. We expect to grow the number of stores to approximately 100 in the future from 82 stores in operation at the end of 2014. Our pace of store openings has slowed in the last five years due to the general economic conditions in the U.S. and because of the lack of personnel qualified for store manager positions. We expect to continue to open stores domestically but have not committed to a specific time frame. While the store opening schedule has slowed, we have continued to relocate existing stores as current lease terms near expiration into larger spaces so that a larger amount of product is available to customers. We believe that the increase in sales in this segment suggests that the store relocation strategy is successful.

Our International Leathercraft segment consists of company-owned stores located outside of North America. At December 31, 2014, three combination retail/wholesale stores, with one each located in the United Kingdom, Australia, and Spain comprised this segment. It is our intention to open more stores in this segment once we have a large enough customer base to support additional stores.

On a consolidated basis, gross profit margin as a percent of total net sales, a key indicator of costs, decreased minimally in 2014 compared to 2013. Operating expenses increased at a slower pace than that of sales in 2014, increasing by 6% from 2013. Operating expenses increased at a slower pace than that of sales in 2013, increasing 4% from 2012.

We reported consolidated net income for 2014 of $7.7 million. Consolidated net income for 2013 and 2012 was $7.3 million and $5.6 million, respectively. We use our cash flow to fund our operations, to fund the opening of new stores and to purchase necessary property and equipment. We paid one-time dividends in 2014 and 2012 to our stockholders, totaling $2.5 million each year. At the end of 2014, our stockholders' equity had increased to $49.1 million from $44.6 million the previous year.

Comparing the December 31, 2014 balance sheet with the prior year's balance sheet, we increased our investment in inventory from $26.3 million to $32.9 million while total cash decreased from $11.1 million to $10.6 million.

Net Sales

Net sales for the three years ended December 31, 2014 were as follows:

Year	Wholesale Leathercraft	Retail Leathercraft	International Leathercraft	Total Company	Increase from Prior Year
2014	$27,285,884	$51,805,944	$4,339,084	$83,430,912	6.6%
2013	$27,384,614	$46,995,902	$3,904,069	$78,284,585	7.7%
2012	$26,850,002	$42,616,546	$3,254,076	$72,720,624	10.0%

Our net sales increased by 6.6% in 2014 when compared with 2013 and increased by 7.7% in 2013 when compared with 2012. In 2014, our Retail and International Leathercraft segments reported sales increases compared to the prior year while our Wholesale Leathercraft segment reported a sales decrease due to the elimination of our national account customer group. In 2013, all three segments reported sales increases compared to the prior year.

Costs and Expenses

In general, our gross profit as a percentage of sales (our gross margin) fluctuates based on the mix of customers we serve, the mix of products we sell, and our ability to source products globally. Our negotiations with suppliers for lower pricing are an on-going process, and we have varying degrees of success in those endeavors. Sales to retail customers tend to produce higher gross margins than sales to wholesale customers due to the difference in pricing levels. Therefore, as retail sales increase in the overall sales mix, higher gross margins tend to follow. Finally, there is significant fluctuation in gross margins between the various merchandise categories we offer. As a result, our gross margins can vary depending on the mix of products sold during any given time period.

For 2014, our cost of sales increased slightly as a percentage of total net sales when compared to 2013, resulting in a decrease in consolidated gross profit margin from 63.0% to 62.5%. Our 2013 cost of sales as a percentage of our total net sales increased slightly as a percentage of total net sales when compared to 2012, resulting in a decrease in consolidated gross profit margin from 63.1% to 63.0%. Fluctuations in gross margin are primarily due to customer mix and product mix. Wholesale sales are at a lower gross margin than that of retail sales. Leather sales are at a lower gross margin than that of non-leather sales. Therefore, as wholesale sales increase at a faster pace than that of retail sales, or we sell a higher percentage of leather compared to non-leather, our gross margin decreases accordingly.

Our gross margins for the three years ended December 31, 2014 were as follows:

Year	Wholesale Leathercraft	Retail Leathercraft	International Leathercraft	Total Company
2014	67.4%	59.6%	65.7%	62.5%
2013	67.3%	60.5%	63.3%	63.0%

2012	67.3%	60.6%	61.7%	63.1%

Our operating expenses decreased as a percentage of total net sales to 48.3% in 2014 when compared with 48.6% in 2013. This decrease indicates that our operating expenses grew slower than our sales during this period. 2014 operating expenses were $2.2 million higher than those of 2013. Significant expense fluctuations in 2013 compared to 2012 are as follows:

Expense	2014 amount	Incr (Decr) over 2013
Employee compensation and benefits	$20.0 million	$1.1 million
Advertising and marketing	$5.7 million	$739,000
Rent and utilities	$4.8 million	$476,000
Legal and professional fees	$747,000	($447,000)
Depreciation	$1.4 million	$241,000

The increase in employee compensation is due to an increase in employee headcount and an increase in store manager base salary. In addition, our store managers are paid a percentage of the operating profit generated by the store they manage as additional compensation, so as store profits increase, manager compensation increases. Advertising and marketing expenses rose due to an increase in trade shows attended. The increase in rent and utilities expense is the result of the relocations of numerous stores into larger space.

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Our operating expenses decreased as a percentage of total net sales to 48.6% in 2013 when compared with 50.6% in 2012. This decrease indicates that our operating expenses grew slower than our sales during this period. 2013 operating expenses were $1.3 million higher than those of 2012. Significant expense fluctuations in 2013 compared to 2012 are as follows:

Expense	2013 amount	Incr (Decr) over 2012
Employee compensation	$18.2 million	$1.5 million
Advertising and marketing	$4.9 million	$635,000
Rent and utilities	$4.5 million	$157,000
Legal and professional fees	$1.2 million	$147,000
Store relocation expenses	$260,000	$132,000
Litigation settlement	($249,000)	($1.2 million)

The increase in employee compensation is due to an increase in employee headcount as well as store manager compensation. Our store managers are paid a percentage of the operating profit generated by the store they manage as additional compensation, so as store profits increase, manager compensation increases. The litigation settlement entry represents a refund to us of unclaimed monies related to the settlement of a lawsuit that was recorded in the third quarter of 2012. (See Note 8 to the consolidated financial statements included in Item 8 of this Report for additional information.) Litigation expenses are generally considered corporate expenses and not attributable to a specific store or group of stores. Further, corporate, administrative and support departments are included in the Wholesale Leathercraft segment. Therefore, the entire litigation settlement expense is included in the operating expenses of the segment.

Other Income/Expense (net)

Other Income/Expense consists primarily of currency exchange fluctuations, interest income, and interest expense. In 2014, we incurred other expenses (net) of approximately $150,000 compared to other expenses (net) of approximately $46,000 in 2013. In 2014, we received approximately $24,000 in gas royalties, earned approximately $2,000 in interest income on our cash and paid approximately $225,000 in interest expense on our bank debt. We had a currency exchange loss of approximately $13,000 in 2014 compared to a currency exchange gain of approximately $41,000 in 2013.

In 2013, we incurred other expenses (net) of approximately $46,000 compared to other expenses (net) of approximately $198,000 in 2012. In 2013, we received approximately $17,000 in gas royalties, earned approximately $5,000 in interest income on our cash and paid approximately $202,000 in interest expense on our bank debt. We had a currency exchange gain of approximately $41,000 in 2013 compared to a currency exchange gain of approximately $26,000 in 2012.

Net Income

During 2014, we earned net income of $7.7 million, a 7% increase over our net income of $7.3 million earned during 2013. The increase in net income was the result of the increase in sales and gross profit, partially offset by the increase in operating expenses.

During 2013, we earned net income of $7.3 million, a 30% increase over our net income of $5.6 million earned during 2012. The increase in net income was the result of the increase in sales and gross profit, partially offset by the increase in operating expenses and income tax expense.

Wholesale Leathercraft

The increases (or decreases) in net sales, operating income, operating income increases (or decreases) and operating income as a percentage of sales from our Wholesale Leathercraft stores for the three years ended December 31, 2014 were as follows:

Year	Net Sales Increase from Prior Year	Operating Income	Operating Income Increase from Prior Year	Operating Income as a Percentage of Sales
2014	(0.4)%	$5,300,413	9.5%	19.4%
2013	2.0%	$4,840,416	29.8%	17.7%
2012	1.2%	$3,730,678	33.1%	13.9%

Wholesale Leathercraft, consisting of 29 wholesale stores for the majority of 2014, and our national account group until April 2014, accounted for 33.0% of our consolidated net sales in 2014, which compares to 35% in 2013 and 37% in 2012. The decrease in this division's contribution to our total net sales is the result of the growth in Retail Leathercraft and the elimination of sales to our national account customer group within this segment. We expect this trend to continue as we intend to open additional stores in our Retail Leathercraft segment.

Sales in the wholesale stores increased 4% in 2014 compared to sales in 2013, while the 2014 sales by our national account group were down 72% from 2013. By customer group, sales in the wholesale stores to our retail customers increased while sales to our other customer groups declined from 2013. Our sales mix by customer group in the Wholesale Leathercraft division was as follows:

Customer Group	2014	2013	2012
Retail	45%	41%	37%
Institution	4%	4%	4%
Wholesale	42%	44%	45%
National Accounts	3%	5%	7%
Manufacturers	6%	6%	7%
	100%	100%	100%

In 2014, operating income as a percentage of divisional sales improved from the prior year of 17.7% to 19.1%. Operating expenses decreased approximately $391,000 in 2014 compared to 2013. The primary reason for the operating expense decrease was the reduction in legal and professional fees, which is the result of new trademark filing fees incurred last year not repeated this year.

In 2013, operating income as a percentage of divisional sales improved from the prior year of 13.9% to 17.7%. Operating expenses decreased approximately $748,000 in 2013 compared to 2012. The primary reason for the operating expense decrease was the one-time charge recorded in 2012 related to the settlement of litigation that was not repeated in 2013. (See Note 8 to the consolidated financial statements included in Item 8 of this Report for additional information.) Legal and professional fees increased by approximately $134,000, while employee compensation increased by approximately $853,000.

Retail Leathercraft

The increases in net sales, operating income, operating income increases (or decreases) and operating income as a percentage of sales from our Retail Leathercraft stores for the three years ended December 31, 2014 were as follows:

Year	Net Sales Increase from Prior Yr	Operating Income	Operating Income Increase from Prior Year	Operating Income as a Percentage of Sales
2014	10.2%	$6,077,345	1.0%	11.7%

2013	10.3%	$6.026,731	10.9%	12.8%
2012	13.8%	$5,436,745	16.8%	12.8%

Reflecting the growth previously discussed, Retail Leathercraft accounted for 62.1% of our total net sales in 2014, up from 60.0% in 2013 and 58.6% in 2012. Growth in net sales for our Retail Leathercraft division in 2014 resulted primarily from an increase in same store sales.

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Our sales mix by customer group in the Retail Leathercraft division was as follows:

Customer Group	2014	2013	2012
Retail	60%	59%	60%
Institution	3%	4%	4%
Wholesale	34%	34%	33%
National Accounts	0%	0%	0%
Manufacturers	3%	3%	3%
	100%	100%	100%

Operating income as a percentage of sales in 2014 decreased to 11.7% compared to 12.8% for 2013 due to the slight decline in gross profit margin and the increase in operating expenses. Gross margin decreased from 60.5% in 2013 to 59.6% in 2014. Operating expenses as a percentage of sales increased minimally from 47.7% in 2013 to 47.9% in 2014 as operating expenses grew at a slightly faster pace in 2014 than that of sales.

Operating income as a percentage of sales in 2013 matched operating income as a percentage of sales in 2012 at 12.8%. Gross margin decreased slightly to 60.5% in 2013 from 60.6% in 2012. Operating expenses as a percent of sales in 2013 decreased from 47.9% for 2012 to 47.8% for 2013 as operating expenses grew at a slower pace in 2013 than that of sales.

We intend to continue the slow expansion of our store chain over the next several years, with plans to open two to three stores in 2015 in North America. We remain committed to a conservative expansion plan for this division that is intended to minimize risks to our profits and maintain our financial stability. In the current economic environment in the United States, it is possible that we will change our plans for store openings in 2015 if we determine that the feasibility of additional successful openings is likely.

International Leathercraft

International Leathercraft consists of all stores located outside of North America. As of December 31, 2014, that represents three retail/wholesale combination stores with one located in the United Kingdom, one located in Australia, and one located in Spain. International Leathercraft accounted for 5.2%, 5.0%, and 4.5% of our total sales in 2014, 2013, and 2012, respectively. We expect this segment to become a larger part of our total operations as our international customer base continues to grow.

The increases in net sales, operating income, operating income increases (or decreases), and operating income as a percentage of sales from our International Leathercraft stores for the three years ended December 31, 2014 were as follows:

Year	Net Sales Increase from Prior Yr	Operating Income (Loss)	Operating Inc/Loss Incr (Decr) from Prior Year	Operating Income (Loss) as a % of Sales
2014	11.1%	$580,271	45.2%	13.4%
2013	20.0%	$399,643	1806.6%	10.2%
2012	53.0%	($23,418)	(109.5)%	(0.7)%

Operating income as a percentage of sales in 2014 increased to 13.4% for 2014 compared to 10.2% for 2013. Gross margin increased from 63.3% in 2013 to 65.7% in 2014. Operating expenses as a percentage of sales in 2014 decreased from 53.1% in 2013 to 52.3% in 2014 as operating expenses grew at a slower pace in 2014 than that of sales.

Operating income as a percentage of sales in 2013 increased to 10.2% for 2013 compared to an operating loss of 0.7% for 2012. The operating loss in 2012 was caused by the Australia and Spain stores because they were new.

We intend to expand our International Leathercraft segment by opening new stores once the current stores have sufficiently built their customer bases to a level that will adequately support additional stores.

Financial Condition

At December 31, 2014, we held $10.6 million of cash, $32.9 million of inventory, accounts receivable of approximately $625,000, and $15.2 million of property and equipment. Goodwill and other intangibles (net of amortization and depreciation) were approximately $972,000 and $58,000, respectively. Net total assets were $62.9 million. Current liabilities were $10.4 million (including approximately $3.7 million of current maturities of long-term debt), while long-term debt was $1.9 million. Total stockholders' equity at the end of 2014 was $49.1 million.

At December 31, 2013, we held $11.1 million of cash, $26.3 million of inventory, accounts receivable of approximately $762,000, and $14.4 million of property and equipment. Goodwill and other intangibles (net of amortization and depreciation) were approximately $982,000 and $103,000, respectively. Net total assets were $56.4 million. Current liabilities were $8.2 million (including approximately $203,000 of current maturities of long-term debt), while long-term debt was $2.4 million. Total stockholders' equity at the end of 2013 was $44.6 million.

Specific ratios on a consolidated basis at the end of each year ended December 31 were as follows:

		2014	2013	2012
Solvency Ratios:				
Quick Ratio	(Cash+Accts Rec)/Total Current Liabilities	1.09	1.45	1.09
Current Ratio	Total Current Assets/Total Current Liabilities	4.48	4.96	4.54
Current Liabilities to Net Worth	Total Current Liabilities/Net Worth	0.21	0.18	0.21
Current Liabilities to Inventory	Total Current Liabilities/Inventory	0.32	0.31	0.30
Total Liabilities to Net Worth	Total Liabilities/Net Worth	0.28	0.26	0.31
Fixed Assets to Net Worth	Fixed Assets/Net Worth	0.31	0.32	0.32
Efficiency Ratios:				
Collection Period (Days Outstanding)	Accounts Receivable/Credit Sales x 365	32.79	32.87	40.06
Inventory Turnover	Sales/Average Inventory	2.82	3.00	3.18
Assets to Sales	Total Assets/Sales	0.75	0.72	0.68
Sales to Net Working Capital	Sales/Current Assets - Current Liabilities	2.32	2.42	2.62
Accounts Payable to Sales	Accounts Payable/Sales	0.02	0.02	0.02
Profitability Ratios:				
Return on Sales (Profit Margin)	Net Profit After Taxes/Sales	0.09	0.09	0.08
Return on Assets	Net Profit After Taxes/Total Assets	0.12	0.13	0.11
		0.16	0.16	0.15

Return on Net Worth (Return on Equity)	Net Profit After Taxes/Net Worth

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Capital Resources and Liquidity

On July 31, 2007, we entered into a Credit Agreement and Line of Credit Note with JPMorgan Chase Bank, N.A., pursuant to which the bank agreed to provide us with a credit facility of up to $5,500,000 to facilitate our purchase and remodel of real estate consisting of a 191,000 square foot building situated on 30 acres of land located at 1900 SE Loop 820 in Fort Worth, Texas. Proceeds in the amount of $4,050,000 were used to fund the initial purchase of the property. On April 30, 2008, that amount was rolled into a ten-year term note, and we began making monthly debt service payments in May 2008.

On July 12, 2012, we executed a Line of Credit Note with JPMorgan Chase Bank, N.A., pursuant to which the bank agreed to provide us with a revolving credit facility of up to $4,000,000 for working capital purposes. The revolver bears interest at LIBOR plus 2.0% (2.2442% at December 31, 2014) and was to mature on June 30, 2013. On June 25, 2013, we executed a Note Modification Agreement which extends the maturity date of the Line of Credit Note to June 30, 2014. On June 23, 2014, we executed a Note Modification Agreement which increased the maximum amount available from $4 million to $6 million and extended the maturity date from June 30, 2014 to June 30, 2015. All other terms remain unchanged. Interest is paid monthly. The unused amount at December 31, 2014 was $2.5 million.

We are currently in compliance with all covenants and conditions contained in our agreements with JPMorgan Chase Bank, N.A. and have no reason to believe that we will not continue to operate in compliance with the provisions of these financing arrangements. The principal terms and conditions of the Credit Agreement are described in further detail in Note 5 to the Consolidated Financial Statements, Notes Payable and Long-Term Debt.

Reflecting the borrowing and reduction of bank indebtedness as well as dividend payments during the periods, our financing activities for 2014 provided net cash of approximately $547,000, while our financing activities for 2013 and 2012 required net cash of approximately $392,000 and $2.7 million, respectively. Our net borrowings on our line of credit of $3.5 million, offset by the special dividend of $2.5 million paid in August 2014, was the reason for the net cash provided by financing activities. Similarly, the special dividend of $2.5 million paid in April 2012 was the reason for the significantly higher level of financing activities in 2012 compared to 2013.

Our primary source of liquidity and capital resources during 2014 was cash flow provided by operating activities and borrowings from our line of credit. Net cash flow from operations for 2014, 2013, and 2012 was $1.2 million, $7.5 million, and $1.9 million, respectively. The decrease in operating cash flow in 2014 and 2012 was due to increases in inventory in those years. We intentionally increased the levels of inventory maintained at our stores which accounts for the increase in inventory compared to the prior year. In 2013, cash flow from operations was generated from net income. In 2012, cash flow from operations was generated from net income, a decrease in accounts receivable, and an increase in accrued expenses, partially offset by an increase in inventory and a decrease in income taxes payable.

Consolidated accounts receivable decreased approximately $137,000 to approximately $625,000 at December 31, 2014 compared to approximately $762,000 at December 31, 2013. Average days to collect accounts in 2014 and 2013 were 33 days on a consolidated basis. We maintain a tight credit policy and have aggressively accelerated our collection efforts to ensure collectability of all customer accounts.

Inventory increased from $26.3 million at the end of 2013 to $32.9 million at December 31, 2014. We have increased the amount of inventory carried in our stores to provide our customers with greater product selection and to promote continued sales growth. Further, while sales remain strong, we will continue to buy large quantities of our stock leathers at special prices as those opportunities present themselves in order to relieve pressure on our gross margins. We attempt to manage our inventory levels to avoid tying up excessive capital while maintaining sufficient inventory in order to service our current customer demand as well as plan for our expected expansion. We ended the year with our total inventory on hand matching that of our internal targets for optimal inventory.

Consolidated inventory turned 2.8 times during 2014, a slight slowdown from the 2013 turns at 3.0 times. We compute our inventory turnover rates as sales divided by average inventory.

By operating division, inventory turns are as follows:

Segment	2014	2013	2012
Wholesale Leathercraft	1.85	1.97	2.09
Retail Leathercraft	4.27	4.92	5.58
International Leathercraft	4.27	3.70	3.20
Wholesale Leathercraft stores only	4.52	4.79	5.26

Retail Leathercraft inventory turns are significantly higher than that of Wholesale Leathercraft because its inventory consists only of the inventory at the stores. The retail stores have no warehouse (backstock) inventory to include in the turnover computation as the stores get their product from the central warehouse. Wholesale Leathercraft's turns are expected to be slower because the central warehouse inventory is part of this division, and its inventory is held as the backstock for all of the stores.

Accounts payable totaled $1.3 million at the end of 2014, a decrease of $629,000 from $1.9 million at the end of 2013.

As discussed above, the largest use of operating cash in 2014 was the increase in inventory. Cash paid for capital expenditures totaled $2.2 million and $3.8 million for the years ended December 31, 2014 and 2013, respectively. In 2014, the primary capital expenditures were for new, moved and remodeled stores. We moved 6 stores in North America in 2014. Fixtures, equipment, and space buildout for those stores totaled approximately $734,000. Fixtures, equipment, and space buildout for the three new U.S. stores opened in 2014 totaled approximately $371,000. We remodeled two stores in the U.S. in 2014, spending $227,000 in fixtures and flooring. Other capital expenditures were computer equipment ($310,000) and factory equipment ($325,000).

In 2013, the primary capital expenditure was the completion of the construction of the building to house our flagship store of $1.0 million. Equipment and vehicles for the international stores totaled approximately $44,000. We moved 13 stores in the U.S. in 2013. Fixtures and equipment for those stores totaled $1.9 million. Fixtures and equipment for the new U.S. stores opened in 2013 totaled approximately $493,000. Other capital expenditures were computer equipment ($141,000), and factory machines and dies ($46,000).

We intend to continue to relocate U.S. stores into larger space as leases expire and therefore, expect to incur capital expenditures, namely fixtures, related to such moves. Each store to be moved requires approximately $100,000 in fixtures and space buildout. Computer equipment replacements will continue on an as-needed basis as the existing equipment becomes obsolete. With that said, we expect our 2015 capital expenditures to be less than our 2014 capital expenditures.

There were no stock repurchases in 2014, 2013, or 2012.

We believe that cash flow from operations will be adequate to fund our operations in 2015, while also funding our expansion plans. At this time, we know of no trends or demands, commitments, events, or uncertainties that will or are likely to materially affect our liquidity, capital resources or results of operations. In addition, we anticipate that this cash flow will enable us to meet our contractual obligations and commercial commitments. We could defer expansion plans if required by unanticipated drops in cash flow. In particular, because of the relatively small investment required by each new store, we have flexibility in when we make most expansion expenditures.

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Off-Balance Sheet Arrangements

We did not have any off-balance sheet arrangements during 2014, 2013, or 2012, and we do not currently have any such arrangements.

Contractual Obligations

The following table summarizes by years our contractual obligations and commercial commitments as of December 31, 2014 (not including related interest expense):

	Payments Due by Periods				
Contractual Obligations	Total	Less than 1 Year	1 – 3 Years	3 -5 Years	More than 5 Years
Long-Term Debt(1)	$2,143,125	$202,500	$405,000	$1,535,625	$ -
Revolving Line of Credit(2)	3,500,000	3,500,000	-	-	-
Operating Leases(3)	10,445,195	3,565,757	4,701,206	1,930,457	247,775
Total Contractual Obligations	$16,088,320	$7,268,247	$5,106,206	$3,466,082	$247,775

(1) Our term loan from JPMorgan Chase matures in May 2018.
(2) Our line of credit from JPMorgan Chase matures in June 2015.
(3) These are our leased store facilities.

Summary of Critical Accounting Policies

We strive to report our financial results in a clear and understandable manner, although in some cases accounting and disclosure rules are complex and require us to use technical terminology. We follow generally accepted accounting principles in the U.S. in preparing our consolidated financial statements. These principles require us to make estimates and apply judgments that affect our financial position and results of operations. We continually review our accounting policies, how they are applied, and how they are reported and disclosed in our financial statements. Following is a summary of our more significant accounting policies and how they are applied in preparation of the financial statements.

Basis of Consolidation. We report our financial information on a consolidated basis. Therefore, unless there is an indication to the contrary, financial information is provided for the parent company, Tandy Leather Factory, Inc., and its subsidiaries as a whole. Transactions between the parent company and any subsidiaries are eliminated for this purpose. We own all of the capital stock of our subsidiaries, and we do not have any subsidiaries that are not consolidated. None of our subsidiaries are “off balance sheet.”

Revenue Recognition. We recognize revenue for retail (over the counter) sales as transactions occur and other sales upon shipment of our products, provided that there are no significant post-delivery obligations to the customer and collection is reasonably assured, which generally occurs upon shipment. Net sales represent gross sales less negotiated price allowances, product returns, and allowances for defective merchandise.

Allowance for Accounts Receivable. We reduce accounts receivable by an allowance for amounts that may become uncollectible in the future. This allowance is an estimate based primarily on our evaluation of the customer's financial condition, past collection history, and the aging of the account. If the financial condition of any of our customers deteriorates, resulting in an impairment or inability to make payments, additional allowances may be required.

Inventory. Inventory is stated at the lower of cost or market and is accounted for on the "first in, first out" method. This means that sales of inventory treat the oldest item of identical inventory as being the first sold. In addition, we regularly reduce the value of our inventory for slow-moving or obsolete inventory. This reduction is based on our review of items on hand compared to their estimated future demand. If actual future demand is less favorable than what we project, additional write-downs may be necessary. Goods shipped to us are recorded as inventory owned by us when the risk of loss shifts to us from the supplier.

Goodwill. We periodically analyze the remaining goodwill on our balance sheet to determine the appropriateness of its carrying value. As of December 31, 2014, we determined that the present value of the discounted estimated future cash flows of the operating divisions associated with the goodwill is sufficient to support their respective goodwill balances. If actual financial performance of these divisions differs significantly from our projections, such difference could affect the present value calculation in the future resulting in an impairment of all or part of the goodwill currently carried on our balance sheet.

Forward-Looking Statements

Certain statements contained in this annual report and other materials we file with the SEC, or in other written or oral statements made or to be made by us, other than statements of historical fact, are "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements give our current expectations or forecasts of future events. Words such as "may," "assume," "forecast," "position," "predict," "strategy," "expec
"intend," "plan," "estimate," "anticipate," "believe," "project," "budget," "potential," or "continue," and similar expressions ar
identify forward-looking statements. They can be affected by assumptions used or by known or unknown risks or uncertainties. Consequently, no forward-looking statements can be guaranteed. Actual results may vary materially. You are cautioned not to place undue reliance on any forward-looking statements. You should also understand that it is not possible to predict or identify all such factors. Factors that could cause our actual results to differ materially from the results contemplated by such forward-looking statements include, but are not limited to, the risk factors described in Item 1A, "Risk Factors," of this Annual Report on Form 10-K. Management cautions that forward-looking statements are not guarantees, and our actual results could differ materially from those expressed or implied in the forward-looking statements. We do not intend to update forward-looking statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We face exposure to financial market risks, including adverse movement in foreign currency exchange rates and changes in interest rates. These exposures may change over time and could have a material impact on our financial results. We do not use or invest in market risk sensitive instruments to hedge any of these risks or for any other purpose.

Foreign Currency Exchange Rate Risk

Our primary foreign currency exposure is related to our foreign subsidiaries as those subsidiaries have local currency revenue and local currency operating expenses. Changes in the foreign currency exchange rates impact the U.S. dollar amount of revenue and expenses. See Note 11 to the Consolidated Financial Statements, Segment Information, for financial information concerning our foreign activities.

Interest Rate Risk

We are subject to market risk associated with interest rate movements on a portion of our outstanding debt at December 31, 2014. Our term loan with JPMorgan Chase includes a fixed interest rate. Therefore, changes in the prime rate do not impact us in this area. Our borrowings on our revolving line of credit with JPMorgan Chase accrue interest at a rate that changes with fluctuations in the LIBOR rate. Based on the Company's level of debt at December 31, 2014, increase of one percent in the LIBOR rate would result in additional interest expense of approximately $35,000 during a twelve-month period. We repaid the line of credit in February 2015 so currently, changes in interest rates do no impact us.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Tandy Leather Factory, Inc.
Consolidated Balance Sheets
December 31, 2014 and 2013

	December 31, 2014	December 31, 2013
ASSETS		
CURRENT ASSETS:		
Cash	$10,636,530	$11,082,679
Accounts receivable-trade, net of allowance for doubtful accounts of $395 and $1,171 in 2014 and 2013, respectively	625,054	762,405
Inventory	32,875,492	26,300,830
Prepaid income taxes	336,828	-
Deferred income taxes	371,491	309,533
Prepaid expenses	1,348,652	1,609,644
Other current assets	157,758	478,593
Total current assets	46,351,805	40,543,684
PROPERTY AND EQUIPMENT, at cost	22,199,943	20,290,990
Less accumulated depreciation and amortization	(7,037,665)	(5,863,280)
	15,162,278	14,427,710
GOODWILL	971,786	981,985
OTHER INTANGIBLES, net of accumulated amortization of $665,000 and $622,000 in 2014 and 2013, respectively	58,026	103,228
OTHER assets	329,979	341,959
Total Assets	$62,873,874	$56,398,566
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable-trade	$1,255,218	$1,884,637
Accrued expenses and other liabilities	5,394,514	5,808,882
Income taxes payable	-	272,198
Current maturities of long-term debt	3,702,500	202,500
Total current liabilities	10,352,232	8,168,217
DEFERRED INCOME TAXES	1,458,005	1,212,557
LONG-TERM DEBT, net of current maturities	1,940,625	2,396,250
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY:		
Preferred stock, $0.10 par value; 20,000,000 shares authorized, none issued or outstanding	-	-
Common stock, $0.0024 par value; 25,000,000 shares		

authorized, 11,239,157 and 11,192,356 shares issued at 2014 and 2013, respectively		
10,245,534 and 10,198,733 shares outstanding at 2014 and 2013, respectively	26,984	26,862
Paid-in capital	6,013,325	5,892,907
Retained earnings	46,664,829	41,507,592
Treasury stock at cost (993,623 shares at 2014 and 2013)	(2,894,068)	(2,894,068)
Accumulated other comprehensive income	(688,058)	88,249
Total stockholders' equity	49,123,012	44,621,542
Total Liabilities and Stockholders’ Equity	$62,873,874	$56,398,566

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

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Tandy Leather Factory, Inc.
Consolidated Statements of Income
For the Years Ended December 31, 2014, 2013, and 2012

	2014	2013	2012
NET SALES	$83,430,912	$78,284,585	$72,720,624
COST OF SALES	31,306,155	28,956,561	26,814,950
Gross Profit	52,124,757	49,328,024	45,905,674
OPERATING EXPENSES	40,166,728	38,061,234	36,761,669
INCOME FROM OPERATIONS	11,958,029	11,266,790	9,144,005
OTHER (INCOME) EXPENSE:			
Interest expense	225,584	206,763	240,934
Other, net	(75,165)	(160,732)	(42,574)
Total other expense	150,419	46,031	198,360
INCOME BEFORE NCOME TAXES	11,807,610	11,220,759	8,945,645
PROVISION FOR INCOME TAXES	4,100,689	3,955,042	3,349,575
NET INCOME	$7,706,921	$7,265,717	$5,596,070
NET INCOME PER COMMON SHARE:			
BASIC	$0.76	$0.71	$0.55
DILUTED	$0.75	$0.71	$0.55
Weighted Average Number of Shares Outstanding:			
Basic	10,203,063	10,176,492	10,157,395
Diluted	10,241,121	10,216,438	10,175,346

Tandy Leather Factory, Inc.
Consolidated Statements of Comprehensive Income
For the Years Ended December 31, 2014, 2013, and 2012

	2014	2013	2012
NET INCOME	$7,706,921	$7,265,717	$5,596,070
Foreign currency translation adjustments	(776,307)	(290,678)	(3,703)
COMPREHENSIVE INCOME	$6,930,614	$6,975,039	$5,592,367

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

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Tandy Leather Factory, Inc.
Consolidated Statements of Cash Flows
For the Years Ended December 31, 2014, 2013, and 2012

	2014	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	$7,706,921	$7,265,717	$5,596,070
Adjustments to reconcile net income to net cash provided by operating activities -			
Depreciation and amortization	1,436,624	1,194,612	1,068,226
Loss on disposal or abandonment of assets	18,820	109,222	21,092
Non-cash stock-based compensation	67,818	11,686	10,000
Deferred income taxes	183,490	445,977	(120,531)
Foreign currency translation	(727,664)	(261,908)	(15,227)
Net changes in assets and liabilities, net of effect of business acquisitions:			
Accounts receivable-trade	137,351	60,367	505,807
Inventory	(6,574,662)	(438,046)	(5,922,533)
Prepaid expenses	260,992	(833,181)	(36,728)
Other current assets	320,835	(325,143)	55,274
Accounts payable-trade	(629,419)	272,010	(10,070)
Accrued expenses and other liabilities	(414,368)	(119,916)	1,287,607
Income taxes	(609,026)	158,493	(525,192)
Total adjustments	(6,529,209)	274,173	(3,682,275)
Net cash provided by operating activities	1,177,712	7,539,890	1,913,795
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of property and equipment	(2,204,190)	(3,770,022)	(2,686,221)
Proceeds from maturities of certificates of deposit	-	-	423,893
Proceeds from sale of assets	20,936	5,343	1,230
Decrease (increase) in other assets	11,980	(5,264)	4,545
Net cash used in investing activities	(2,171,274)	(3,769,943)	(2,256,553)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Net increase in revolving credit loans	3,500,000	-	-
Payments on notes payable and long-term debt	(455,625)	(506,250)	(202,500)
Payment of cash dividend	(2,549,684)	-	(2,536,131)
Proceeds from issuance of common stock	52,722	113,800	20,980
Net cash provided by (used in) financing activities	547,413	(392,450)	(2,717,651)
NET INCREASE (DECREASE) IN CASH	(446,149)	3,377,497	(3,060,409)
CASH, beginning of period	11,082,679	7,705,182	10,765,591
CASH, end of period	$10,636,530	$11,082,679	$7,705,182

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:			
Interest paid during the period	$225,584	$206,763	$240,934
Income tax paid during the period, net of (refunds)	$4,604,087	$3,348,676	$4,004,510

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

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Tandy Leather Factory, Inc.
Consolidated Statements of Stockholders' Equity
For the Years Ended December 31, 2014, 2013, and 2012

	Number of Shares	Par Value	Paid-in Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
BALANCE, December 31, 2011	10,156,442	$26,760	$5,736,543	($2,894,068)	$31,181,936	$382,630	$34,433,801
Shares issued – stock options exercised	6,000	15	20,965	-	-	-	20,980
Stock-based compensation	-	-	10,000	-	-	-	10,000
Net income	-	-	-	-	5,596,070	-	5,596,070
Cash dividend paid	-	-	-	-	(2,536,131)	-	(2,536,131)
Translation adjustment	-	-	-	-	-	(3,703)	(3,703)
BALANCE, December 31, 2012	10,162,442	26,775	5,767,508	(2,894,068)	34,241,875	378,927	37,521,017
Shares issued - stock options exercised	36,291	87	113,713	-	-	-	113,800
Stock-based compensation	-	-	11,686	-	-	-	11,686
Net income	-	-	-	-	7,265,717	-	7,265,717
Translation adjustment	-	-	-	-	-	(290,678)	(290,678)
BALANCE, December 31, 2013	10,198,733	26,862	5,892,907	(2,894,068)	41,507,592	88,249	44,621,542
Shares issued - stock options exercised	12,200	29	52,693	-	-	-	52,722
Stock-based compensation	34,601	93	67,725	-	-	-	67,818
Net income	-	-	-	-	7,706,921	-	7,706,921
Cash dividend paid	-	-	-	-	(2,549,684)	-	(2,549,684)
Translation adjustment	-	-	-	-	-	(776,307)	(776,307)
BALANCE, December 31, 2014	10,245,534	$26,984	$6,013,325	($2,894,068)	$46,664,829	$(688,058)	$49,123,012

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

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TANDY LEATHER FACTORY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2014, 2013, and 2012

1. DESCRIPTION OF BUSINESS

Our primary line of business is the sale of leather, leather crafts, and related supplies. We sell our products via company-owned stores throughout the United States, Canada, the United Kingdom, Australia, and Spain. Numerous customers including retailers, wholesalers, assemblers, distributors, and other manufacturers are geographically disbursed throughout the world. We also have light manufacturing facilities in Texas.

2. SIGNIFICANT ACCOUNTING POLICIES

- Management estimates and reporting

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the periods presented. Actual results could differ from those estimates. Assets and liabilities with reported amounts based on significant estimates include trade accounts receivable, inventory (slow-moving), goodwill, and deferred income taxes.

- Principles of consolidation

Our consolidated financial statements include the accounts of Tandy Leather Factory, Inc. and its wholly owned subsidiaries, The Leather Factory, L.P. (a Texas limited partnership) and its corporate partners, Tandy Leather Company, L.P. (a Texas limited partnership) and its corporate partners, Mid-Continent Leather Sales, Inc. (an Oklahoma corporation), Roberts, Cushman & Company, Inc. (a Texas corporation), The Leather Factory of Canada, Ltd. (a Canadian corporation), Tandy Leather Factory UK Limited (a UK corporation), Tandy Leather Factory Australia Pty. Limited (an Australian corporation), and Tandy Leather Factory España, S.L. (a Spanish corporation). All intercompany accounts and transactions have been eliminated in consolidation.

- Foreign currency translation

Foreign currency translation adjustments arise from activities of our foreign subsidiaries. Results of operations are translated into U.S. dollars using the average exchange rates during the period, while assets and liabilities are translated using period-end exchange rates. Foreign currency translation adjustments of assets and liabilities are recorded in stockholders' equity. Gains and losses resulting from foreign currency transactions are reported in the statements of income under the caption "Other (Income) Expense", net, for all periods presented. We recognized foreign currency transaction gains of $14,000, $41,000, and $26,000, in 2014, 2013, and 2012, respectively.

- Revenue recognition

Our sales generally occur via two methods: (1) at the store counter, and (2) shipment by common carrier. Sales at the counter are recorded and title passes as transactions occur. Otherwise, sales are recorded and title passes when the merchandise is shipped to the customer. Shipping terms are normally FOB shipping point. Sales tax and comparable foreign tax is excluded from revenue.

We offer an unconditional satisfaction guarantee to all customers and accept all product returns. Net sales represent gross sales less negotiated price allowances, product returns, and allowances for defective merchandise.

- Discounts

We maintain four price levels on a consistent basis: retail, wholesale, business, and distributor. Gross sales are reported after deduction of discounts. We do not pay slotting fees or make other payments to resellers. Several customers require us to participate in their cooperative advertising programs. These programs are a negotiated percentage of their purchases and are accounted for as a reduction of sales.

- Expense categories

Cost of goods sold includes inbound freight and duty charges from vendors to our central warehouse, freight and handling charges to move merchandise from our central warehouse to our stores, and manufacturing overhead, as appropriate.

Operating expenses include all selling, general and administrative costs including wages and related employee expenses (payroll taxes, health benefits, savings plans, etc.), advertising, outbound freight charges (to ship merchandise to customers), rent, and utilities.

- Property and equipment, net of accumulated depreciation and amortization

Property and equipment are stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, which are five to ten years for equipment and machinery, seven to fifteen years for furniture and fixtures, five years for vehicles, and forty years for buildings and related improvements. Leasehold improvements are amortized over the lesser of the life of the lease or the useful life of the asset. Repairs and maintenance costs are expensed as incurred.

- Inventory

Inventory is valued at the lower of first-in, first-out cost or market. In addition, the value of inventory is periodically reduced to net realizable value for slow-moving or obsolete inventory based on management's review of items on hand compared to their estimated future demand.

- Impairment of long-lived assets

Potential impairments of long-lived assets are reviewed annually or when events and circumstances warrant an earlier review. Impairment is determined when estimated future undiscounted cash flows associated with an asset are less than the asset’s carrying value.

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- Earnings per share

Basic earnings per share are computed based on the weighted average number of common shares outstanding during the period. Diluted earnings per share includes, to the extent inclusion of such shares would be dilutive to earnings per share, the effect of outstanding options and warrants, computed using the treasury stock method.

BASIC	2014	2013	2012
Net income	$7,706,921	$7,265,717	$5,596,070
Weighted average common shares outstanding	10,203,063	10,176,492	10,157,395
Earnings per share – basic	$0.76	$0.71	$0.55
DILUTED			
Net income	$7,706,921	$7,265,717	$5,596,070
Weighted average common shares outstanding	10,203,063	10,176,492	10,157,395
Effect of restricted stock awards and assumed exercise of stock options	38,058	39,946	17,951
Weighted average common shares outstanding, assuming dilution	10,241,121	10,216,438	10,175,346
Earnings per share - diluted	$0.75	$0.71	$0.55
Outstanding options and restricted stock awards excluded as anti-dilutive	-	-	-

For additional disclosures regarding the restricted stock awards and the employee stock options, see Note 10. The net effect of converting stock options and restricted stock grants to purchase 107,001, 84,600, and 125,600 shares of common stock at option prices less than the average market prices has been included in the computations of diluted EPS for the years ended December 31, 2014, 2013, and 2012, respectively.

- Goodwill and other intangibles

Goodwill represents the excess of the purchase price over the fair value of net assets acquired in a business combination. Goodwill is required to be evaluated for impairment on an annual basis, absent indicators of impairment during the interim. Application of the goodwill impairment test requires exercise of judgment, including the estimation of future cash flows, determination of appropriate discount rates and other important assumptions. Changes in these estimates and assumptions could materially affect the determination of fair value and/or goodwill impairment for each reporting unit. Goodwill is not amortized, but is evaluated at least annually for impairment. We completed our annual goodwill impairment analysis as of December 31 in each of the three years ended December 31, 2014, 2013, and 2012 and determined that no adjustment to the carrying value of goodwill was required.

A summary of changes in our goodwill for the years ended December 31, 2014 and 2013 is as follows:

	Leather Factory	Tandy Leather	Total
Balance, December 31, 2012	$607,319	$383,406	$990,725
Acquisitions and adjustments	-	-	-
Foreign exchange gain/loss	(8,740)	-	(8,740)

Impairments	-	-	-
Balance, December 31, 2013	$598,579	$383,406	$981,985
Acquisitions and adjustments	-	-	-
Foreign exchange gain/loss	(10,199)	-	(10,199)
Impairments	-	-	-
Balance, December 31, 2014	$588,380	$383,406	$971,786

As of December 31, 2014 and 2013, our intangible assets and related accumulated amortization consisted of the following:

	As of December 31, 2014		
	Gross	Accumulated Amortization	Net
Trademarks, Copyrights	$544,369	$518,426	$25,943
Non-Compete Agreements	178,882	146,799	32,083
	$723,251	$665,225	$58,026

	As of December 31, 2013		
	Gross	Accumulated Amortization	Net
Trademarks, Copyrights	$544,369	$487,891	$56,478
Non-Compete Agreements	181,216	134,466	46,750
	$725,585	$622,357	$103,228

Excluding goodwill, we have no intangible assets not subject to amortization under U.S. GAAP. Amortization of intangible assets of $45,202 in 2014, $42,305 in 2013, and $41,759 in 2012 was recorded in operating expenses. The weighted average amortization period is 15 years for trademarks and copyrights. Based on the current amount of intangible assets subject to amortization, the estimated amortization expense for each of the succeeding 5 years is as follows:

	Leather Factory	Tandy Leather	Total
2015	$108	$40,302	$40,410
2016	108	5,667	5,775
2017	90	1,000	1,090
2018	-	750	750
2019	-	-	-

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- Fair value of financial Instruments

We measure fair value as an exit price, which is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As a basis for considering such assumptions, accounting standards establish a three-tier fair value hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

Level 1 – observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 – include other inputs that are directly or indirectly observable in the marketplace.

Level 3 – significant unobservable inputs which are supported by little or no market activity.

Classification of the financial asset or liability within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

Our principal financial instruments held consist of certificates of deposit, accounts receivable, accounts payable, notes payable, and long-term debt. The carrying value of certificates of deposit, accounts receivable and accounts payable approximate their fair value due to the relatively short-term nature of the accounts. The terms of the long-term debt are considered reasonable for this type of financing; therefore, the carrying amount approximates fair value.

- Income taxes

We account for income taxes using the asset and liability method. Under this method, the amount of taxes currently payable or refundable is accrued, and deferred tax assets and liabilities are recognized for the estimated future tax consequences of temporary differences that currently exist between the tax basis and the financial reporting basis of our assets and liabilities.

Deferred tax assets and liabilities are measured using the enacted tax rates in effect in the years when those temporary differences are expected to reverse. The effect on deferred taxes from a change in tax rate is recognized through continuing operations in the period that includes the enactment date of the change. Changes in tax laws and rates could affect recorded deferred tax assets and liabilities in the future.

A tax benefit from an uncertain tax position may be recognized when it is more-likely-than-not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits. Income tax position must meet a more-likely-than-not recognition threshold to be recognized.

We recognize tax liabilities for uncertain tax positions and adjust these liabilities when our judgment changes as a result of the evaluation of new information not previously available. Due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from the current estimate of the tax liabilities. These differences will be reflected as increases or decreases to income tax expense and the effective tax rate in the period in which new information becomes available.

We may be subject to periodic audits by the Internal Revenue Service and other taxing authorities. These audits may challenge certain of our tax positions, such as the timing and amount of deductions and allocation of taxable income to the various jurisdictions.

- Stock-based compensation

We have one stock option plan which permits annual stock option grants to non-employee directors with an exercise price equal to the fair market value of the shares at the date of grant. Under this plan, no stock options were awarded in 2014. 12,000 options were awarded to directors in each of the years 2013 and 2012. These options vest and become exercisable six months from the option grant date. We had two other stock option plans from 1995 which provided for stock option grants to officers, key employees and non-employee directors. These plans expired in 2005. The expiration of the plans has no effect on the options previously granted. Options outstanding and exercisable were granted at a stock option price which was not less than the fair market value of our common stock on the date the option was granted and no option has a term in excess of ten years. We recognized share based compensation expense of $0, $11,686, and $10,000 for the years ended December 31, 2014, 2013, and 2012, respectively, as a component of operating expenses.

The stock option activity under our stock option plans was as follows:

	Weighted Average Exercise Price	# of shares	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding, January 1, 2012	$4.40	115,600		
Granted	5.27	12,000		
Cancelled	-	-		
Exercised	3.50	(6,000)		
Outstanding, December 31, 2012	$4.53	121,600	4.83	$206,760
Exercisable, December 31, 2012	$4.53	121,600	4.83	$206,760
Outstanding, January 1, 2013	$4.53	121,600		
Granted	6.87	12,000		
Cancelled	-	-		
Exercised	4.23	(49,000)		
Outstanding, December 31, 2013	$5.04	84,600	7.22	$104,656
Exercisable, December 31, 2013	$5.04	84,600	7.22	$104,656
Outstanding, January 1, 2014	$5.04	84,600		
Granted	-	-		
Cancelled	-	-		
Exercised	4.32	(12,200)		
Outstanding, December 31, 2014	$5.16	72,400	6.17	$89,840
Exercisable, December 31, 2014	$5.16	72,400	6.17	$89,840

Other information pertaining to option activity during the twelve month periods ended December 31, 2014, 2013, and 2012 are as follows:

	2014	2013	2012
Weighted average grant-date fair value of stock options granted	n/a	$0.97	$0.83
Total fair value of stock options vested	n/a	$11,686	$10,000
Total intrinsic value of stock options exercised	$14,816	$113,790	$9,572

As of December 31, 2014, there was no unrecognized compensation cost related to non-vested stock options.

Cash received from the exercise of stock options for the years ended December 31, 2014, 2013, and 2012 was $52,722, $113,800 and $20,980, respectively.

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The fair value of options at the date of grant was estimated using the Black-Scholes option pricing model (BSM) with the following weighted-average assumptions:

	2014	2013	2012
Volatility	n/a	19.1%	21.4%
Expected option life	n/a	3	3
Interest rate (risk free)	n/a	0.80%	0.875%
Dividends	n/a	None	None

The assumptions are evaluated and revised, as necessary, to reflect market conditions and our experience. Compensation expense is recognized only for those options expected to vest, with forfeitures estimated at the date of grant based on our historical experience and future expectations.

We also have a restricted stock plan that was adopted by our Board of Directors in January 2013 and approved by our stockholders in June 2013. The plan reserves up to 300,000 shares of our common stock for restricted stock awards to our executive officers, non-employee directors, and other key employees. Awards granted under the plan may be stock awards or performance awards, and may be subject to a graded vesting schedule with a minimum vesting period of four years. No awards were made in 2013.

In February 2014, our Chief Executive Officer, Chief Financial Officer, and Senior Vice President were awarded restricted stock grants consisting of 9,375 shares each. In addition, four of our independent directors were awarded restricted stock grants consisting of 1,619 shares each. The grants will vest in equal annual amounts over a four-year period. The fair value of nonvested restricted common stock awards is the market value of our common stock on the date of grant. Compensation costs for these awards will be recognized on a straight-line basis over the four year vesting period. We recognized share based compensation expense of $67,818 for the year ended December 31, 2014 as a component of operating expenses.

A summary of the activity for nonvested restricted common stock awards as of December 31, 2014 was as follows:

	Shares	Grant Fair Value
Balance, January 1, 2014	-	-
Granted	34,601	$8.96
Forfeited	-	-
Vested	-	-
Balance, December 31, 2014	34,601	$8.96

As of December 31, 2014, there was unrecognized compensation cost related to non-vested restricted stock awards of $242,207 to be recognized in equal amounts through the first quarter of 2018.

- Comprehensive income

Comprehensive income includes net income and certain other items that are recorded directly to Stockholders' Equity. The Company's only source of other comprehensive income is foreign currency translation adjustments.

- Shipping and handling costs

All shipping and handling costs incurred by us are included in operating expenses on the statements of income. These costs totaled approximately $2,046,000, $1,978,000, and $1,767,000 for the years ended December 31, 2014, 2013, and 2012, respectively.

- Advertising

With the exception of catalog costs, advertising costs are expensed as incurred. Catalog costs are capitalized and expensed over the estimated useful life of the particular catalog in question, which is typically twelve to eighteen months. Such capitalized costs are included in other current assets and totaled $171,000 and $168,000 at December 31, 2014 and 2013, respectively. Total advertising expense was $4,339,000 in 2014; $4,099,000 in 2013; and $3,543,000 in 2012.

- Cash flows presentation

For purposes of the statement of cash flows, we consider all highly liquid investments with initial maturities of three months or less from the date of purchase to be cash equivalents.

- Reclassifications

Certain reclassifications have been made to the 2013 financial statements to conform to the 2014 presentation.

3. VALUATION AND QUALIFYING ACCOUNTS

- Allowance for uncollectible accounts

We maintain allowances for bad debts based on factors such as the composition of accounts receivable, the age of the accounts, historical bad debt experience, and our evaluation of the financial condition and past collection history of each customer. Accounts are written off as they are deemed uncollectible based on a periodic review of accounts. Our allowance for doubtful accounts was approximately $400 and $1,000 at December 31, 2014 and 2013, respectively. The following is a roll forward of the allowance for doubtful accounts:

Year ended:	Balance at beginning of year	Reserve "purchased" during year	Additions (reductions) charged to costs and expenses	Foreign exchange gain/loss	Write-offs	Balance at end of year
December 31, 2014	$1,171	-	$854	$(25)	$(1,605)	$395
December 31, 2013	$111,996	-	$(106,504)	$(727)	$(3,594)	$1,171
December 31, 2012	$80,926	-	$77,143	$242	$(46,315)	$111,996

- Sales returns and defective merchandise

Product returns are generally recorded directly against sales as those returns occur. Historically, the amount of returns is immaterial and as a result, no reserve is recorded in the financial statements.

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- Slow-moving and obsolete inventory

The majority of inventory items maintained by us have no restrictive shelf life. We review all inventory items annually to determine what items should be eliminated from the product line. Items are selected for several reasons: (1) the item is slow-moving; (2) the supplier is unable to provide an acceptable quality or quantity; or (3) to maintain a freshness in the product line. Reductions in inventory for slow-moving and obsolete inventory are recorded directly against inventory.

4. BALANCE SHEET COMPONENTS

		December 31, 2014	December 31, 2013
INVENTORY			
On hand:			
Finished goods held for sale		$31,257,820	$24,546,771
Raw materials and work in process		1,118,506	853,200
Inventory in transit		499,166	900,859
	TOTAL	$32,875,492	$26,300,830
PROPERTY AND EQUIPMENT			
Building		$9,232,066	$9,232,066
Land		1,451,132	1,451,132
Leasehold improvements		775,803	527,637
Equipment and machinery		4,978,426	4,321,509
Furniture and fixtures		5,589,989	4,597,366
Vehicles		172,527	161,280
		22,199,943	20,290,990
Less: accumulated depreciation		(7,037,665)	(5,863,280)
	TOTAL	$15,162,278	$14,427,710
PREPAID EXPENSES			
Prepaid insurance		$214,129	$479,220
Prepaid postage		114,681	89,702
Prepaid advertising		335,764	309,908
Prepaid rent		84,794	93,866
Prepaid supplies/equipment		147,215	145,223
Prepaid licenses/dues		129,781	120,476
Prepaid IT services		210,032	315,099
Prepaid other		112,256	56,150
	TOTAL	$1,348,652	$1,609,644
OTHER CURRENT ASSETS			
Accounts receivable – employees		$78,210	$80,556
Accounts receivable – other		15,144	257,932
Payments for merchandise not received		64,404	140,105
	TOTAL	$157,758	$478,593
OTHER ASSETS			

Security deposits - utilities, locations, etc.	$77,979	$89,959
Leather art collection	252,000	252,000
TOTAL	$329,979	$341,959
ACCRUED EXPENSES AND OTHER LIABILITIES		
Accrued bonuses	$2,820,774	$2,741,003
Accrued payroll	407,945	702,456
Deferred revenue	934,868	864,104
Sales and payroll taxes payable	490,749	423,340
Inventory in transit	447,612	321,608
Other	292,566	756,371
TOTAL	$5,394,514	$5,808,882

Depreciation expense was $1,391,422, $1,152,307, and $1,026,467 for the years ended December 31, 2014, 2013, and 2012, respectively.

The 2012 loss from abandonment and/or disposal of obsolete equipment totaled $21,092. The loss is included in Operating expenses, $13,536 of which is reported in our Retail Leathercraft segment, $6,232 of which is reported in our Wholesale Leathercraft segment, and $1,324 of which is reported in our International Leathercraft segment. The 2013 loss from abandonment and/or disposal of obsolete equipment totaled $109,222. The loss is included in Operating expenses, $32,348 of which is reported in our Retail Leathercraft segment, and $76,874 of which is reported in our Wholesale Leathercraft segment. The 2014 loss from abandonment and/or disposal of obsolete equipment totaled $18,820. The loss is included in Operating expenses, $11,089 of which is reported in our Retail Leathercraft segment, $7,681 of which is reported in our Wholesale Leathercraft segment, and $47 of which is reported in our International Leathercraft segment.

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5. NOTES PAYABLE AND LONG-TERM DEBT

On July 31, 2007, we entered into a Credit Agreement and Line of Credit Note with JPMorgan Chase Bank, N.A., pursuant to which the bank agreed to provide us with a credit facility of up to $5,500,000 to facilitate our purchase of real estate consisting of a 191,000 square foot building situated on 30 acres of land located in Fort Worth, Texas. Under the terms of the Line of Credit Note, we could borrow from time to time until April 30, 2008, up to the lesser of $5,500,000 or 90% of the cost of the property and make monthly interest payments. On April 30, 2008, the principal balance was rolled into a 10-year term note with an interest rate of 7.10% per annum.

Proceeds in the amount of $4,050,000 were used to fund the purchase of the property from Standard Motor Products, Inc. under an Agreement of Purchase and Sale, dated June 25, 2007, which closed on July 31, 2007. No further borrowings were drawn.

On July 12, 2012, we executed a Line of Credit Note with JPMorgan Chase Bank, N.A., pursuant to which the bank agreed to provide us with a revolving credit facility of up to $4,000,000. The revolver bears interest at LIBOR plus 2.0% (2.2457% at December 31, 2014) and was to mature on June 30, 2013. On June 25, 2013, we executed a Note Modification Agreement which extended the maturity date of the Line of Credit Note to June 30, 2014. On June 23, 2014, we executed a Note Modification Agreement which increased the maximum amount available from $4 million to $6 million and extended the maturity date from June 30, 2014 to June 30, 2015. All other terms remain unchanged. Interest is paid monthly. The note was obtained for working capital purposes and is secured by the real estate and improvements located at 1900 Southeast Loop 820, Fort Worth, Texas.

At December 31, 2014 and 2013, the amount outstanding under the above agreements consisted of the following:

	December 31, 2014	December 31, 2013
Credit Agreement with JPMorgan Chase Bank – collateralized by real estate; payable as follows:		
Line of Credit Note dated July 31, 2007, converted to a 10-year term note on April 30, 2008; $16,875 monthly principal payments plus interest at 7.1% per annum; matures April 30, 2018	$2,143,125	$2,598,750
Line of Credit Note with JPMorgan Chase Bank – collateralized by real estate; payable as follows:		
Line of Credit Note dated July 12, 2012, as amended on June 23, 2014, in the maximum principal amount of $6,000,000 with revolving features as more fully described above – interest due monthly at LIBOR plus 2%; matures June 30, 2015	$3,500,000	-
	5,643,125	2,598,750
Less - Current maturities	(3,702,500)	(202,500)
	$1,940,625	$2,396,250

The terms of the credit facility contain various covenants which among other things require us to maintain a debt service coverage ratio of not less than 1.2 to 1.0. We were in compliance with these covenants as of December 31, 2014 and 2013.

Scheduled maturities of the Company's notes payable and long-term debt are as follows:

2015	$3,702,500
2016	202,500
2017	202,500
2018	1,535,625
	$5,643,125

6. EMPLOYEE BENEFIT AND SAVINGS PLANS

We have a 401(k) plan to provide retirement benefits for our employees. As allowed under Section 401(k) of the Internal Revenue Code, the plan provides tax-deferred salary contributions for eligible employees and allows employees to contribute a percentage of their annual compensation to the plan on a pretax basis. Employee contributions are limited to a maximum annual amount as set periodically by the Internal Revenue Code. In 2014, 2013, and 2012, we matched 100% of the pretax employee contributions on the first 3% of eligible earnings and 50% of the pretax employee contributions on the next 2% of eligible earnings that are contributed by employees.

Year Ended December 31,	Maximum Matching Contribution per Participant*	Total Matching Contribution
2014	$10,400	$286,224
2013	$10,200	$301,434
2012	$7,500	$308,567

* Due to the annual limit on eligible earnings imposed by the Internal Revenue Code

The plan allows employees who meet the age requirements and reach the plan contribution limits to make a catch-up contribution. The catch-up contributions are not eligible for matching contributions. In addition, the plan provides for discretionary matching contributions as determined by the Board of Directors. There were no discretionary matching contributions made in 2014, 2013, or 2012.

We currently offer no postretirement or postemployment benefits to our employees.

7. INCOME TAXES

The provision for income taxes consists of the following:

	2014	2013	2012
Current provision:			
Federal	3,368,974	$2,982,023	$3,054,862
State	548,225	527,042	415,244
	3,917,199	3,509,065	3,470,106
Deferred provision (benefit):			
Federal	210,343	399,032	(107,843)
State	(26,853)	46,945	(12,688)
	183,490	445,977	(120,531)
	$4,100,689	$3,955,042	$3,349,575

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Income before income taxes is earned in the following tax jurisdictions:

	2014	2013	2012
United States	$10,339,632	$9,920,099	$7,941,689
United Kingdom	557,776	565,538	509,426
Canada	874,571	858,532	999,609
Australia	102,922	69,905	(210,372)
Spain	(67,291)	(193,315)	(294,707)
	$11,807,610	$11,220,759	$8,945,645

The income tax effects of temporary differences that give rise to significant portions of deferred income tax assets and liabilities are as follows:

	2014	2013
Deferred income tax assets:		
Allowance for doubtful accounts	$150	$98
Capitalized inventory costs	306,592	208,384
Warrants and stock-based compensation	44,151	48,591
Accrued expenses, reserves, and other	64,747	101,050
Total deferred income tax assets	415,640	358,123
Deferred income tax liabilities:		
Property and equipment depreciation	1,299,826	1,074,646
Goodwill and other intangible assets amortization	202,328	186,501
Total deferred income tax liabilities	1,502,154	1,261,147
Net deferred tax asset (liability)	($1,086,514)	($903,024)

The net deferred tax liability is classified on the balance sheets as follows:

	2014	2013
Current deferred tax assets	371,491	$309,533
Long-term deferred tax liabilities	(1,458,005)	(1,212,557)
Net deferred tax asset (liability)	($1,086,514)	($903,024)

The effective tax rate differs from the statutory rate as follows:

	2014	2013	2012
Statutory rate – Federal US income tax	34%	34%	34%
State and local taxes	5%	6%	4%
Non-U.S. income tax at different rates	(1%)	(1%)	1%
Domestic production activities deduction	(1%)	(2%)	(1%)
Other, net	(2%)	(2%)	(1%)
Effective rate	35%	35%	37%

We file a consolidated U.S. income tax return as well as state tax returns on a consolidated, combined, or stand-alone basis, depending on the jurisdiction. We are no longer subject to U.S. federal income tax examinations by tax authorities for years prior to the tax year ended December 2012. Depending on the jurisdiction, we are no longer subject to state examinations by tax authorities for years prior to the December 2011 and December 2012 tax years.

8. COMMITMENTS AND CONTINGENCIES

Operating Leases

We lease our store locations under lease agreements that expire on dates ranging from March 2015 to September 2024. Rent expense on all operating leases for the years ended December 31, 2014, 2013, and 2012, was $3,675,788, $3,312,152, and $3,135,773, respectively.

Future minimum lease payments under noncancelable operating leases at December 31, 2014 were as follows:

Year ending December 31:	
2015	$3,565,757
2016	2,706,520
2017	1,994,686
2018	1,226,832
2019	514,261
2020	189,364
2021	126,775
2022-2024	121,000
Total minimum lease payments	$10,445,195

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Legal Proceedings

On March 16, 2011, two former employees of ours filed a lawsuit, entitled Mark Barnes and Jerry Mercante on behalf of themselves and all other similarly situated v. Tandy Leather Company, Inc., Tandy Leather Factory, and Does 1-50, in the US District Court for the District of Nevada. The lawsuit was subsequently transferred to the United State District Court, Northern District of Texas, Fort Worth Division ("Court"), and an amended complaint was filed on May 9, 2011 by plaintiffs to add another former employee, Donna Cavota, as a third named plaintiff. The suit alleged that we violated requirements of the Fair Labor Standards Act (FLSA) as well as various state wage laws. Plaintiffs sought to represent themselves and all similarly situated U.S. current and former store managers of ours. A Settlement Agreement was reached between the parties, and on September 24, 2012, the Court issued an Order Preliminarily Approving the Settlement of all federal and state claims asserted by the plaintiffs in the litigation. We continue to deny any violation of any statute, law, rule, or regulation, any liability or wrongdoing, and the truth of plaintiffs' allegations. We agreed to enter into the Settlement Agreement to avoid further expense and inconvenience, end the disruption and burden of the litigation, avoid any other present or future litigation arising out of the facts that gave rise to the litigation, avoid the risk inherent in uncertain complex litigation, and to put to rest the controversy underlying the litigation.

The Settlement Agreement preliminarily approved by the Court required us to establish a fund designated as a Qualified Settlement Fund (Escrow Account) in the amount of $993,386 to fund (1) settlement payments to the plaintiffs, (2) settlement payments to the other members of the settlement class who joined the case, (3) plaintiffs' attorneys' fees and expenses, and (4) the claim administrator (Escrow Agent's) fees and expenses. The foregoing description is not complete and is qualified in its entirety by reference to the full text of the Settlement Agreement which was attached as Exhibit 10.1 to a Current Report on Form 8-K, as filed with the Securities and Exchange Commission on October 1, 2012.

The deadline established by the Court for any persons employed by us as store managers between November 23, 2008 and September 24, 2012 to join the lawsuit as class members expired on May 24, 2013. On June 28, 2013, the Court issued two orders: (1) an Order Approving Class and Collective Action Settlement and Dismissing Case with Prejudice, and (2) a Final Judgment, Approving Class and Collective Action Settlement and Dismissing Case with Prejudice. Pursuant to the Court's June 28, 2013 orders, the claims administrator (Escrow Agent) was required to make payments to the plaintiffs and those existing and former store managers who joined the lawsuit by signing and returning Consent to Join Forms, which contained a release of us from the claims asserted in plaintiffs' lawsuit.

The settlement payments to the class members and the plaintiffs were made from the Escrow Account pursuant to the formula set forth in the Settlement Agreement by the claims administrator, as well as the payment of the plaintiffs' attorney's fees and the fees and expenses of the claims administrator (Escrow Agent). The total payment from the Escrow Account, including our required FICA payments based on the settlement payments, was $744,273 from the total Escrow Account of $993,386. All payments were made by the claims administrator and the balance of the Escrow Account (approximately $249,000) was returned to us in the first quarter of 2014.

In connection with the settlement, we recorded a charge to operations of $993,386 during the quarter ended September 30, 2012 as this amount, as ordered by the Court, covered the full settlement of all claims of the plaintiffs and the class members, plaintiffs' attorneys' fees, and the fees and expenses of the claims administrator (Escrow Agent) in accordance with the terms of the Settlement Agreement. In the quarter ended June 30, 2013, we recorded a benefit of approximately $312,000, which was the expected remaining balance in the Escrow Account after all payments have been made. Payroll taxes associated with the payments to claimants of approximately $63,000 was recorded in the fourth quarter of 2013.

We are periodically involved in various other litigation that arises in the ordinary course of business and operations. There are no such matters pending that we expect to have a material impact on our financial position and operating results. Legal costs associated with the resolution of claims, lawsuits, and other contingencies are expensed as incurred.

9. SIGNIFICANT BUSINESS CONCENTRATIONS AND RISK

Major Customers

Our revenues are derived from a diverse group of customers primarily involved in the sale of leathercraft. While no single customer accounted for more than 1% of our consolidated revenues in 2014, 2013, or 2012, sales to our five largest customers represented 1.7%, 2.5%, and 2.9%, respectively, of consolidated revenues in those years. While we do not believe the loss of one of these customers would have a significant negative impact on our operations, we do believe the loss of several of these customers simultaneously or a substantial reduction in sales generated by them could temporarily affect our operating results.

Major Vendors

We purchase a significant portion of our inventory through one supplier. Due to the number of alternative sources of supply, loss of this supplier would not have an adverse impact on our operations.

Credit Risk

Due to the large number of customers comprising our customer base, concentrations of credit risk with respect to customer receivables are limited. At December 31, 2014, 2013, and 2012, 1%, 16%, and 30%, respectively, of our consolidated accounts receivable were due from two nationally recognized retail chains. We do not generally require collateral for accounts receivable, but we do perform periodic credit evaluations of our customers and believe the allowance for doubtful accounts is adequate. It is our opinion that if any one or a group of customer receivable balances should be deemed uncollectable, it would not have a material adverse effect on our results of operations or financial condition.

We maintain our cash in bank deposit accounts that, at times, may exceed federally insured limits. We have not experienced any losses in such accounts. We believe we are not exposed to any significant credit risk on our cash and cash equivalents.

10. STOCKHOLDERS' EQUITY

a) Stock Option Plan

In connection with its 2007 Director Non-Qualified Stock Option Plan for non-employee directors, there are outstanding options to purchase our common stock. The plan provides for the granting of non-qualified options at the discretion of the Compensation Committee of the Board of Directors. Options are granted at the fair market value of the underlying common stock at the date of grant and vest after six months. We have reserved 100,000 shares of common stock for issuance under this plan.

We had two other stock options plans from 1995 which provided stock option grants to officers, key employees, and non-employee directors. These plans expired in 2005. The expiration of the plans had no effect on the options previously granted.

All options expire ten years from date of grant and are exercisable at any time after vesting. Of the 100,000 shares available for issuance, there are 21,400 un-optioned shares available for future grants.

A summary of stock option transactions for the years ended December 31, 2014, 2013, and 2012, is as follows:

	2014		2013		2012	
	Option Shares	Weighted Average Exercise Price	Option Shares	Weighted Average Exercise Price	Option Shares	Weighted Average Exercise Price
Outstanding at January 1	84,600	$5.04	121,600	$4.53	115,600	$4.40
Granted	-	-	12,000	6.87	12,000	5.27
Forfeited or expired	-	-	-	-	-	-
Exchanged	-	-	-	-	-	-
Exercised	(12,200)	4.32	(49,000)	4.23	(6,000)	3.50
Outstanding at December 31	72,400	$5.16	84,600	$5.04	121,600	$4.53
Exercisable at end of year	72,400	$5.16	84,600	$5.04	121,600	$4.53
Weighted-average fair value of						
options granted during year	n/a		$0.97		$0.83	

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The following table summarizes outstanding options into groups based upon exercise price ranges at December 31, 2014:

	Options Outstanding			Options Exercisable		
Exercise Price Range	Option Shares	Weighted Average Exercise Price	Weighted Average Maturity (Years)	Option Shares	Weighted Average Exercise Price	Weighted Average Maturity (Years)
$4.27 to $4.41	23,400	$4.39	5.76	23,400	$4.39	5.76
$4.80 to $4.96	16,000	4.84	4.86	16,000	4.84	4.86
$5.30 to $6.87	33,000	5.86	7.10	33,000	5.86	7.10
	72,400	$5.16	6.17	72,400	$5.16	6.17

We have a restricted stock plan that was adopted by our Board of Directors in January 2013 and approved by our stockholders in June 2013. The plan reserves up to 300,000 shares of our common stock for restricted stock awards to our executive officers, non-employee directors, and other key employees. Awards granted under the plan may be stock awards or performance awards, and may be subject to a graded vesting schedule with a minimum vesting period of four years. No awards were made in 2013.

In February 2014, our Chief Executive Officer, Chief Financial Officer, and Senior Vice President were awarded restricted stock grants consisting of 9,375 shares each. In addition, four of our independent directors were awarded restricted stock grants consisting of 1,619 shares each. The grants will vest in equal annual amounts over a four-year period. The fair value of nonvested restricted common stock awards is the market value of our common stock on the date of grant. Compensation costs for these awards will be recognized on a straight-line basis over the four year vesting period.

	Shares	Grant Fair Value
Balance, January 1, 2014	-	-
Granted	34,601	$8.96
Forfeited	-	-
Vested	-	-
Balance, December 31, 2014	34,601	$8.96

Of the 300,000 shares available for issuance, there are 265,399 shares available for future awards.

b) Cash Dividend

In February 2012, our Board of Directors authorized a $0.25 per share special one-time cash dividend that was paid to stockholders of record at the close of business on March 1, 2012. The cash dividend, totaling approximately $2.5 million, was paid to stockholders on April 2, 2012.

On June 9, 2014, our Board of Directors authorized a $0.25 per share special one-time cash dividend to be paid to stockholders of record at the close of business on July 7, 2014. The cash dividend, totaling approximately $2.5 million, was paid to stockholders on August 8, 2014.

Our Board will determine future cash dividends after giving consideration to our then existing levels of profit and cash flow, capital requirements, current and forecasted liquidity, as well as financial and other business conditions existing at the time.

c) Stockholder Rights Plan

On June 6, 2013, our Board of Directors authorized and declared a dividend of one preferred share purchase right (a "Right") for each outstanding share of our common stock, par value $0.0024 per share, to stockholders of record at the close of business on June 16, 2013. Each Right entitles the registered holder to purchase from us one one-thousandth of a newly created series of preferred stock at an exercise price of $30.00 per right. The Rights are exercisable in the event any person or group acquires 20% or more of our outstanding common stock (an "Aquiring Person"), or commences a tender offer or exchange offer that would result in such person becoming an Acquiring Person. An exception is included in the Rights Plan in order to ensure that certain owners are not by virtue of their share ownership automatically deemed to be an Acquiring Person upon adoption of the plan unless any such owner subsequently accrues additional shares of our common stock and after giving effect to such acquisition owns 20% or more of our outstanding common stock. The Rights will expire at 5:00 P.M. Eastern on June 6, 2016, unless such date is advanced or extended or unless the Rights are earlier redeemed or exchanged by our Board.

11. SEGMENT INFORMATION

We identify our segments based on the activities of three distinct operations:

a. Wholesale Leathercraft, which consists of a chain of wholesale stores operating under the name, The Leather Factory, located in North America;

b. Retail Leathercraft, which consists of a chain of retail stores operating under the name, Tandy Leather Company, located in North America;

c. International Leathercraft, which sells to both wholesale and retail customers. We have one store located in Northampton, United Kingdom which opened in February 2008, one store located in Sydney, Australia which opened in October 2011, and one store located in Jerez, Spain which opened in January 2012. These stores carry the same products as our North American stores.

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Our reportable operating segments have been determined as separately identifiable business units and we measure segment earnings as operating earnings, defined as income before interest and income taxes.

	Wholesale Leathercraft	Retail Leathercraft	International Leathercraft	Total
For the year ended December 31, 2014				
Net Sales	$27,285,884	$51,805,944	$4,339,084	$83,430,912
Gross Profit	18,393,969	30,880,718	2,850,070	52,124,757
Operating earnings	5,300,413	6,077,345	580,271	11,958,029
Interest expense	225,584	-	-	225,584
Other expense, net	(61,984)	-	(13,181)	(75,165)
Income before income taxes	5,136,813	6,077,345	593,452	11,807,610
Depreciation and amortization	911,327	460,534	64,763	1,436,624
Fixed asset additions	909,260	1,243,123	51,807	2,204,190
Total assets	$43,000,030	$16,608,386	$3,265,458	$62,873,874
For the year ended December 31, 2013				
Net Sales	$27,384,614	$46,995,902	$3,904,069	$78,284,585
Gross Profit	18,425,268	28,430,800	2,471,956	49,328,024
Operating earnings	4,840,416	6,026,731	399,643	11,266,790
Interest expense	206,763	-	-	206,763
Other expense, net	(118,218)	(29)	(42,485)	(160,732)
Income before income taxes	4,751,871	6,026,760	442,128	11,220,759
Depreciation and amortization	866,264	271,536	56,812	1,194,612
Fixed asset additions	1,946,980	1,778,727	44,315	3,770,022
Total assets	$40,981,591	$12,206,584	$3,210,391	$56,398,566
For the year ended December 31, 2012				
Net Sales	$26,850,002	$42,616,546	$3,254,076	$72,720,624
Gross Profit	18,063,191	25,833,852	2,008,631	45,905,674
Operating earnings	3,730,678	5,436,745	(23,418)	9,144,005
Interest expense	240,934	-	-	240,934
Other expense, net	(14,798)	(13)	(27,763)	(42,574)
Income before income taxes	3,504,542	5,436,758	4,345	8,945,645
Depreciation and amortization	820,622	193,394	54,210	1,068,226
Fixed asset additions	2,111,569	496,846	77,806	2,686,221
Total assets	$36,535,099	$10,037,416	$2,515,157	$49,087,672

Net sales by geographic areas were as follows:

	2014	2013	2012
United States	$69,791,099	$65,371,652	$61,041,650
Canada	6,342,896	8,004,320	7,496,840
All other countries	5,296,917	4,908,613	4,182,134
	$83,430,912	$78,284,585	$72,720,624

Geographic sales information is based on the location of the customer. Except for Canada, we had no sales to any single foreign country that was material to our consolidated net sales for the years ended December 31, 2014, 2013, and 2012. We do not have any significant long-lived assets outside of the United States.

12. RECENT ACCOUNTING PRONOUNCEMENTS

In July 2013, the Financial Accounting Standards Board ("FASB") issued ASU 2013-11, "Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or Tax Credit Carryforward Exists" to eliminate the diversity in practice associated with the presentation of unrecognized tax benefits in instances where a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. ASU 2013-11 generally requires an unrecognized tax benefit, or a portion of an unrecognized tax benefit, to be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except in certain circumstances. The amendments in ASU 2013-11 are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The adoption of this standard did not have a material impact on our consolidated financial statements.

In April 2014, FASB issued Accounting Standards Update 2014-08, Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity. Under the new guidance, a disposal of a component of an entity or a group of components of an entity is required to be reported in discontinued operations only if the disposal represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results. This guidance also changes an entity's requirements when presenting, for each comparative period, the assets and liabilities of a disposal group that includes a discontinued operation. A discontinued operation may include a component of an entity, or a business or nonprofit activity. The guidance is effective for interim and annual reporting periods beginning after December 15, 2014. The adoption of the new requirements is not expected to have a material impact on our consolidated earnings, financial position or cash flows.

In May 2014, FASB issued Accounting Standards Update 2014-09 which creates a new topic in the Accounting Standards Codification ("ASC") Topic 606, "Revenue From Contracts With Customers." In addition to superseding and replacing nearly all existing U.S. GAAP revenue recognition guidance, including industry-specific guidance, ASC 606 establishes a new control-based revenue recognition model; changes the basis for deciding when revenue is recognized over time or at a point in time; provides new and more detailed guidance on specific topics; and expands and improves disclosures about revenue. In addition, ASU 2014-09 adds a new Subtopic to the Codification, ASC 340-40, "Other Assets and Deferred Costs: Contracts with Customers," to provide guidance on costs related to obtaining a contract with a customer and costs incurred in fulfilling a contract with a customer that are not in the scope of another ASC Topic. The guidance is effective for interim and annual reporting periods beginning after December 15, 2016. Companies are permitted to apply the guidance in ASC 606 using one of the following two methods: retrospectively to each prior period presented in accordance with ASC 250, subject to certain practical expedients; or retrospectively with a cumulative effect adjustment to opening retained earnings in the period of initial adoption. If applying this transition method, an entity should apply the new revenue recognition guidance only to contracts not completed under existing U.S. GAAP at the date of adoption. We are currently evaluating the adoption method to apply and the impact that the update will have on its financial position, results of operations, cash flows and financial statement disclosures.

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13. QUARTERLY FINANCIAL DATA (UNAUDITED)

2014	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Net sales	$19,838,466	$19,703,607	$19,417,234	$24,471,605
Gross profit	12,715,723	12,779,606	12,174,709	14,454,719
Net income	1,854,412	1,765,485	1,628,562	2,458,462
Net income per common share:				
Basic	$0.18	$0.17	$0.16	$0.24
Diluted	$0.18	$0.17	$0.16	$0.24
Weighted average number of common shares outstanding:				
Basic	10,198,733	10,198,733	10,203,711	10,210,933
Diluted	10,239,505	10,239,823	10,241,410	10,244,127
2013	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Net sales	$19,237,827	$18,973,013	$18,524,604	$21,549,141
Gross profit	11,930,829	11,920,121	11,700,943	13,776,131
Net income	1,586,321	1,629,353	1,561,832	2,488,211
Net income per common share:				
Basic	$0.16	$0.16	$0.15	$0.24
Diluted	$0.16	$0.16	$0.15	$0.24
Weighted average number of common shares outstanding:				
Basic	10,162,442	10,167,649	10,176,744	10,198,733
Diluted	10,194,219	10,216,535	10,221,512	10,233,009

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REPORT OF INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
Tandy Leather Factory, Inc. and Subsidiaries

We have audited the accompanying consolidated balance sheets of Tandy Leather Factory, Inc. and Subsidiaries (the Company) as of December 31, 2014 and 2013, and the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2014. The Company's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Tandy Leather Factory, Inc. and Subsidiaries as of December 31, 2014, and 2013 and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2014, in conformity with accounting principles generally accepted in the United States of America.

WEAVER AND TIDWELL, L.L.P.

Fort Worth, Texas
March 27, 2015

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the design and operation of our "disclosure controls and procedures" (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based upon their evaluation of these disclosure controls and procedures, our Chief Executive Officer and Chief Financial Officer have concluded that the disclosure controls and procedures were effective as of the date of such evaluation in ensuring that information required to be disclosed in the reports that we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported in a timely manner, and (2) accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosure.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over our financial reporting. Our internal control system was designed to provide reasonable assurance to management and the board of directors regarding the effectiveness of our internal control processes over the preparation and fair presentation of our published financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

We have assessed the effectiveness of our internal controls over financial reporting as of December 31, 2014. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commissions (COSO) in Internal Control – Integrated Framework. Based on our assessment, we believe that, as of December 31, 2014, our internal control over financial reporting is effective based on that criteria.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report is not subject to attestation by our registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit us to provide only management's report in this Annual Report on Form 10-K.

Changes in internal control

There was no change in our internal control over financial reporting that occurred during the fiscal quarter ended December 31, 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

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PART III*

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE*

ITEM 11. EXECUTIVE COMPENSATION*

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS*

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE*

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES*

* The information required by Items 10, 11, 12, 13, and 14 is or will be set forth in the definitive proxy statement relating to the 2015 Annual Meeting of Stockholders of Tandy Leather Factory, Inc., which is to be filed with the Securities and Exchange Commission pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. This definitive proxy statement relates to a meeting of stockholders involving the election of directors and the portions therefrom required to be set forth in this Form 10-K by Items 10, 11, 12, 13, and 14 are incorporated herein by reference pursuant to General Instruction G(3) to Form 10-K.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) The following are filed as part of this Annual Report on Form 10-K:

1. Financial Statements

The following consolidated financial statements are included in Item 8:

- Consolidated Balance Sheets at December 31, 2014 and 2013
- Consolidated Statements of Income for the years ended December 31, 2014, 2013, and 2012
- Consolidated Statements of Comprehensive Income for the years ended December 31, 2014, 2013, and 2012
- Consolidated Statements of Cash Flows for the years ended December 31, 2014, 2013, and 2012
- Consolidated Statements of Stockholders' Equity for the years ended December 31, 2014, 2013, and 2012

2. Financial Statement Schedules

All financial statement schedules are omitted because the required information is not present or not present in sufficient amounts to require submission of the schedule or because the information is reflected in the consolidated financial statements or notes thereto.

3. Exhibits

The exhibits listed in the Exhibit Index immediately preceding such exhibits are filed as part of this Annual Report on Form 10-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

TANDY LEATHER FACTORY, INC.

By: /w/Jon Thompson
Jon Thompson
Chief Executive Officer and President

By: /s/ Shannon L. Greene
Shannon L. Greene
Chief Financial Officer, Chief Accounting Officer, and Treasurer

Dated: March 27, 2015

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Joseph R. Mannes Joseph R. Mannes	Chairman of the Board	March 27, 2015
/s/ Jon W. Thompson Jon Thompson	Chief Executive Officer, President and Director	March 27, 2015
/s/ Shannon L. Greene Shannon L. Greene	Chief Financial Officer, Chief Accounting Officer, Treasurer, and Director	March 27, 2015
/s/ Mark J. Angus Mark J. Angus	Senior Vice President, Assistant Secretary, and Director	March 27, 2015
/s/ William M. Warren William M. Warren	Secretary, General Counsel, and Director	March 27, 2015
/s/ Jefferson Gramm Jefferson Gramm	Director	March 27, 2015
/s/ T. Field Lange T. Field Lange	Director	March 27, 2015
/s/ L. Edward Martin III L. Edward Martin III	Director	March 27, 2015
/s/ J. Bryan Wilkinson J. Bryan Wilkinson	Director	March 27, 2015

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TANDY LEATHER FACTORY, INC. AND SUBSIDIARIES
EXHIBIT INDEX

Exhibit Number	Description
3.1	Certificate of Incorporation of The Leather Factory, Inc., and Certificate of Amendment to Certificate of Incorporation of The Leather Factory, Inc. filed as Exhibit 3.1 to Tandy Leather Factory, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 12, 2005 and incorporated by reference herein.
3.2	Bylaws of The Leather Factory, Inc. (n/k/a Tandy Leather Factory, Inc.) filed as Exhibit 3.5 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on July 14, 2004 and incorporated by reference herein.
3.3	Certificate of Designations of Series A Junior Participating Preferred Stock of Tandy Leather Factory, Inc. filed as Exhibit 3.1 to Tandy Leather Factory, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 10, 2013 and incorporated by reference herein
4.1	Rights Agreement dated as of June 6, 2013 between Tandy Leather Factory, Inc. and Broadridge Corporate Issuer Solutions, Inc., as Rights Agent (including the Certificate of Designations of Series A Junior Preferred Stock attached thereto as Exhibit A, the form of Right Certificate attached thereto as Exhibit B and the Summary of Rights attached thereto as Exhibit C), filed as Exhibit 4.1 to Tandy Leather Factory Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 10, 2013 and incorporated by reference herein.
10.1	2007 Director Non-qualified Stock Option Plan of Tandy Leather Factory, Inc. dated March 22, 2007, filed as an Exhibit to Tandy Leather Factory, Inc.'s Definitive Proxy Statement, filed with the Securities and Exchange Commission on April 18, 2007 and incorporated by reference herein.
10.2	First Amendment to 2007 Director Non-Qualified Stock Option Plan, dated May 3, 2010, filed as Exhibit 10.2 to Tandy Leather Factory Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on May 4, 2010.
10.3	Second Amendment to 2007 Director Non-Qualified Stock Option Plan, dated October 7, 2010, filed as Exhibit 10.3 to Tandy Leather Factory Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on October 12, 2010.
10.4	Third Amendment to 2007 Director Non-Qualified Stock Option Plan, dated February 11, 2014, filed as Exhibit 10.5 to Tandy Leather Factory Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on

	February 14, 2014.
10.5	Credit Agreement, dated July 31, 2007, by and between The Leather Factory, L.P. and JPMorgan Chase Bank, N.A., filed as Exhibit 10.2 to Tandy Leather Factory's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 6, 2007 and incorporated by reference herein.
10.6	Line of Credit Note, dated July 31, 2007, by and between The Leather Factory, L.P. and JPMorgan Chase Bank, N.A., filed as Exhibit 10.1 to Tandy Leather Factory's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 6, 2007 and incorporated by reference herein.
10.7	Deed Of Trust, Assignment of Leases and Rents, Security Agreement and Financing Statement, dated as of July 31, 2007, by and among The Leather Factory, L.P., Randall B. Durant and JPMorgan Chase Bank, N.A., filed as Exhibit 10.3 to Tandy Leather Factory's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 6, 2007 and incorporated by reference herein.
10.8	Line of Credit Note, dated June 21, 2012, by and between The Leather Factory, L.P. and JPMorgan Chase Bank, N.A., filed as Exhibit 10.1 to Tandy Leather Factory's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2012 and incorporated by reference herein.
10.9	Settlement Agreement, dated September 24, 2012, filed as Exhibit 10.1 to Tandy Leather Factory's Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 28, 2012 and incorporated by reference herein.
10.10	Form of Change of Control Agreement between the Company and each of Jon Thompson, Shannon Greene and Mark Angus, each effective as of December 3, 2012, filed as Exhibit 10.1 to Tandy Leather Factory's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 6, 2012 and incorporated by reference herein.
10.11	Tandy Leather Factory, Inc. 2013 Restricted Stock Plan, filed as Exhibit 10.1 to Tandy Leather Factory's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 14, 2013 and incorporated by reference herein.
10.12	Form of Non-Employee Director Restricted Stock Agreement under Tandy Leather Factory, Inc.'s 2013 Restricted Stock Plan, filed as Exhibit 10.1 to Tandy Leather Factory, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on February 14, 2014 and incorporated by reference herein.
10.13	Form of Employee Restricted Stock Award Agreement under Tandy Leather Factory, Inc.'s 2013 Restricted Stock Plan, filed as Exhibit 10.6 to Tandy Leather Factory, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on February 14, 2014 and incorporated by reference herein.
14.1	Code of Business Conduct and Ethics of The Leather Factory, Inc., adopted by the Board of Directors on February 26, 2004, filed as Exhibit 14.1 to the Annual Report on Form 10-K of The Leather Factory, Inc. (Commission File No. 1-12368) filed with the Securities and Exchange Commission on March 29, 2004 and incorporated

by reference herein.

*21.1	Subsidiaries of Tandy Leather Factory, Inc.
*31.1	Certification by the Chief Executive Officer and President pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934
*31.2	Certification by the Chief Financial Officer and Treasurer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934
*32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS^	XBRL Instance Document
101.SCH^	XBRL Taxonomy Extension Schema Document
101.CAL^	XBRL Taxonomy Extension Calculation Document
101.DEF^	XBRL Taxonomy Extension Definition Document
101.LAB^	XBRL Taxonomy Extension Labels Document
101.PRE^	XBRL Taxonomy Extension Presentation Document

*Filed Herewith

^ XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.