UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended SEPTEMBER 30, 2004

OR

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

For the transition period from ______________ to ______________

Commission file number 01-21617

THE QUIGLEY CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Nevada	23-2577138
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

(MAILING ADDRESS: PO Box 1349, Doylestown, PA 18901.)

KELLS BUILDING, 621 SHADY RETREAT ROAD, DOYLESTOWN, PENNSYLVANIA	18901
(Address of Principal Executive Offices)	(Zip Code)

(215) 345-0919

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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 is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

As of October 26, 2004, there were 11,636,786 shares of common stock outstanding.

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PART II - OTHER INFORMATION

PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

THE QUIGLEY CORPORATION
CONSOLIDATED BALANCE SHEETS

ASSETS	September 30, 2004 (Unaudited)	December 31, 2003
CURRENT ASSETS:		
Cash and cash equivalents	$ 11,703,398	$ 11,392,089
Accounts receivable (net of doubtful accounts of $299,764 and $808,812)	3,968,166	7,861,883
Inventory	4,269,799	3,752,903
Prepaid expenses and other current assets	614,947	733,597
TOTAL CURRENT ASSETS	20,556,310	23,740,472
PROPERTY, PLANT AND EQUIPMENT - NET	2,192,297	2,418,159
OTHER ASSETS:		
Goodwill	30,763	30,763
Other assets	62,813	80,365
TOTAL OTHER ASSETS	93,576	111,128
TOTAL ASSETS	$ 22,842,183	$ 26,269,759
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 425,732	$ 524,136
Accrued royalties and sales commissions	1,100,375	1,594,457
Accrued advertising	434,603	1,354,536
Other current liabilities	1,797,876	2,009,989
TOTAL CURRENT LIABILITIES	3,758,586	5,483,118
MINORITY INTEREST	59,676	--
COMMITMENTS AND CONTINGENCIES (NOTE 11)		
STOCKHOLDERS' EQUITY:		
Common stock, $.0005 par value; authorized 50,000,000; Issued: 16,169,742 and 16,149,079 shares	8,084	8,074
Additional paid-in-capital	34,295,450	34,281,449
Retained earnings	9,908,546	11,685,277
Less: Treasury stock, 4,646,053 and 4,646,053 shares, at cost	(25,188,159)	(25,188,159)
TOTAL STOCKHOLDERS' EQUITY	19,023,921	20,786,641
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 22,842,183	$ 26,269,759

See accompanying notes to consolidated financial statements

THE QUIGLEY CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended September 30, 2004	Three Months Ended September 30, 2003	Nine Months Ended September 30, 2004	Nine Months Ended September 30, 2003
NET SALES	$ 9,690,858	$ 9,912,227	$ 26,197,657	$ 25,107,899
COST OF SALES	5,890,746	5,424,380	15,100,419	14,160,353
GROSS PROFIT	3,800,112	4,487,847	11,097,238	10,947,546
OPERATING EXPENSES:				
Sales and marketing	915,550	1,095,486	3,373,090	3,438,840
Administration	2,313,609	2,046,915	7,118,849	6,800,522
Research and development	627,344	1,230,245	2,395,193	2,599,250
TOTAL OPERATING EXPENSES	3,856,503	4,372,646	12,887,132	12,838,612
INCOME (LOSS) FROM OPERATIONS	(56,391)	115,201	(1,789,894)	(1,891,066)
OTHER INCOME (EXPENSE)				
Interest and other income	26,677	18,928	66,073	77,842
Gain on dividend-in-kind	207,090	--	207,090	--
TOTAL OTHER INCOME (EXPENSE)	233,767	18,928	273,163	77,842
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE TAXES	177,376	134,129	(1,516,731)	(1,813,224)
INCOME TAXES	--	--	--	--
INCOME (LOSS) FROM CONTINUING OPERATIONS	177,376	134,129	(1,516,731)	(1,813,224)
DISCONTINUED OPERATIONS:				
Loss from discontinued operations	--	--	--	(54,349)
NET INCOME (LOSS)	$ 177,376	$ 134,129	($ 1,516,731)	($ 1,867,573)
BASIC EARNINGS PER COMMON SHARE:				
Income (loss) from continuing operations	$ 0.02	$ 0.01	($ 0.13)	($ 0.16)
Income (loss) from discontinued operations	--	--	--	--
Net Income (loss)	$ 0.02	$ 0.01	($ 0.13)	($ 0.16)
DILUTED EARNINGS PER COMMON SHARE:				
Income (loss) from continuing operations	$ 0.01	$ 0.01	($ 0.13)	($ 0.16)
Income (loss) from discontinued operations	--	--	--	--
Net Income (loss)	$ 0.01	$ 0.01	($ 0.13)	($ 0.16)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:				
Basic	11,512,796	11,475,746	11,511,858	11,464,105
Diluted	14,107,313	14,397,286	11,511,858	11,464,105

See accompanying notes to consolidated financial statements

THE QUIGLEY CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS (CONDENSED)
(UNAUDITED)

	Nine Months Ended September 30, 2004	Nine Months Ended September 30, 2003
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	$ 449,701	($ 1,989,766)
INVESTING ACTIVITIES:		
Capital expenditures	(152,403)	(410,108)
NET CASH FLOWS USED IN INVESTING ACTIVITIES	(152,403)	(410,108)
FINANCING ACTIVITIES:		
Proceeds from exercise of options and warrants	14,011	16,250
NET CASH FLOWS PROVIDED BY FINANCING ACTIVITIES	14,011	16,250
NET CASH PROVIDED BY DISCONTINUED OPERATIONS	--	133,714
NET INCREASE (DECREASE) IN CASH	311,309	(2,249,910)
CASH & CASH EQUIVALENTS, BEGINNING OF PERIOD	11,392,089	12,897,080
CASH & CASH EQUIVALENTS, END OF PERIOD	$ 11,703,398	$ 10,647,170

See accompanying notes to consolidated financial statements

THE QUIGLEY CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1 - ORGANIZATION AND BUSINESS

The Quigley Corporation (the "Company"), organized under the laws of the state of Nevada, is engaged in the development, manufacturing, and marketing of homeopathic and health products that are being offered to the general public and the research and development of potential prescription products. The Company is organized into three business segments which are Cold Remedy, Health and Wellness, and Ethical Pharmaceutical. For the fiscal periods presented, the Company's revenues have come from the Company's Cold Remedy business segment and the Health and Wellness business segment.

Darius International Inc. ("Darius"), a wholly owned subsidiary of the Company, is a direct selling organization constituting the Health and Wellness segment that was formed in January 2000 to introduce new products to the marketplace through a network of independent distributors.

In January 2001, the Company formed an Ethical Pharmaceutical segment which is now Quigley Pharma Inc. ("Pharma"), a wholly-owned subsidiary of the Company, which may enable the Company to diversify into the prescription drug market.

During 2000, the Company acquired a 60% ownership position in Caribbean Pacific Natural Products, Inc. ("CPNP"). On January 22, 2003, the Company completed the sale of the Company's 60% equity interest in CPNP to Suncoast Naturals, Inc. ("Suncoast"). See discussion in Note 3, "Discontinued Operations."

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

The Consolidated Financial Statements include the accounts of the Company and its wholly owned subsidiaries. All inter-company transactions and balances have been eliminated. Effective March 31, 2004, the financial statements include consolidated variable interest entities ("VIEs") of which the Company is the primary beneficiary (see discussion in Note 7, "Variable Interest Entity").

These financial statements have been prepared by management without audit and should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2003. In the opinion of management, all adjustments necessary for a fair presentation of the consolidated financial position, consolidated results of operations and consolidated cash flows, for the periods indicated, have been made. Prior period amounts have been reclassified to conform with this presentation.

USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. The 2004 results and balances at September 30, 2004 include a returns provision of approximately $1,200,000 in the event of future product returns following the discontinuation of the Cold-Eeze(R) Cold Remedy Nasal Spray product in September 2004. Actual results could differ from those estimates.

CASH EQUIVALENTS

The Company considers all highly liquid investments with an initial maturity of three months or less at the time of purchase to be cash equivalents. Cash equivalents include cash on hand and monies invested in money market funds. The carrying amount approximates the fair market value due to the short-term maturity of these investments.

INVENTORIES

Inventories are stated at the lower of cost or market. The Company uses the first-in, first-out ("FIFO") method of determining cost for all inventories. Inventories included raw material amounts of approximately $798,000 and $729,000 at September 30, 2004 and December 31, 2003, respectively.

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is recorded at cost. The Company uses a combination of straight-line and accelerated methods in computing depreciation for financial reporting purposes. The annual provision for depreciation has been computed in accordance with the following ranges of estimated asset lives: building and improvements - twenty years; machinery and equipment - five to seven years; computer software - three years; and furniture and fixtures - seven years.

GOODWILL

Goodwill is not amortized but reviewed for impairment on an annual basis or when events and circumstances indicate the carrying amount may not be recoverable.

CONCENTRATION OF RISKS

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash investments and trade accounts receivable.

The Company maintains cash and cash equivalents with four major financial institutions. Since the Company maintains amounts in excess of guarantees provided by the Federal Depository Insurance Corporation, the Company performs periodic evaluations of the relative credit standing of these financial institutions and limits the amount of credit exposure with any one institution.

Trade accounts receivable potentially subject the Company to credit risk. The Company extends credit to its customers based upon an evaluation of the customer's financial condition and credit history and generally does not require collateral. The Company has historically incurred minimal credit losses. The Company's broad range of customers includes many large wholesalers, mass merchandisers and multi-outlet pharmacy chains, five of which account for a significant percentage of sales volume, representing 30% and 26% of sales volume for the respective three month periods ended September 30, 2004 and 2003, and 21% and 19% for the nine month periods ended September 30, 2004 and 2003, respectively.

Customers comprising the five largest accounts receivable balances represented 48% and 34% of total trade receivable balances (net of reserves) at September 30, 2004 and December 31, 2003, respectively. During the nine month period ended September 30, 2004, 91% of the Company's net sales originated in the United States compared to 97% for the comparable 2003 period.

The Company uses separate suppliers to produce Cold-Eeze(R) in gum and sugar-free tablet form. These forms of the product are manufactured by third parties that produce a variety of other products for other customers. Effective October 1, 2004, the Company purchased the manufacturing assets of JoEl, Inc., the former exclusive manufacturer of the Company's Cold-Eeze(R) lozenge product since its launch in 1995. This manufacturing entity will operate under the name Quigley Manufacturing Inc. Should any of its third party relationships terminate or discontinue for any reason, the Company has formulated a contingency plan in order to prevent such discontinuance from materially affecting the Company's operations. Any such termination may, however, result in a temporary delay in production until the replacement facility is able to meet the Company's production requirements. The Company's revenues are currently generated from the sale of Cold Remedy products and from the Health and Wellness segment.

Raw materials used in the production of the products are available from numerous sources. The Cold-Eeze(R) lozenge product raw material is currently procured from a single vendor in order to secure purchasing economies. In a situation where this one vendor is not able to supply Quigley Manufacturing Inc. with the ingredients, other sources have been identified.

Darius' product for resale is sourced from several suppliers. In the event that such sources were no longer in a position to supply Darius with product, other vendors have been identified as reliable alternatives with minimal adverse loss of business.

LONG-LIVED ASSETS

The Company reviews its long-lived assets for impairment on an exception basis whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable through future cash flows. If it is determined that an impairment loss has occurred based on the expected cash flows compared to the related asset value, an impairment loss is recognized in the Statement of Operations.

REVENUE RECOGNITION

Sales are recognized at the time ownership is transferred to the customer, which for the Cold Remedy segment is the time the shipment is received by the customer and for the Health and Wellness segment, when the product is shipped to the customer. Sales returns and allowances are provided for in the period that the related sales are recorded, which are based on historical experience. The 2004 results and balances at September 30, 2004 include a returns provision of approximately $1,200,000 in the event of future product returns following the discontinuation of the Cold-Eeze(R) Cold Remedy Nasal Spray product in September 2004.

SHIPPING AND HANDLING

Product sales relating to the Health and Wellness products carry an additional identifiable shipping and handling charge to the purchaser, which is classified as revenue. For Cold Remedy products, such costs are included as part of the invoiced price. In all cases, costs related to this revenue are recorded in cost of sales.

STOCK COMPENSATION

Stock options and warrants for purchase of the Company's common stock have been granted to both employees and non-employees since the date the Company became publicly traded. Options and warrants are exercisable during a period determined by the Company, but in no event later than ten years from the date granted. Stock options granted to employees vest immediately.

The Company applies Accounting Principles Board Opinion No. 25 ("APB 25") in accounting for its grants of options to employees. Under the intrinsic value method prescribed by APB 25, no compensation expense relating to grants to employees has been recorded by the Company in periods reported.

In accordance with SFAS 148, "Accounting for Stock-Based Compensation - Transition and Disclosure," the effect on net income and earnings per share if the Company had applied the fair value recognition provisions of SFAS 123, "Accounting for Stock-Based Compensation," to stock-based employee compensation, would result in no additional expense compared to APB 25 for the periods reported.

Expense relating to warrants granted to non-employees have been appropriately recorded, which have been based on either fair values agreed upon with the grantees or fair values as determined by the Black-Scholes pricing model dependent upon the circumstances relating to the specific grants.

No stock options were granted to employees in the nine-month periods ended September 30, 2004 and 2003. During the first quarter of 2003 a total of 250,000 warrants were granted to Forrester Financial LLC as part of an Amended and Restated Warrant Agreement, relating to consulting services. These warrants expired in March 2004 without being exercised. For further information, see Note 6, "Transactions Affecting Stockholders' Equity".

ROYALTIES AND COMMISSIONS

The Company includes royalties and founders' commissions incurred as cost of sales for the Cold Remedy segment and in administration expenses for the Health and Wellness segment based on agreement terms. The Health and Wellness segment expense relates to the Company's agreement with the former owners of the Utah-based direct marketing and selling company, whereby they receive payments, currently totaling 5% of net sales collected, for use of product formulations, consulting, confidentiality and non-compete agreements with such expense being expensed as incurred. Commission expense related to independent brokers associated with the Cold Remedy segment is included in administration expenses. Independent representative commissions incurred by the Health and Wellness segment are included in cost of sales.

ADVERTISING

Advertising costs are expensed within the period in which they are utilized. Advertising expense is comprised of media advertising, presented as part of sales and marketing expense; co-operative advertising, which is accounted for as a deduction from sales; and bonus product, which is accounted for as part of cost of sales. Advertising costs incurred for the three month periods ended September 30, 2004 and 2003 were $668,715 and $1,120,256, respectively. For the nine month periods ended September 30, 2004 and 2003, advertising costs were $2,258,469 and $2,514,575, respectively. Included in prepaid expenses and other current assets was $28,125 and $68,000 at September 30, 2004 and December 31, 2003, respectively, relating to prepaid advertising expenses.

RESEARCH AND DEVELOPMENT

Research and development costs are charged to operations in the period incurred. Expenditures for the three month periods ended September 30, 2004 and 2003 were $627,344 and $1,230,245, respectively. For the nine month periods ended September 30, 2004 and 2003, these costs were $2,395,193 and $2,599,250, respectively. Principally, research and development costs are related to Pharma's study activities and costs associated with Cold-Eeze(R).

INCOME TAXES

The Company utilizes an asset and liability approach which requires the recognition of deferred tax assets and liabilities for the future tax consequences of events that have been recognized in the Company's financial statements or tax returns. In estimating future tax consequences, the Company generally considers all expected future events other than enactments of changes in the tax law or rates. See discussion in Note 8, "Income Taxes."

NOTE 3 - DISCONTINUED OPERATIONS

In December 2002, the Board of Directors of the Company approved a plan to sell CPNP, which was originally acquired in July 2000. On January 22, 2003, the Board of Directors of the Company completed the sale of the Company's 60% equity interest in CPNP to Suncoast. In exchange for its 60% equity interest in CPNP, the Company received: (i) 750,000 shares of Suncoast's common stock, which Suncoast agreed, at its cost and within 60 days from the closing, to register for public resale through an appropriate registration statement (this registration statement was declared effective by the Securities and Exchange Commission in July, 2004) and (ii) 100,000 shares of Suncoast's Series A Redeemable Preferred Stock, which bears interest at a rate of 4.25% per annum and which is redeemable from time to time after March 31, 2003 in such amounts as is equal to 50% of the free cash flow reported by Suncoast in the immediately preceding quarterly financial statements divided by the redemption price of $10.00 per share. Following the purchase by Suncoast of the Company's 60% equity interest in CPNP the Company owned 19.5% of Suncoast's issued and outstanding capital stock valued at $79,365, which investment is accounted for on the cost basis method, representing the Company's share of the fair value of Suncoast at the time the transaction was recorded.

As a result of the Company's dividend-in-kind to stockholders of 499,282 shares of common stock of Suncoast in September 2004 (see Note 6), representing approximately two-thirds of its common stock ownership, the remaining 250,718 shares, owned by the Company are valued at $26,455 and such amount is included in Other Assets in the Consolidated Balance Sheets.

Net Sales for CPNP for the nine month period ended September 30, 2003, were $59,824, all arising in the first quarter, with a net loss of $54,349. There was no activity for CPNP during the nine months ended September 30, 2004.

NOTE 4 - SEGMENT INFORMATION

The basis for presenting segment results is consistent with overall Company reporting. The Company reports information about its operating segments in accordance with Financial Accounting Standard Board Statement No. 131, "Disclosure About Segments of an Enterprise and Related Information," which establishes standards for reporting information about a company's operating segments. All consolidating items are included in Corporate & Other.

The Company has divided its operations into three reportable segments as follows: The Quigley Corporation (Cold Remedy), whose main product is Cold-Eeze(R), a proprietary zinc gluconate glycine lozenge for the common cold; Darius (Health and Wellness), whose business is the sale and direct marketing of a range of health and wellness products, and Quigley Pharma (Ethical Pharmaceutical), which is currently involved in research and development activity to develop potential pharmaceutical products. Disclosure is provided relating to sales of products to international locations. Such products are manufactured on behalf of domestic segments.

Financial information relating to 2004 and 2003 operations, by business segment, follows:

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2004	Cold Remedy	Health and Wellness	Ethical Pharmaceutical	Corporate and Other	Total
Net Sales					
U.S. Customers	$ 4,998,940	$ 4,072,042	--	--	$ 9,070,982
International	--	619,876	--	--	619,876
Total Net Sales	$ 4,998,940	$ 4,691,918	--	--	$ 9,690,858
Segment operating profit (loss)	$ 55,837	$ 439,398	($ 551,626)	--	($ 56,391)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2004	Cold Remedy	Health and Wellness	Ethical Pharmaceutical	Corporate and Other	Total
Net Sales					
U.S. Customers	$ 10,682,611	$ 13,237,158	--	--	$ 23,919,769
International	--	2,277,888	--	--	2,277,888
Total Net Sales	$ 10,682,611	$ 15,515,046	--	--	$ 26,197,657
Segment operating profit (loss)	($ 873,400)	$ 1,321,022	($ 2,237,516)	--	($ 1,789,894)

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2003	Cold Remedy	Health and Wellness	Ethical Pharmaceutical	Corporate and Other	Total
Net Sales					
U.S. Customers	$ 4,614,554	$ 4,819,296	--	--	$ 9,433,850
International	--	478,377	--	--	478,377
Total Net Sales	$ 4,614,554	$ 5,297,673	--	--	$ 9,912,227
Segment operating profit (loss)	$ 460,438	$ 500,357	($ 845,594)	--	$ 115,201

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2003	Cold Remedy	Health and Wellness	Ethical Pharmaceutical	Corporate and Other	Total
Net Sales					
U.S. Customers	$ 9,434,316	$ 14,976,193	--	--	$ 24,410,509
International	--	697,390	--	--	697,390
Total Net Sales	$ 9,434,316	$ 15,673,583	--	--	$ 25,107,899
Segment operating profit (loss)	($ 1,540,584)	$ 1,737,129	($ 2,087,611)	--	($ 1,891,066)

NOTE 5 - OTHER CURRENT LIABILITIES

Included in other current liabilities are $522,678 and $458,359 related to accrued compensation at September 30, 2004 and December 31, 2003, respectively.

NOTE 6 - TRANSACTIONS AFFECTING STOCKHOLDERS' EQUITY

On September 8, 1998, the Company's Board of Directors declared a dividend distribution of Common Stock Purchase Rights (individually, a "Right" and collectively, the "Rights"), thereby creating a Stockholder Rights Plan (the "Plan"). The dividend was payable to the stockholders of record on September 25, 1998. Each Right entitles the stockholder of record to purchase from the Company that number of common shares having a combined market value equal to two times the Rights exercise price of $45. The Rights are not exercisable until the distribution date, which will be the earlier of a public announcement that a person or group of affiliated or associated persons has acquired 15% or more of the outstanding common shares, or the announcement of an intention by a similarly constituted party to make a tender or exchange offer resulting in the ownership of 15% or more of the outstanding common shares. The dividend has the effect of giving the stockholder a 50% discount on the share's current market value for exercising such right. In the event of a cashless exercise of the Right, and the acquirer has acquired less than a 50% beneficial ownership of the Company, a stockholder may exchange one Right for one common share of the Company. The final expiration of the Plan is September 25, 2008.

Since the inception of the stock buy-back program in January 1998, the Board has subsequently increased the authorization on five occasions, for a total authorized buy-back of 5,000,000 shares or approximately 38% of the previous shares outstanding. Such shares are reflected as treasury stock and will be available for general corporate purposes. From the initiation of the plan until September 30, 2004, 4,159,191 shares have been repurchased at a cost of $24,042,801 or an average cost of $5.78 per share. No shares have been repurchased during 2003 or 2004 to date.

In March of 1998, as a result of litigation, a provision was made for a return to treasury of 604,928 shares. As payment for legal services, 118,066 of these shares were reissued with a market value of approximately $1,145,358. This value and the cost of reacquiring these shares then became the value of the net treasury stock ($2.35 per share) represented by 486,862 shares returned to treasury.

On April 9, 2002, the Company entered into an agreement with Forrester Financial LLC ("Forrester") providing for Forrester to act as a financial consultant to the Company. The consulting agreement commenced as of March 7, 2002 for a term of twelve months, but could be terminated by the Company in its sole discretion at any time. As compensation for services to be provided by Forrester to the Company, the Company granted to Forrester, or its designees, warrants to purchase up to a total of 1,000,000 shares of the Company's common stock. The Company's financial statements reflect a $1,125,000 non-cash charge in 2002 resulting from the granting and exercising of these warrants. The warrants have three exercise prices: 500,000 warrants exercisable at $6.50 per share, which were exercised in May 2002, resulting in cash to the Company in the amount of $3,250,000; 250,000 warrants exercisable at $8.50 per share; and 250,000 warrants exercisable at $11.50 per share. The warrants were initially exercisable until the earlier to occur of (i) March 6, 2003 or (ii) the termination of the Consulting Agreement.

On December 7, 2002, Forrester commenced an action by a Writ of Summons filed in the Court of Common Pleas of Bucks County, PA against the Company. No Complaint was filed detailing the claim of Forrester against the Company. This action was terminated with prejudice by Forrester as part of its Amended and Restated Warrant Agreement (the "Amended Agreement") with the Company on February 2, 2003 whereby certain warrants that were scheduled to expire on March 7, 2003 were extended to March 7, 2004 (warrants to purchase 250,000 shares at $8.50 and warrants to purchase 250,000 shares at $11.50) and are no longer cancelable by the Company. As an additional part of this agreement, Forrester was granted warrants to purchase 250,000 shares at any time until March 7, 2004 at the price of $9.50 a share. As a result of this Amended Agreement, the Company recorded a further non-cash charge of $975,000 in the fourth quarter of 2002, amounting to a total expense of $2,100,000 classified as administrative expense on the Consolidated Statement of Operations, relating to this warrant agreement in 2002. Additionally, $975,000 was reflected on the Consolidated Balance Sheet at December 31, 2002, which represented the value of the unexercised warrants and was included in accrued liabilities. On March 7, 2003 this liability was converted to equity. All warrants subject to the Amended Agreement expired unexercised on March 7, 2004.

In July 2004, the Company announced that its Board of Directors had approved a distribution-in-kind to its stockholders of approximately 500,000 shares of common stock of Suncoast Naturals, Inc. (OTCBB: SNTL), which it acquired through a sale of the Company's 60% equity interest in Caribbean Pacific Natural Products, Inc. These shares were distributed on the basis of approximately .0434 shares of Suncoast common stock for each share of the Company's common stock owned of record on September 1, 2004, with fractional shares paid in cash. This transaction was completed in September 2004 resulting in a dividend-in-kind distribution of $260,000 which represents the fair value of the asset transferred and is reflected as a reduction of retained earnings and a related gain on the dividend of stock of $207,090 which is reflected on the statement of operations.

NOTE 7 - VARIABLE INTEREST ENTITY

In December 2003, the Financial Accounting Standards Board (FASB or the "Board") issued FASB Interpretation No. 46 (revised December 2003), CONSOLIDATION OF VARIABLE INTEREST ENTITIES (FIN 46R), to address certain implementation issues. FIN 46R varies significantly from FASB Interpretation No. 46, CONSOLIDATION OF VARIABLE INTEREST ENTITIES("VIE") (FIN 46), which it supersedes. FIN 46R requires the application of either FIN 46 or FIN 46R by "Public Entities" to all Special Purpose Entities ("SPEs") at the end of the first interim or annual

reporting period ending after December 15, 2003. FIN 46R is applicable to all non-SPEs created prior to February 1, 2003 by Public Entities that are not small business issuers at the end of the first interim or annual reporting period ending after March 15, 2004.

Effective March 31, 2004, the Company adopted FIN 46R for VIE's formed prior to February 1, 2003. The Company has determined that Scandasystems, a related party, qualifies as a variable interest entity and the Company has consolidated Scandasystems beginning with the quarter ended March 31, 2004. Due to the fact that the Company has no long-term contractual commitments or guarantees, the maximum exposure to loss is insignificant. As a result of consolidating the VIE of which the Company is the primary beneficiary, in the second quarter of 2004, the Company recognized a minority interest of approximately $59,676 on the Consolidated Balance Sheet at September 30, 2004 which represents the difference between the fair value of the assets and the liabilities recorded upon the consolidation of the VIE.

The liabilities recognized as a result of consolidating the VIE do not represent additional claims on the Company's general assets. Rather, they represent claims against the specific assets of the consolidated VIE. Conversely, assets recognized as a result of consolidating this VIE do not represent additional assets that could be used to satisfy claims against the Company's general assets. Reflected on the Company's September 30, 2004 Consolidated Balance Sheet are $70,000 of VIE assets, representing all of the assets of the VIE. The VIE assists the Company in acquiring licenses and research and development activities in certain countries.

NOTE 8 - INCOME TAXES

Certain exercises of options and warrants, as well as restricted stock issued for services that became unrestricted, resulted in reductions to taxes currently payable and a corresponding increase to additional-paid-in-capital for prior years. Certain tax benefits for option and warrant exercises totaling $1,880,390 are deferred because of a net operating loss carry-forward for tax purposes ("NOLs") that occurred during the fourth quarter of 1999, resulting from a cumulative effect of deducting $47,520,526 attributed to options, warrants and unrestricted stock deductions from taxable income. The net operating loss carry-forwards arising from the option, warrant and stock activities approximate (i) $15.1 million for federal purposes, of which $3.5 million will expire in 2019, $4.0 million in 2020, and $7.6 million in 2022 and (ii) $15.3 million for state purposes, of which $9.7 million will expire in 2009, $3.0 million in 2010, and $2.6 million in 2012. Until sufficient taxable income to offset the temporary timing differences attributable to operations and the tax deductions attributable to option, warrant and stock activities are assured, a valuation allowance equaling the total deferred tax asset is being provided.

NOTE 9 - EARNINGS PER SHARE

Basic earnings per share ("EPS") excludes dilution and is computed by dividing income available to common stockholders by the weighted - average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that shared in the earnings of the entity. Diluted EPS also utilizes the treasury stock method which prescribes a theoretical buy-back of shares from the theoretical proceeds of all options and warrants outstanding during the period. Since there is a large number of options and warrants outstanding, fluctuations in the actual market price can have a variety of results for each period presented.

A reconciliation of the applicable numerators and denominators of the income statement periods presented, as reflects the results of continuing operations, is as follows (millions, except earnings per share amounts):

	Three Months Ended September 30, 2004			Nine Months Ended September 30, 2004			Three Months Ended September 30, 2003			Nine Months Ended September 30, 2003		
	Income	Shares	EPS	Loss	Shares	EPS	Income	Shares	EPS	Loss	Shares	EPS
Basic EPS	$ 0.2	11.5	$0.02	($1.5)	11.5	($0.13)	$ 0.1	11.5	$0.01	($1.8)	11.5	($0.16)
Dilutives:												
Options/Warrants	--	2.6	--	--	--	--	--	2.9	--	--	--	--
Diluted EPS	$ 0.2	14.1	$0.01	($1.5)	11.5	($0.13)	$ 0.1	14.4	$0.01	($1.8)	11.5	($0.16)

Options and warrants outstanding at September 30, 2004 and 2003 were 3,827,500 and 4,462,500, respectively. They were not included in the computation of diluted earnings for periods reporting losses because the effect would be anti-dilutive.

NOTE 10 - RELATED PARTY TRANSACTIONS

An agreement between the Company and its founders, Mr. Guy J. Quigley and Mr. Charles A. Phillips, both officers, directors and stockholders of the Company, was entered into on June 1, 1995. The founders are to share a total commission of five percent (5%) on sales collected, less certain deductions, until the termination of this agreement on May 31, 2005. The amounts paid or payable for the three month periods ended September 30, 2004 and 2003 under such founder's commission agreements were $267,449 and $269,272, respectively, and for the nine months ended September 30, 2004 and 2003, the amounts were $492,691 and $495,297, respectively. Such expense is included in the cost of sales classification on the Consolidated Statements of Operations. Amounts payable under such agreements at September 30, 2004 and December 31, 2003 were $274,720 and $456,748, respectively, and are represented in the accrued royalties and sales commission classification on the Consolidated Balance Sheets.

The Company is in the process of acquiring a license in the United Kingdom through related party entities whose stockholders include Mr. Gary Quigley, a relative of the Company's Chief Executive Officer. Fees amounting to $100,500 and $92,250, respectively, have been paid to a related entity during the three month periods ended September 30, 2004 and 2003, respectively. The fees for the nine month periods ended September 30, 2004 and 2003 were $276,750 in both periods. This expenditure is used to assist with the regulatory aspects of obtaining such licenses and is included in the research and development expense classification on the Consolidated Statements of Operations.

NOTE 11 - COMMITMENTS AND CONTINGENCIES

Certain operating leases for office and warehouse space maintained by the Company resulted in rent expense for the three month periods ended September 30, 2004 and 2003 of $181,837 and $55,570, respectively, and the amounts for the nine month periods ended September 30, 2004 and 2003 were $344,399 and $163,950, respectively. The Company has approximate future obligations for the remainder of 2004 and over the next five fiscal years as follows:

Year	Research and Development	Advertising	Property Leases	Total
2004	$ 960,000	$1,500,000	$ 55,000	$2,515,000
2005	750,000	1,000,000	213,000	1,963,000
2006	--	--	98,000	98,000
2007	--	--	57,000	57,000
2008	--	--	--	--
2009	--	--	--	--
Total	$1,710,000	$2,500,000	$ 423,000	$4,633,000

Additional advertising and research and development costs are expected to be incurred for the remainder of 2004 and during 2005.

The Company also maintains a separate representation and distribution agreement relating to the development of the zinc gluconate glycine product formulation. The Company must pay the developer a 3% royalty and a 2% consulting fee based on sales collected, less certain deductions, throughout the term of this agreement that expires in 2007. Additionally, a founder's commission totaling 5% on sales collected, less certain deductions, is paid to two of the officers, who are also directors and stockholders of the Company, and whose agreements expire in 2005. The expenses for the respective periods relating to such agreements amounted to $534,896 and $361,071 for the three month periods ended September 30, 2004 and 2003, respectively, and $985,382 and $813,130 for the nine month periods ended September 30, 2004 and 2003, respectively. Amounts accrued for these expenses at September 30, 2004 and December 31, 2003 were $549,445 and $915,109, respectively.

The Company has an agreement with the former owners of the Utah-based direct marketing and selling company, whereby they receive payments, currently totaling 5% of net sales collected, for use of product formulations, consulting, confidentiality and non-compete agreements with such expense being expensed as incurred. Amounts paid or payable under such agreement during the three month periods ended September 30, 2004 and 2003 were $187,432 and $222,097, respectively, and for the nine month periods ended September 30, 2004 and 2003, the amounts were $612,692 and $662,266, respectively. Amounts payable under such agreement at September 30, 2004 and December 31, 2003 were $61,305 and $68,388, respectively.

In August 2003, the Company entered into a licensing agreement with a patent holder relating to the utilization of a nasal spray product in the treatment of

symptoms of the common cold. The Company agreed to pay the patent holder a two percent royalty on net sales of nasal spray products, less certain deductions, throughout the term of this agreement, which expires no later than April 2014. As a result of the discontinuation of the Cold-Eeze(R) Cold Remedy Nasal Spray product in September 2004, the 2004 results include a reduction to related royalty expense of $15,691 and $11,963, respectively, for the three and nine month periods ended September 30, 2004. There were no 2003 comparable period costs. Royalty amounts paid in advance relating to this agreement at September 30, 2004 were $10,350, and accrued or payable amounts at December 31, 2003 were $1,613.

An action was commenced on March 17, 1996 by Goldblum and Wayne in the Court of Common Pleas of Montgomery County alleging that the plaintiffs became owners of 500,000 shares each of the Company's common stock in or about 1990 and requested damages in excess of $100,000.00 for breach of contract and conversion. The

Company vigorously defended this law suit through trial during January, 2004 when the jury returned a unanimous verdict in favor of the Company. Plaintiffs filed a Motion for Post Trial Relief with the Court of Common Pleas of Montgomery County but failed to produce a record or file a Brief in Support of their Motion within the timelines called for by the Pennsylvania Rules of Civil Procedure. The Quigley Corporation has taken judgment on the verdict in its favor and the appeal period has expired. This action is now concluded.

Polski vs. The Quigley Corporation. On August 12, 2004, plaintiff filed an action against The Quigley Corporation in the District Court for Hennepin County, Minnesota, which was not served until September 2, 2004. The action alleges that plaintiff suffered certain losses and injuries as a result of the Company's nasal spray product. Among the allegations of plaintiff are negligence, products liability, alleged breach of express and implied warranties, and an alleged breach of the Minnesota Consumer Fraud Statute.

The Company has investigated the claims and believes that they are without merit. At the present time the matter is being defended by the Company's insurance carrier.

The Company believes plaintiff's claims are without merit and is vigorously defending those claims. Based upon the information the Company has at this time, it believes the action will not have a material impact to the Company. However, at this time no prediction as to the outcome can be made.

Angelfire, Arvin, Edwards, Hohnstein, Hoffman, Laurent, Smalley, and Williams vs. The Quigley Corporation. On November 4, 2004, plaintiffs filed an action in the Court of Common Pleas of Bucks County, Pennsylvania, against The Quigley Corporation. The action alleges that plaintiffs suffered certain losses and injuries as a result of using the Company's nasal spray product. Among the allegations of plaintiffs are claims that The Quigley Corporation is liable to them based on alleged false and misleading advertising, alleged negligence, alleged products liability for defective design, alleged breach of express warranty, alleged breach of implied warranty, and alleged violations of the Pennsylvania Unfair Trade Practices and Consumer Protection Law and other Consumer Protection Statutes.

The Company believes that plaintiffs' claims are without merit. No pre-trial discovery and motions have been filed because the Company has yet to be served with the complaint. No prediction can be made as to the outcome of this case at this time.

NOTE 12 - SUBSEQUENT EVENTS

On October 1, 2004, the Company completed the purchase of various assets from JoEl, Inc. Pursuant to the terms of the purchase agreement, the purchase price of the transferred assets was approximately $5.1 million, which included $4.1 million in cash and 113,097 shares of the Company's common stock, valued on the basis of the average closing price as reported on the NASDAQ National Market for the four trading days immediately preceding and after the closing date ($8.64 per share). The assets include inventory, machinery and equipment and the land and buildings of two manufacturing facilities, located in Lebanon and Elizabethtown, Pennsylvania. In addition, the Company entered into various employment agreements in connection with the above acquisition. These agreements have an annual aggregate commitment of approximately $230,000 and expire in December 2006.

In connection with the asset acquisition, the Company entered into a $3.0 million loan agreement with PNC Bank N.A. The term loan is payable in monthly payments of approximately $38,500 plus interest, and matures in October 2011. The loan provides the Company with the option to select, from time to time, either the prime rate or the LIBOR base rate plus 2%. The loan agreement requires the maintenance of certain financial ratios.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD-LOOKING STATEMENTS

In addition to historical information, this Report contains forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those reflected in these forward-looking statements. Factors that might cause such a difference include, but are not limited to, management of growth, competition, pricing pressures on the Company's product, industry growth and general economic conditions. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's opinions only as of the date hereof. The Company undertakes no obligation to revise or publicly release the results of any revision to these forward-looking statements.

CERTAIN RISK FACTORS

The Company makes no representation that the FDA or any other regulatory agency will grant an Investigational New Drug or take any other action to allow its formulations to be studied or marketed. Furthermore, no claim is made that potential medicine discussed herein is safe, effective, or approved by the FDA. Additionally, data that demonstrates activity or effectiveness in animals or in vitro tests do not necessarily mean the formula test compound referenced herein will be effective in humans. Safety and effectiveness in humans will have to be demonstrated by means of adequate and well controlled clinical studies before the clinical significance of the formula test compound is known. Readers should carefully review the risk factors described in other sections of the filing as well as in other documents the Company files from time to time with the Securities and Exchange Commission.

OVERVIEW

The Company, headquartered in Doylestown, Pennsylvania, is a leading marketer and distributor of a diversified range of homeopathic and health products which comprise the Cold Remedy and the Health and Wellness segments. The Company is also involved in the research and development of potential prescription products that comprise the Pharmaceutical segment.

The Health and Wellness segment has been effective in balancing the seasonality of the Cold Remedy segment and producing a more consistent revenue source throughout the fiscal year.

On October 1, 2004, the Company completed the purchase of various assets from JoEl, Inc. Pursuant to the terms of the purchase agreement, the purchase price of the transferred assets was approximately $5.1 million, which included $4.1 million in cash and 113,097 shares of the Company's common stock, valued on the basis of the average closing price as reported on the NASDAQ National Market for the four trading days immediately preceding and after the closing date ($8.64 per share). The assets include inventory, machinery and equipment and the land and buildings of two manufacturing facilities, located in Lebanon and Elizabethtown, Pennsylvania. In addition, the Company entered into various employment agreements in connection with the above acquisition. These agreements have an annual aggregate commitment of approximately $230,000 and expire in December 2006.

In connection with the asset acquisition, the Company entered into a $3.0 million loan agreement with PNC Bank N.A. The term loan is payable in monthly payments of approximately $38,500 plus interest, and matures in October 2011. The loan provides the Company with the option to select, from time to time, either the prime rate or the LIBOR base rate plus 2%. The loan agreement requires the maintenance of certain financial ratios.

Future revenues, costs, margins, and profits will continue to be influenced by the Company's ability to maintain its manufacturing availability and capacity together with its marketing and distribution capabilities and requirements associated with the development of Pharma's potential prescription drugs in order to continue to compete on a national and international level. The continued expansion of Darius is dependent on the Company retaining existing independent representatives and recruiting additional representatives both internationally and within the United States, continued conformity with government regulations, a reliable information technology system capable of supporting continued growth and continued reliable sources for product and materials to satisfy consumer demand.

COLD REMEDY

Cold-Eeze(R), a zinc gluconate glycine formulation (ZIGG(TM)), is an over-the-counter consumer product used to reduce the duration and severity of the common cold and is currently sold in lozenge, sugar-free tablet and gum form. During 2003, the Company launched Cold-Eeze(R) Nasal Spray and Kidz-EEZE(TM) Sore Throat Pops. In September 2004, the Company notified its customers of its decision to discontinue the Cold-Eeze(R) Cold Remedy Nasal Spray product within our line of cold remedy products. The decision was made because the product had not developed into a viable entry in the nasal spray cold remedy category. Since its launch approximately one year ago, the product has not met either the Company's sales expectations or its return on investment projections. Based on the Company's preliminary estimates, the discontinuation of the nasal spray product will resulted in a write-off of inventory of approximately $422,000 and a charge to net sales of approximately $974,000 during the period ended September 30, 2004 due to anticipated customer returns of the product.

In May 1992, the Company entered into an exclusive agreement for worldwide representation, manufacturing, marketing and distribution rights to a zinc gluconate glycine lozenge formulation which was patented in the United States, which expired in August 2004, United Kingdom, Sweden, France, Italy, Canada and Germany, and which patent is pending in Japan. This formulation is presently being marketed by the Company and through independent brokers and marketers in the United States. A randomized double-blind placebo-controlled study, conducted at Dartmouth College of Health Science, Hanover, New Hampshire, concluded that the lozenge formulation treatment, initiated within 48 hours of symptom onset, resulted in a significant reduction in the total duration of the common cold.

On May 22, 1992, "ZINC AND THE COMMON COLD, A CONTROLLED CLINICAL STUDY," was published in England in the "Journal of International Medical Research," Volume 20, Number 3, Pages 234-246. According to this publication, (a) flavorings used in other Zinc lozenge products (citrate, tartrate, separate, orotate, picolinate, mannitol or sorbitol) render the Zinc inactive and unavailable to the patient's nasal passages, mouth and throat where cold symptoms have to be treated, (b) this patented formulation delivers approximately 93% of the active Zinc to the mucosal surfaces and (c) the patient has the same sequence of symptoms as in the absence of treatment but goes through the phases at an accelerated rate and with reduced symptom severity.

On July 15, 1996, results of a new randomized double-blind placebo-controlled study on the common cold, which commenced at the CLEVELAND CLINIC FOUNDATION on October 3, 1994, were published. The study called "ZINC GLUCONATE LOZENGES FOR TREATING THE COMMON COLD" was completed and published in THE ANNALS OF INTERNAL MEDICINE - VOL. 125 NO. 2. Using a 13.3mg lozenge (almost half the strength of the lozenge used in the Dartmouth Study), the result still showed a 42% reduction in the duration of the common cold symptoms.

In April 2002, the Company announced the statistical results of a retrospective clinical adolescent study at the Heritage School facility in Provo, Utah that suggests that Cold-Eeze(R) is also an effective means of preventing the common cold and statistically (a) lessens the number of colds an individual suffers per year, reducing the median from 1.5 to zero and (b) reduces the use of antibiotics for respiratory illnesses from 39.3% to 3.0% when Cold-Eeze(R) is administered as a first line treatment approach to the common cold.

In April 2002, the Company was assigned a Patent Application which was filed with the Patent Office of the United States Commerce Department for the use of Cold-Eeze(R) as a prophylactic for cold prevention. The new patent application follows the results of the adolescent study at the Heritage School facility.

In May 2003, the Company announced the findings of a prospective study, conducted at the Heritage School facility in Provo, Utah, in which 178 children, ages 12 to 18 years, were given Cold-Eeze(R) lozenges both symptomatically and prophylactically from October 5, 2001 to May 30, 2002. The study found a 54% reduction in the most frequently observed cold duration. Those subjects not receiving treatment most frequently experienced symptom duration of 11 days compared with 5 days when lozenges were administered, a reduction of 6 days.

The business of the Company is subject to federal and state laws and regulations adopted for the health and safety of users of the Company's products. Cold-Eeze(R) is a homeopathic remedy that is subject to regulations by various federal, state and local agencies, including the United States Food and Drug Administration ("FDA") and the Homeopathic Pharmacopoeia of the United States.

HEALTH AND WELLNESS

Darius, through Innerlight Inc., its wholly owned subsidiary, is a direct selling company specializing in the development and distribution of proprietary

health and wellness products, including herbal vitamins and dietary supplements for the human condition, primarily within the United States and internationally since the second quarter of 2003.

The continued success of this segment is dependent, among other things, on the Company's ability:

- To maintain existing independent representatives and recruit additional successful independent representatives. Additionally, the loss of key high-level distributors could negatively impact future growth and revenues;

- To continue to develop and make available new and desirable products at an acceptable cost;

- To maintain safe and reliable multiple-location sources for product and materials;

- To maintain a reliable information technology system and internet capability. The Company has expended significant resources on systems enhancements in the past and will continue to do so to ensure prompt customer response times, business continuity and reliable reporting capabilities. Any interruption to computer systems for an extended period of time could be harmful to the business;

- To execute conformity with various federal, state and local regulatory agencies both within the United States and abroad. With the commencement of international business, difficulties with foreign regulatory requirements could have a significant negative impact on future growth. Any inquiries from government authorities relating to the Company's business and compliance with laws and regulations could be harmful to the Company;

- To compete with larger more mature organizations operating within the same market and to remain competitive in terms of product relevance and business opportunity;

- To successfully implement methods for progressing the direct selling philosophy internationally; and

- To plan strategically for general economic conditions.

Any or all of the above risks could result in significant reductions in revenues and profitability of the Health and Wellness segment.

ETHICAL PHARMACEUTICAL

Pharma's current activity is the development of naturally-derived prescription drugs with the goal to improve the quality of life and health of those in need through scientific research and development. Research and development will focus on the identification, isolation and direct use of active medicinal substances. One aspect of Pharma's research will focus on the combination of isolated active constituents and whole plant components. The search for new natural sources of medicinal substances will focus not only on world plants, fungi, and other natural substances, but an intense investigation into traditional medicinals and historic therapeutics.

The pre-clinical development, clinical trials, product manufacturing and marketing of Pharma's potential new products are subject to federal and state regulation in the United States and other countries. Obtaining FDA regulatory approval for these pharmaceutical products can require substantial resources and take several years. The length of this process depends on the type, complexity and novelty of the product and the nature of the disease or other indications to be treated. If the Company cannot obtain regulatory approval of these new products in a timely manner or if the patents are not granted or if the patents are subsequently challenged, these possible events could have a material effect on the business and financial condition of the Company. The strength of the Company's patent position may be important to its long-term success. There can be no assurance that these patents and patent applications will effectively protect the Company's products from duplication by others.

The areas of focus are:

- A Patent (No. 6,555,573 B2) entitled "Method and Composition for the Topical Treatment of Diabetic Neuropathy." The patent extends through March 27, 2021.

- A Patent (No. 6,592,896 B2) entitled "Medicinal Composition and Method of Using It" (for Treatment of Sialorrhea and other Disorders) for a product to relieve sialorrhea (drooling) in patients suffering from Amyotrophic Lateral Sclerosis (ALS), otherwise known as Lou Gehrig's Disease. The patent extends through August 6, 2021.

- A Patent (No. 6,596,313 B2) entitled "Nutritional Supplement and Method of Using It" for a product to relieve sialorrhea (drooling) in patients suffering from Amyotrophic Lateral Sclerosis (ALS), otherwise known as Lou Gehrig's Disease. The patent extends through April 15, 2022.

- A Patent (No. 6,753,325 B2) entitled "Composition and Method for Prevention, Reduction and Treatment of Radiation Dermatitis", a composition for the preventing, reducing or treating radiation dermatitis. The patent extends through November 5, 2021.

- In September 2002, the Company filed a foreign patent application entitled "Method and Composition for the Topical Treatment of Diabetic Neuropathy" in Europe and other foreign markets.

In April 2002, the Company initiated a Phase II Proof of Concept Study in France for treatment of diabetic neuropathy, which was concluded in 2003. In April 2003 the Company announced that an independently monitored analysis of the Phase II Proof of Concept Study concluded that subjects using this formulation had 67% of their symptoms improve, suggesting efficacy. In March 2004, the Company announced that it had completed its first meeting at the United States Food and Drug Administration ("FDA") prior to submitting the Company's Investigational New Drug ("IND") application for the relief of symptoms of diabetic symmetrical peripheral neuropathy. The FDA's pre-IND meeting programs are designed to provide sponsors with advance guidance and input on drug development programs.

In September 2003, the Company announced its intention to file for permission to study its patent pending potential treatment for psoriasis and other skin disorders. Continued testing will therefore have to be conducted under an IND application following positive preliminary results.

In December 2003, the Company announced positive test results of a preliminary independent in vitro study indicating that a test compound of the Company previously tested on the Influenza virus showed "significant virucidal activity against a strain of the Severe Acute Respiratory Syndrome (SARS) virus." In January 2004 the Company announced that it intends to conduct two further studies. The first study is intended to repeat the previously announced results, which demonstrated the compound to be 100 percent effective in preventing non-infected ferrets in close proximity to an infected ferret from becoming infected with the Influenza A virus. The second study is a dose ranging study on the test compound. Upon dosage determination and confirmation results from this forthcoming animal model study, a human proof of concept study using a virus challenge with Influenza A virus in a quarantine unit can be the next step. In January 2004, the Company also reported that its compound has shown virucidal and virustatic activity against the strain 3B of the Human Immunodeficiency Virus Type 1 (HIV-1) in an in-vitro study.

In January 2004, a broad anti-viral compound was determined to be effective in in-vitro and in-vivo studies for applications such as Influenza A&B, SARS, and Herpes Simplex 1, and since this Sialorrhea formulation is a derivative compound of the anti-viral formulation, ongoing testing for this Sialorrhea compound is being reconsidered and probably will be discontinued.

In April 2004, the Company announced the results of a preliminary, pre-clinical animal study which measured the effect of its proprietary patent applied for formulation against ionizing (nuclear) radiation. This study determined that parenteral (injection) administration of the study compound was protective against the effects of a lethal, whole body ionizing radiation dose in a mouse model. This compound is being investigated to potentially reduce the effects of radiation exposure on humans.

In October 2004, the Company announced that the U.S. Patent and Trademark Office has approved the issuance of a patent for the Company's QR-440, filed on April 23, 2003, for a naturally derived compound developed for the treatment of arthritis and related inflammatory disorders. The Company is preparing to begin pre-clinical testing, leading to a submission of an Investigational New Drug application to the U. S Food and Drug Administration, for potential approval as a prescription drug.

EFFECT OF RECENT ACCOUNTING PRONOUNCEMENTS

FIN 46R, CONSOLIDATION OF VARIABLE INTEREST ENTITIES -- AN INTERPRETATION OF ARB 51 (REVISED DECEMBER 2003)

In December 2003, the Financial Accounting Standards Board (FASB or the "Board") issued FASB Interpretation No. 46 (revised December 2003), CONSOLIDATION OF VARIABLE INTEREST ENTITIES (FIN 46R), to address certain implementation issues. FIN 46R varies significantly from FASB Interpretation No. 46, CONSOLIDATION OF VARIABLE INTEREST ENTITIES (FIN 46), which it supersedes. FIN 46R requires the application of either FIN 46 or FIN 46R by "Public Entities" to all Special Purpose Entities ("SPEs") at the end of the first interim or annual reporting period ending after December 15, 2003. FIN 46R is applicable to all non-SPEs created prior to February 1, 2003 by Public Entities that are not small business issuers at the end of the first interim or annual reporting period ending after March 15, 2004. The Company has determined that Scandasystems, a related party (see Note 7, "Variable Interest Entity"), qualifies as a variable interest entity and the Company has consolidated Scandasystems beginning with the quarter ended March 31, 2004. Due to the fact that the Company has no long-term contractual commitments or guarantees, our maximum exposure to loss is insignificant.

CRITICAL ACCOUNTING POLICIES

As previously described, the Company is engaged in the development, manufacturing, and marketing of health and homeopathic products that are being offered to the general public and involved in the research and development of potential prescription products. Certain key accounting policies that may affect the results of the Company are the timing of revenue recognition and sales incentives (including coupons, rebates, co-operative advertising and discounts), the classification of advertising expenses, and the fact that all research and development costs are expensed as incurred. See Note 1, "Organization and Business" which describes the Company's other significant accounting policies.

REVENUE RECOGNITION

Cold Remedy sales are recognized at the time ownership and risk of loss is transferred to the customer, which is primarily the time the shipment is received by the customer. In the case of the Health and Wellness segment, sales are recognized at the time goods are shipped to the customer. Sales returns and allowances are provided for in the period that the related sales are recorded, which are based on historical experience. The 2004 results and balances at September 30, 2004 include a returns provision of approximately $1,200,000 in the event of future product returns following the discontinuation of the Cold-Eeze(R) Cold Remedy Nasal Spray product in September 2004.

ADVERTISING

Advertising costs are expensed within the period to which they relate. Advertising expense is made up of media advertising, presented as part of sales and marketing expense; co-operative advertising, which is accounted for as a deduction from sales; and bonus product, which is accounted for as part of cost of sales. The level of advertising expense to be incurred is determined each period to coincide with management's sales and marketing strategies. Advertising costs incurred for the three month periods ended September 30, 2004 and 2003 were $668,715 and $1,120,256, respectively. For the nine month periods ended September 30, 2004 and 2003, these costs were $2,258,469 and $2,514,575, respectively. This expense item decreased in the 2004 reporting periods due primarily to the favorable impact on the co-operative advertising expense due to the Cold-Eeze(R) Nasal Spray returns provision and the expensing in 2003 of a prepaid advertising item perceived as not having any long term value. The Company continues to support and promote the Cold-Eeze(R) products through a combination of trade based advertising and strategic media advertising. Included in prepaid expenses and other current assets was $28,125 and $68,000 at September 30, 2004 and December 31, 2003, respectively, relating to prepaid advertising expenses.

RESEARCH AND DEVELOPMENT

Research and development costs are charged to operations in the year incurred. Expenditures for the three month periods ended September 30, 2004 and 2003 were $627,344 and $1,230,245, respectively, and expenditures for the nine month periods ended September 30, 2004 and 2003 were $2,395,193 and $2,599,250, respectively. Principally, research and development is part of the product research costs related to Pharma and study costs associated with Cold-Eeze(R). Expenditures for 2003 also included study costs relating to Cold-Eeze(R) Cold Remedy Nasal Spray. Pharma is currently involved in research activity that is expected to increase significantly over time as product research and testing progresses. The Company is at the initial stages of what may be a lengthy process to develop potential commercial prescription products.

RESULTS OF OPERATIONS

THREE MONTHS ENDED SEPTEMBER 30, 2004 COMPARED WITH THREE MONTHS ENDED SEPTEMBER 30, 2003

Net sales for the three month period ended September 30, 2004 were $9,690,858, reflecting a decrease of $221,369 over the net sales of $9,912,227 for the comparable three month period ended September 30, 2003. The Cold Remedy segment reported net sales in 2004 of $4,998,940, an increase of $384,386 or 8.3% over the comparable 2003 period of $4,614,554. The Health and Wellness segment reported net sales in 2004 of $4,691,918, a reduction of $605,755 or 11.4% over the net sales of $5,297,673 for the comparable 2003 period.

Net sales of the Cold Remedy segment in 2004 were adversely affected by the discontinuation of the Cold-Eeze(R) nasal spray product resulting in a reduction to net sales of approximately $974,000 in anticipation of future customer returns of the product. Excluding the discontinuation effects of the nasal product, the remaining Cold Remedy products' net sales exceeded the comparable 2003 period possibly due to the momentum maintained during 2004 from the strong performance in the fourth quarter of 2003. The Cold-Eeze(R) products continued to be supported by the Company in the period through co-operative advertising programs with our customers.

The reduction of net sales reported by the Health and Wellness segment in 2004 is attributable to the effect of a decline in the number of active domestic independent representatives, which was partially offset by increasing international net sales contributing $619,876 during the third quarter of 2004 compared to $478,377 for the comparable period in 2003.

Cost of sales as a percentage of net sales for the three months ended September 30, 2004 was 60.8% compared to 54.7% for the comparable 2003 period, an increase of 6.1%. The primary influence during the quarter that resulted in increased cost was the discontinuation of the nasal spray product, which resulted in a reduction to net sales of approximately $974,000 and a charge for remaining obsolete product in the amount of $422,000. Other reasons for the increased cost were due to fluctuations in the product mix. The Health and Wellness segment reported no significant cost of sales variation between the periods.

Sales and marketing expense for the three month period ended September 30, 2004 was $915,550, a decrease of $179,936 over the comparable 2003 period amount of $1,095,486. The decrease between the periods was primarily due to reduced media advertising costs in 2004 influenced by the expensing of an amount of $165,000 in the 2003 period not expected to have a future value.

General and administration costs for the three month period ended September 30, 2004 was $2,313,609 compared to $2,046,915 during the 2003 period, an increase of $266,694 between the periods. The increase in 2004 was primarily due to increased payroll costs for the period.

Research and development costs during the three months ended September 30, 2004 were $627,344 compared to $1,230,245 during the 2003 comparable period, reflecting a decrease in 2004 of $602,901, primarily as a result of decreased Pharma segment study costs and reduced study activity related to the Cold-Eeze(R) products.

Total assets of the Company at September 30, 2004 and December 31, 2003 were $22,842,183 and $26,269,759, respectively. Working capital decreased by $1,459,630 to $16,797,724 at September 30, 2004. The primary influences on working capital during 2004 were effective account collections as reflected in accounts receivable balances decreasing by $3,893,717 and decreases in accrued advertising, royalties and commissions balances by a combined amount of $1,414,015 due to the slowdown in sales activity prior to the commencement of the forthcoming cold season.

NINE MONTHS ENDED SEPTEMBER 30, 2004 COMPARED WITH NINE MONTHS ENDED SEPTEMBER 30, 2003

Net sales for the nine month period ended September 30, 2004 were $26,197,657, an increase of $1,089,758 or 4.3% over the net sales of $25,107,899 for the comparable nine month period ended September 30, 2003. The Cold Remedy segment reported net sales in 2004 of $10,682,611, an increase of $1,248,295 or 13.2% over the comparable 2003 period of $9,434,316. The Health and Wellness segment reported net sales in 2004 of $15,515,046, a decrease of $158,537 or 1% over the net sales of $15,673,583 for the comparable 2003 period.

Net sales of the Cold Remedy segment in 2004 increased significantly over 2003, continuing the momentum present during the fourth quarter of 2003. The 2004 net sales include the impact of a provision reducing net sales by approximately $974,000 due to the discontinuation of the Cold-Eeze nasal spray product and the

need to provide for anticipated customer returns. The Company provides strong marketing support to the segment by way of media advertising, co-operative advertising programs with the trade and product bonus programs that benefit the consumer.

The Health and Wellness segment reported decreased net sales in 2004. This decreased activity is largely attributable to reduced domestic sales as a result of the reduction in active independent representatives. International sales in 2004 were $2,277,886 compared to $697,390 for the 2003 period.

Cost of sales as a percentage of net sales for the nine months ended September 30, 2004 was 57.6% compared to 56.4% for the comparable 2003 period, an increase of 1.2%. The cost of sales of the Cold Remedy segment was adversely affected in the 2004 period by the discontinuation of the nasal spray product as a result of the reduction in net sales of approximately $974,000 and a charge for remaining obsolete product in the amount of $422,000. Other reasons for the increased cost were due to fluctuations in the product mix. The Health and Wellness segment reflected a small increase in the percentage demonstrating variation in commissions payable to the independent representatives related to product mix, period sales promotions and product procurement costs.

Sales and marketing expense for the nine month period ended September 30, 2004 was $3,373,090, a decrease of $65,750 over the comparable 2003 period amount of $3,438,840. The decrease between the periods was primarily due to decreased outside advertising, increased brokers' commission and payroll costs, mitigated by reductions in other expense categories. The outside advertising expense was reduced in 2004 due to the expensing in 2003 of a media item perceived not to have future value.

General and administration costs for the nine month period ended September 30, 2004 was $7,118,849 compared to $6,800,522 during the 2003 period, an increase of $318,327 between the periods. The increase in 2004 was primarily due to reduced consultancy and tax costs along with increased payroll costs related to the Health and Wellness segment, increased payroll costs related to the Cold Remedy segment and increased legal and insurance costs.

Research and development costs during the nine months ended September 30, 2004 were $2,395,193 compared to $2,599,250 during the 2003 comparable period, reflecting a decrease in 2004 of $204,057, the majority of which reflects reduced expenditure in 2004 associated with Cold-Eeze(R) related study projects that more than offset a small increase in Pharma segment study costs in the 2004 period.

LIQUIDITY AND CAPITAL RESOURCES

The Company had working capital of $16,797,724 and $18,257,354 at September 30, 2004 and December 31, 2003, respectively, resulting in a decrease of $1,459,630. Changes in working capital overall have been primarily due to the following items: cash balances increased by $311,309; accounts receivable decreased by $3,893,717 due to seasonal fluctuations, effective cash collections, and a returns provision of approximately $1,200,000 related to the discontinued nasal spray product; inventory balances increased by $516,896, such increase was lessened by a product obsolescence provision of approximately $422,000 related to the discontinued nasal spray product; accrued advertising decreased by $919,933 as a result of the seasonality of the cold remedy products and related co-operative advertising activity; royalty and sales commission liabilities decreased by $494,082 related to the cold-season cycle and the effect of such seasonality on account receivables; and other current liabilities decreased by $212,113. Total cash balances at September 30, 2004 were $11,703,398 compared to $11,392,089 at December 31, 2003. The increase in cash was due to the movements in working capital.

On October 1, 2004, the Company completed the purchase of various assets from JoEl, Inc. Pursuant to the terms of the purchase agreement, the purchase price of the transferred assets was approximately $5.1 million, which included $4.1 million in cash and 113,097 shares of the Company's common stock, valued on the basis of the average closing price as reported on the NASDAQ National Market for the four trading days immediately preceding and after the closing date ($8.64 per share). The assets include inventory, machinery and equipment and the land and buildings of two manufacturing facilities, located in Lebanon and Elizabethtown, Pennsylvania. In addition, the Company entered into various employment agreements in connection with the above acquisition. These agreements have an annual aggregate commitment of approximately $230,000 and expire in December 2006.

In connection with the asset acquisition, the Company entered into a $3.0 million loan agreement with PNC Bank N.A. The term loan is payable in monthly payments of approximately $38,500 plus interest, and matures in October 2011. The loan provides the Company with the option to select, from time to time, either the prime rate or the LIBOR base rate plus 2%. The loan agreement requires the maintenance of certain financial ratios.

Management believes that its revised strategy to establish Cold-Eeze(R) as a recognized brand name, its broader range of products, its diversified distribution methods as it relates to the Health and Wellness business segment, adequate manufacturing capacity and growth in international sales, together with its current working capital, should provide an internal source of capital to fund the Company's business operations. In addition to anticipated funding from operations, the Company and its subsidiaries may in the short and long term raise capital through the issuance of equity securities to finance anticipated growth.

Management is not aware of any trends or uncertainties that may have a material negative impact upon the Company's (a) short-term or long-term liquidity, or (b) net sales, revenues or income from operations. Any challenge to the Company's patent rights could have a material adverse effect on future liquidity of the Company; however, the Company is not aware of any condition that would make such an event probable.

Management believes that cash generated from operations along with its current cash balances will be sufficient to finance working capital and capital expenditure requirements for at least the next twelve months.

CAPITAL EXPENDITURES

On October 1, 2004, the Company completed the purchase of various assets from JoEl, Inc. Pursuant to the terms of the purchase agreement, the purchase price of the transferred assets was approximately $5.1 million, which included $4.1 million in cash and 113,097 shares of the Company's common stock, valued on the basis of the average closing price as reported on the NASDAQ National Market for the four trading days immediately preceding and after the closing date ($8.64 per share). The assets include inventory, machinery and equipment and the land and buildings of two manufacturing facilities, located in Lebanon and Elizabethtown, Pennsylvania. In addition, the Company entered into various employment agreements in connection with the above acquisition. These agreements have an annual aggregate commitment of approximately $230,000 and expire in December 2006.

In connection with the asset acquisition, the Company entered into a $3.0 million loan agreement with PNC Bank N.A. The term loan is payable in monthly payments of approximately $38,500 plus interest, and matures in October 2011. The loan provides the Company with the option to select, from time to time, either the prime rate or the LIBOR base rate plus 2%. The loan agreement requires the maintenance of certain financial ratios.

With the exception of the Cold-Eeze(R) lozenge products, the Company's products are manufactured by outside sources, therefore capital expenditures during the remainder of 2004 may not be material.

OFF-BALANCE SHEET ARRANGEMENTS

It is not the Company's usual business practice to enter into off-balance sheet arrangements such as guarantees on loans and financial commitments, indemnification arrangements, and retained interests in assets transferred to an unconsolidated entity for securitization purposes. Consequently, the Company has no off-balance sheet arrangements that have, or are reasonably likely to have, a material current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's operations are not subject to risks of material foreign currency fluctuations nor does it use derivative financial instruments in its investment practices. The Company places its marketable investments in instruments that meet high credit quality standards. The Company does not expect material losses with respect to its investment portfolio or exposure to market risks associated with interest rates. The impact on the Company's results of a one percentage point change in short-term interest rates would not have a material impact on the Company's future earnings, fair value, or cash flows related to investments in cash equivalents or interest earning marketable securities.

ITEM 4. CONTROLS AND PROCEDURES

Based on their evaluation, as of the end of the period covered by this report, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934) are effective. There have been no significant changes in internal controls or in other factors

that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

GOLDBLUM AND WAYNE.

An action was commenced on March 17, 1996 by Goldblum and Wayne in the Court of Common Pleas of Montgomery County alleging that the plaintiffs became owners of 500,000 shares each of the Company's common stock in or about 1990 and requested damages in excess of $100,000.00 for breach of contract and conversion. The Company vigorously defended this law suit through trial during January, 2004 when the jury returned a unanimous verdict in favor of the Company. Plaintiffs filed a Motion for Post Trial Relief with the Court of Common Pleas of Montgomery County but failed to produce a record or file a Brief in Support of their Motion within the timelines called for by the Pennsylvania Rules of Civil Procedure. The Quigley Corporation has taken judgment on the verdict in its favor and the appeal period has expired. This action is now concluded.

POLSKI VS. THE QUIGLEY CORPORATION.

On August 12, 2004, plaintiff filed an action against The Quigley Corporation in the District Court for Hennepin County, Minnesota, which was not served until September 2, 2004. The action alleges that plaintiff suffered certain losses and injuries as a result of the Company's nasal spray product. Among the allegations of plaintiff are negligence, products liability, alleged breach of express and implied warranties, and an alleged breach of the Minnesota Consumer Fraud Statute.

The Company has investigated the claims and believes that they are without merit. At the present time the matter is being defended by the Company's insurance carrier.

The Company believes plaintiff's claims are without merit and is vigorously defending those claims. Based upon the information the Company has at this time, it believes the action will not have a material impact to the Company. However, at this time no prediction as to the outcome can be made.

ANGELFIRE, ARVIN, EDWARDS, HOHNSTEIN, HOFFMAN, LAURENT, SMALLEY, AND WILLIAMS VS. THE QUIGLEY CORPORATION.

On November 4, 2004, plaintiffs filed an action in the Court of Common Pleas of Bucks County, Pennsylvania, against The Quigley Corporation. The action alleges that plaintiffs suffered certain losses and injuries as a result of using the Company's nasal spray product. Among the allegations of plaintiffs are claims that The Quigley Corporation is liable to them based on alleged false and misleading advertising, alleged negligence, alleged products liability for defective design, alleged breach of express warranty, alleged breach of implied warranty, and alleged violations of the Pennsylvania Unfair Trade Practices and Consumer Protection Law and other Consumer Protection Statutes.

The Company believes that plaintiffs' claims are without merit. No pre-trial discovery and motions have been filed because the Company has yet to be served with the complaint. No prediction can be made as to the outcome of this case at this time.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

(1)	Exhibit 31.1	Certification by the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
(2)	Exhibit 31.2	Certification by the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
(3)	Exhibit 32.1	Certification by the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(4)	Exhibit 32.2	Certification by the Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE QUIGLEY CORPORATION

By: /s/ George J. Longo

George J. Longo
Vice President, Chief Financial Officer

Date: November 12, 2004

EXHIBIT 31.1

CERTIFICATIONS

I, Guy J. Quigley, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Quigley Corporation, a Nevada corporation (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2004

By: /s/ Guy J. Quigley

Guy J. Quigley
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATIONS

I, George J. Longo, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Quigley Corporation, a Nevada corporation (the "registrant"');

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2004

By: /s/ George J. Longo

George J. Longo
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. ss.1350)

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. ss.1350), the undersigned, Guy J. Quigley, the Chief Executive Officer of The Quigley Corporation, a Nevada corporation (the "Company"), does hereby certify, to his knowledge, that:

The Quarterly Report on Form 10-Q for the quarter ended September 30, 2004 of the Company (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Guy J. Quigley

Guy J. Quigley
Chief Executive Officer
November 12, 2004

EXHIBIT 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. ss.1350)

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. ss.1350), the undersigned, George J. Longo, the Chief Financial Officer of The Quigley Corporation, a Nevada corporation (the "Company"), does hereby certify, to his knowledge, that:

The Quarterly Report on Form 10-Q for the quarter ended September 30, 2004 of the Company (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ George J. Longo

George J. Longo
Chief Financial Officer
November 12, 2004