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

FORM 10-Q

(Mark One)

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

For the quarterly period ended **March 31, 2009**

or

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

For the transition period from _____ to _____

Commission File Number: 0-21617

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.)
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 ☒ No ☐

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

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

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☒

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

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

As of May 1, 2009, there were 12,908,383 shares of common stock, $.0005 par value per share, outstanding.

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Part I. Financial Information

Item 1. Condensed Consolidated Financial Statements

THE QUIGLEY CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS	March 31, 2009 (Unaudited)	December 31, 2008
CURRENT ASSETS:		
Cash and cash equivalents	$ 12,244,227	$ 11,956,796
Accounts receivable (net of doubtful accounts of $140,942 and $131,162)	1,796,372	4,523,519
Inventory, net	3,245,648	3,001,001
Prepaid expenses and other current assets	732,511	1,185,113
TOTAL CURRENT ASSETS	18,018,758	20,666,429
PROPERTY, PLANT AND EQUIPMENT – net	3,580,866	3,666,748
OTHER ASSETS:		
Other assets	35,454	35,454
TOTAL OTHER ASSETS	35,454	35,454
TOTAL ASSETS	$ 21,635,078	$ 24,368,631

LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 290,937	$ 693,839
Accrued royalties and sales commissions	3,633,887	3,791,519
Accrued advertising	1,092,438	1,306,341
Other current liabilities	1,043,003	803,054
TOTAL CURRENT LIABILITIES	6,060,265	6,594,753
COMMITMENTS AND CONTINGENCIES (Note 7)		
STOCKHOLDERS' EQUITY:		
Common stock, $.0005 par value; authorized 50,000,000; Issued: 17,554,436 and 17,554,436 shares	8,777	8,777
Additional paid-in-capital	37,599,405	37,599,405
Retained earnings	3,154,790	5,353,855
Less: Treasury stock, 4,646,053 and 4,646,053 shares, at cost	(25,188,159)	(25,188,159)
TOTAL STOCKHOLDERS' EQUITY	15,574,813	17,773,878
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 21,635,078	$ 24,368,631

See accompanying notes to condensed consolidated financial statements

THE QUIGLEY CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended	
	March 31, 2009	March 31, 2008
NET SALES	$ 3,986,547	$ 5,305,034
COST OF SALES	1,634,334	1,735,516
GROSS PROFIT	2,352,213	3,569,518
OPERATING EXPENSES:		
Sales and marketing	2,024,155	2,232,241
Administration	2,289,845	2,508,206
Research and development	248,439	1,410,302
TOTAL OPERATING EXPENSES	4,562,439	6,150,749
LOSS FROM OPERATIONS	(2,210,226)	(2,581,231)
INTEREST AND OTHER INCOME	11,161	136,265
LOSS FROM CONTINUING OPERATIONS BEFORE TAXES	(2,199,065)	(2,444,966)
INCOME TAXES (BENEFIT)	-	-
LOSS FROM CONTINUING OPERATIONS	(2,199,065)	(2,444,966)
DISCONTINUED OPERATIONS:		
Gain on disposal of health and wellness operations	-	736,252
Income from discontinued operations	-	139,264
NET LOSS	$ (2,199,065)	$ (1,569,450)
Basic earnings per common share:		
Loss from continuing operations	$ (0.17)	$ (0.19)
Income from discontinued operations	-	0.07
Net Loss	$ (0.17)	$ (0.12)
Diluted earnings per common share:		
Loss from continuing operations	$ (0.17)	$ (0.19)
Income from discontinued operations	-	0.07
Net Loss	$ (0.17)	$ (0.12)
Weighted average common shares outstanding:		
Basic	12,908,383	12,859,433
Diluted	12,908,383	12,859,433

See accompanying notes to condensed consolidated financial statements

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

	Thre Months Ended	
	March 31, 2009	March 31, 2008
NET CASH PROVIDED BY OPERATING ACTIVITIES	$ 358,758	$ 1,010,338
INVESTING ACTIVITIES:		
Capital expenditures	(71,327)	(11,245)
NET CASH FLOWS USED IN INVESTING ACTIVITIES	(71,327)	(11,245)
FINANCING ACTIVITIES:		
Proceeds from exercises of options	-	7,911
NET CASH FLOWS PROVIDED BY FINANCING ACTIVITIES	-	7,911
CASH FLOWS FROM DISCONTINUED OPERATIONS:		
Gain from discontinued operations	-	(875,516)
Proceeds from sale of discontinued operations	-	1,000,000
NET CASH PROVIDED BY DISCONTINUED OPERATIONS	-	124,484
NET INCREASE IN CASH	287,431	1,131,488
CASH & CASH EQUIVALENTS, BEGINNING OF PERIOD	11,956,796	15,133,546
CASH & CASH EQUIVALENTS, END OF PERIOD	$ 12,244,227	$ 16,265,034

See accompanying notes to condensed consolidated financial statements

THE QUIGLEY CORPORATION
NOTES TO CONDENSED 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 along with the research and development of potential prescription products. The Company is organized into three business segments: Cold Remedy, Contract Manufacturing and Ethical Pharmaceutical. For the fiscal periods presented, the majority of the Company's revenues have come from the Company's Cold Remedy segment.

The Company's principal cold-remedy product, Cold-EezeÒ, a zinc gluconate glycine formulation (ZIGG™) is an over-the-counter consumer product used to reduce the duration and severity of the common cold. The lozenge form of the product is manufactured by Quigley Manufacturing Inc. ("QMI"), a wholly owned subsidiary of the Company, which was formed following the acquisition of certain assets and assumption of certain liabilities of JoEl, Inc., the contract manufacturer of the lozenge product prior to October 1, 2004.

In January 2001, the Company formed an Ethical Pharmaceutical segment which is now Quigley Pharma Inc. ("Pharma"), a wholly-owned subsidiary of the Company. The result of that segment's research and development activity may enable the Company to diversify into the prescription drug market.

On February 29, 2008, the Company sold Darius International Inc. ("Darius") to InnerLight Holdings, Inc., whose major shareholder is Mr. Kevin P. Brogan, the then president of Darius. Darius marketed health and wellness products through its wholly-owned subsidiary, Innerlight Inc. that constituted the Health and Wellness segment of the Company. The terms of the sale agreement included a cash purchase price of $1,000,000 by InnerLight Holdings, Inc. for the stock of Darius and its subsidiaries without guarantees, warranties or indemnifications. See discussion in Note 3 to Condensed Consolidated Financial Statements.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Condensed 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 4, "Variable Interest Entity"). The business activity that gave rise to the VIE accounting was discontinued on March 31, 2008 and therefore this accounting requirement no longer impacts the financial statements of the Company.

On February 29, 2008, the Company sold Darius, the former health and wellness segment of the Company. Results and balances associated with Darius are presented as discontinued operations in the Condensed Consolidated Statements of Operations and the Condensed Consolidated Statements of Cash Flows.

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, 2008. 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. The results of operations for the three months ended March 31, 2009 and 2008 are not necessarily indicative of the results to be expected for the entire year or any other period.

Use of Estimates

The Company's Condensed Consolidated Financial Statements are prepared in accordance with generally accepted accounting principles ("GAAP") in the United States of America. In connection with the preparation of the Condensed Consolidated Financial Statements, the Company is required to make assumptions and estimates about future events, and apply judgments that affect the reported amounts of assets, liabilities, revenue, expenses and related disclosures. These assumptions, estimates and judgments are based on historical experience, current trends and other factors that management believes to be relevant at the time the Condensed Consolidated Financial Statements are prepared. Management reviews the accounting policies, assumptions, estimates and judgments on a quarterly basis to ensure the financial statements are presented fairly and in accordance with GAAP. However, because future events and their effects cannot be determined with certainty, actual results could differ from these assumptions and estimates, and such differences could be material.

The Company is organized into three different but related business segments, Cold-Remedy, Contract Manufacturing and Ethical Pharmaceutical. When providing for the appropriate sales returns, allowances, cash discounts and cooperative incentive promotion costs, each segment applies a uniform and consistent method for making certain assumptions for estimating these provisions that are applicable to each specific segment. Traditionally, these provisions are not material to reported revenues in the Contract Manufacturing segment and the Ethical Pharmaceutical segment does not have any revenues.

Provisions to these reserves within the Cold Remedy segment include the use of such estimates, which are applied or matched to the current sales for the period presented. These estimates are based on specific customer tracking and an overall historical experience to obtain an applicable effective rate. Estimates for sales returns are tracked at the specific customer level and are tested on an annual historical basis, and reviewed quarterly, as is the estimate for cooperative incentive promotion costs. Cash discounts follow the terms of sales and are taken by virtually all customers. Additionally, the monitoring of current occurrences, developments by customer, market conditions and any other occurrences that could affect the expected provisions for any future returns or allowances, cash discounts and cooperative incentive promotion costs relative to net sales for the period presented are also performed.

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.

Inventory Valuation

Inventory is valued at the lower of cost, determined on a first-in, first-out basis (FIFO), or market. Inventory items are analyzed to determine cost and the market value and appropriate valuation reserves are established. The consolidated financial statements include a specific reserve for excess or obsolete inventory of $1,025,358 and $1,200,803 as of March 31, 2009 and December 31, 2008, respectively. Inventories included raw material, work in progress and packaging amounts of approximately $894,000 and $975,000 at March 31, 2009 and December 31, 2008, respectively, with the remainder comprising finished goods.

Property, Plant and Equipment

Property, plant and equipment are 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 to thirty-nine years; machinery and equipment - five to seven years; computer software - three years; and furniture and fixtures – seven years.

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 several major financial institutions. Due to the nature of the funds maintained by the Company, all fund balances are completely guaranteed due to the Temporary Guarantee Program for Money Market Funds and the unlimited FDIC coverage available to non-interest bearing transaction accounts. The Company will continue to monitor these programs as they contain future expiry dates and to limit the amount of credit exposure with any one financial 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. It is not anticipated that any one customer will exceed 10% of consolidated sales in 2009. 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 42% of sales volume for each of the respective three month periods ended March 31, 2009 and 2008. Customers comprising the five largest accounts receivable balances represented 44% and 46% of total trade receivable balances at March 31, 2009 and 2008, respectively. During the three month periods ended March 31, 2009 and 2008, all of the Company's net sales for each period were related to domestic markets.

The Company's revenues are currently generated from the sale of the Cold-Remedy products which approximated 84% and 89% of total revenues in the three month periods ended March 31, 2009 and 2008, respectively. The revenues of the Contract Manufacturing segment approximated 16% and 11% of the Company's revenues for the respective three month periods.

Raw materials used in the production of the products are available from numerous sources. Raw materials for the Cold-Eeze® lozenge product are currently procured from a single vendor in order to secure purchasing economies. In a situation where this one vendor is not able to supply QMI with the ingredients, other sources have been identified. Should these product sources 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.

Long-lived Assets

The Company reviews its long-lived assets with definite lives 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. At December 31, 2008, the Company recognized an impairment charge of $300,000 due to adverse profit margins related to the hard candy business of QMI with such expense reflected in cost of sales. No further charge was required during the first quarter of 2009.

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 Contract Manufacturing segment, when the product is shipped to the customer. Revenue is reduced for trade promotions, estimated sales returns, cash discounts and other allowances in the same period as the related sales are recorded. The Company makes estimates of potential future product returns and other allowances related to current period revenue. The Company analyzes historical returns, current trends, and changes in customer and consumer demand when evaluating the adequacy of the sales returns and other allowances. The consolidated financial statements include reserves of $1,438,843 for future sales returns and $231,174 for other allowances as of March 31, 2009 and $1,427,045 and $280,973 at December 31, 2008, respectively. The reserves also include an estimate of the uncollectability of accounts receivable resulting in a reserve of $140,942 and $131,162 at March 31, 2009 and December 31, 2008, respectively.

Operating expenses

Agreements relating to the Cold Remedy segment with a major national sales brokerage firm are for this firm to sell the manufactured Cold-Eeze® product to our customers. Such related costs are presented in the financial statements as selling expenses.

Shipping and Handling

Product sales relating to the Cold Remedy and Contract Manufacturing segments include shipping and handling charges to the purchaser as part of the invoiced price, which is classified as revenue. 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.

No stock options were granted in the three month periods ended March 31, 2009 and 2008.

Advertising and Incentive Promotions

Advertising and incentive promotion costs are expensed within the period in which they are utilized. Advertising and incentive promotion expense is comprised of media advertising, presented as part of sales and marketing expense; cooperative incentive promotions and coupon program expenses, which are accounted for as part of net sales; and free product, which is accounted for as part of cost of sales. Advertising and incentive promotion costs incurred for the three month periods ended March 31, 2009 and 2008 were $2,207,240 and $2,472,761, respectively. Included in prepaid expenses and other current assets was $60,000 and $241,971 at March 31, 2009 and December 31, 2008, respectively, relating to prepaid advertising and promotion expenses.

Research and Development

Research and development costs are charged to operations in the period incurred. Expenditures for the three month periods ended March 31, 2009 and 2008 were $248,439 and $1,410,302, respectively. Principally, research and development costs are related to Pharma's study activities and costs associated with Cold-EezeÒ products.

Income Taxes

The Company utilizes the 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. 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. See Note 9 - Income Taxes, for further discussion.

Effective January 1, 2007, the Company adopted Financial Interpretation ("FIN") No. 48,*Accounting for Uncertainty in Income Taxes-An Interpretation of FASB Statement No. 109.* This interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The interpretation contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with SFAS No. 109. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount which is more than fifty percent likely of being realized upon ultimate settlement. The interpretation also provides guidance on derecognition, classification, interest and penalties, and other matters. The adoption did not have an effect on the Consolidated Financial Statements.

As a result of the Company's continuing tax losses, the Company has recorded a full valuation allowance against a net deferred tax asset. Additionally, the Company has not recorded a liability for unrecognized tax benefits subsequent to the adoption of FIN 48.

The tax years 2004-2008 remain open to examination by the major taxing jurisdictions to which the Company is subject.

Fair Value of Financial Instruments

Cash and cash equivalents, accounts receivable and accounts payable are reflected in the Consolidated Financial Statements at carrying value which approximates fair value because of the short-term maturity of these instruments.

Recently Issued Accounting Standards

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 157, **"*Fair Value Measurements*" ("SFAS 157")**. SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP) and expands disclosures about fair value measurements. SFAS 157 is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The adoption of this standard has not had a significant impact on the Company's consolidated financial position, results of operations or cash flows.

In December 2007, the FASB issued Statement of Financial Accounting Standard No. 160, ***"Noncontrolling Interests in Consolidated Financial Statements — an amendment of ARB No. 51"* ("FAS 160")**. FAS 160 establishes accounting and reporting standards for the non-controlling interest in a subsidiary and for the retained interest and gain or loss when a subsidiary is deconsolidated. This statement is effective for financial statements issued for fiscal years beginning on or after December 15, 2008 with earlier adoption prohibited. The adoption of this standard has not had a significant impact on the Company's consolidated financial position, results of operations or cash flows.

In December 2007, the FASB issued SFAS No. 141R, ***"Business Combinations,"* ("SFAS 141R")** which establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree. SFAS 141R also establishes disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. SFAS 141R applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008, and interim periods within those fiscal years. The adoption of this standard has not had a significant impact on the Company's consolidated financial position, results of operations or cash flows.

In March 2008, the Financial Accounting Standards Board issued Statement of Financial Accounting Standard ***("SFAS") No. 161 "Disclosures about Derivative Instruments and Hedging Activities"***. SFAS 161 is intended to improve financial reporting about derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity's financial position, financial performance, and cash flows. It is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. The adoption of this standard has not had a significant impact on the Company's consolidated financial position, results of operations or cash flows.

In May 2008, the FASB issued **SFAS No. 162, The Hierarchy of Generally Accepted Accounting Principles**. SFAS 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with GAAP. SFAS 162 directs the GAAP hierarchy to the entity, not the independent auditors, as the entity is responsible for selecting accounting principles for financial statements that are presented in conformity with GAAP. SFAS 162 is effective 60 days following the SEC's approval of PCAOB Auditing Standard No. 6, Evaluating Consistency of Financial Statements (AS/6). The adoption of FASB 162 is not expected to have a material impact on the Company's financial position.

In June 2008, the FASB ratified EITF Issue No. 07-5, ***Determining whether an Instrument (or Embedded Feature) is indexed to an Entity's Own Stock ("EITF 07-5").*** EITF 07-5 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early application is not permitted. EITF 07-5 provides a new two-step model to be applied in determining whether a financial instrument or an embedded feature is indexed to an issuer's own stock and thus able to qualify for the SFAS No. 133 paragraph 11(a) scope exception. The adoption of this standard has not had a significant impact on the Company's consolidated financial position, results of operations or cash flows.

NOTE 3 – DISCONTINUED OPERATIONS

On February 29, 2008, the Company sold Darius to InnerLight Holdings, Inc., whose major shareholder is Mr. Kevin P. Brogan, the then president of Darius. Darius was formed by The Quigley Corporation in 2000 to introduce new products to the marketplace through a network of independent distributor representatives. Darius marketed health and wellness products through its wholly-owned subsidiary, Innerlight Inc. that constituted the Health and Wellness segment of the Company. The terms of the sale agreement include a cash purchase price of $1,000,000 by InnerLight Holdings, Inc. for the stock of Darius and its subsidiaries without guarantees, warranties or indemnifications.

Darius sales in 2008, until date of disposal on February 29, 2008, were $2,188,815. Net income for 2008 until date of disposal on February 29, 2008 was $139,264. Results of operations for Darius in 2008 are presented as discontinued operations in the Condensed Consolidated Statements of Operations and Cash Flows.

For the three months ended March 31, 2008, the Company recorded a gain on the disposal of Darius of $736,252, as a result of sales proceeds of $1,000,000 less residual investment of $5,000 and net assets of Darius of $258,748 on the date of sale, which are reported as discontinued operations.

NOTE 4 – VARIABLE INTEREST ENTITY

In December 2003, the FASB 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 had determined that Scandasystems, a related party, qualified as a variable interest entity and the Company consolidated Scandasystems beginning with the quarter ended March 31, 2004. Due to the fact that the Company had no long-term contractual commitments or guarantees, the maximum exposure to loss was insignificant.

The Company has determined that the conditions that applied in the past giving rise to the application of FIN 46R to the relationship between the Company and Scandasystems no longer apply. Therefore, effective with quarter ended March 31, 2008, Scandasystems balances are no longer consolidated with the Company's financial results and balances.

NOTE 5 – PATENT RIGHTS AND RELATED ROYALTY COMMITMENTS

The Company has maintained a separate representation and distribution agreement relating to the development of the zinc gluconate glycine product formulation. In return for exclusive distribution rights, 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, which expired in May 2007. The Company and the developer are in litigation and as such no potential offset from such litigation for these fees have been recorded.

The expenses for the respective periods relating to such agreement amounted to zero for each of the three month periods ended March 31, 2009 and 2008. Amounts accrued for these expenses at both March 31, 2009 and December 31, 2008 were $3,524,031.

NOTE 6 – OTHER CURRENT LIABILITIES

Included in other current liabilities are $516,121 and $215,350 related to accrued compensation at March 31, 2009 and December 31, 2008, respectively.

NOTE 7 – 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 March 31, 2009 and 2008 of $18,452 and $13,693, respectively. The Company has approximate future obligations over the next five years, including the remainder of 2009, as follows:

Year	Research and Development	Property and Other Leases	Product Purchases	Total
2009	$ 486,422	$ 11,089	$ -	$ 497,511
2010	-	-	748,000	748,000
2011	-	-	1,321,000	1,321,000
2012	-	-	671,000	671,000
2013	-	-	-	-
Total	$ 486,422	$ 11,089	$ 2,740,000	$ 3,237,511

Additional research and development costs are expected to be incurred during the remainder of 2009.

During July 2008, the Company entered into an agreement with a vendor to purchase a minimum amount of product, over a three year period in its capacity as an exclusive reseller, marketer and distributor of a cough and cold product incorporating a patented, proprietary delivery system. The total minimum commitment amounted to approximately $3,900,000 of which $2,740,000 remained as of March 31, 2009 as indicated in the table preceding.

On July 2, 2008, the Company entered into an agreement with Dr. Richard Rosenbloom, Executive Vice President and Chief Operating Officer of Pharma, whereby the Company agreed to compensate Dr. Rosenbloom for assigning, to the Company, the entire right, title and interest in and to Dr. Rosenbloom's concepts and/or inventions made prior to the date he became an employee of The Quigley Corporation. In consideration of, and as full compensation for, the covenants made in the agreement, the Company shall pay Dr. Rosenbloom compensation in the amount of five percent (5%) of net sales collected, less certain deductions, of royalty bearing products. This agreement has no current financial impact to the Company due to the absence of Pharma related sales.

See also Note 5 – Patent Rights and Related Royalty Commitments.

TERMINATED LEGAL PROCEEDINGS

TESAURO AND ELEY, ET AL VS. THE QUIGLEY CORPORATION
(CCP OF PHILA., AUGUST TERM 2000, NO. 001011)

In September, 2000, the Company was sued by two individuals (Jason Tesauro and Elizabeth Eley, both residents of Georgia), allegedly on behalf of a "nationwide class" of "similarly situated individuals," in the Court of Common Pleas of Philadelphia County, Pennsylvania. The Complaint further alleges that the plaintiffs purchased certain Cold-EezeÒ products between August 1996 and November 1999, based upon cable television, radio and internet advertisements, which allegedly misrepresented the qualities and benefits of the Company's products. The Complaint, as pleaded originally, requested an unspecified amount of damages for violations of Pennsylvania's consumer protection law, breach of implied warranty of merchantability and unjust enrichment, as well as a judicial determination that the action be maintained as a class action. In October 2000, the Company filed Preliminary Objections to the Complaint seeking dismissal of the action. The court sustained certain objections, thereby narrowing plaintiffs' claims.

In May 2001, plaintiffs filed a motion to certify the putative class. The Company opposed the motion. In November 2001, the court held a hearing on plaintiffs' motion for class certification. In January 2002, the court denied in part and granted in part plaintiffs' motion. The court denied plaintiffs' motion to certify a class based on plaintiffs' claims under Pennsylvania consumer protection law, under which plaintiffs sought treble damages, effectively dismissing this cause of action; however, the court certified a class based on plaintiffs' secondary breach of implied warranty and unjust enrichment claims. In August 2002, the court issued an order adopting a form of Notice of Class Action to be published nationally. Significantly, the form of Notice approved by the court included a provision which limits the potential class members who may potentially recover damages in this action to those persons who present a proof of purchase of Cold-EezeÒ during the period from August 1996 through November 1999.

Afterward, a series of pre-trial motions were filed raising issues concerning trial evidence and the court's jurisdiction over the subject matter of the action. In March, 2005, the court held oral argument on these motions. Significantly, on November 8, 2006, the Court entered an Order dismissing the case in its entirety on the basis that the action was preempted by federal law. The plaintiffs appealed the Court's decision in December 2006 to the Superior Court of the Commonwealth of Pennsylvania. On February 19, 2008, the Superior Court upheld defendant's appeal and remanded the case to the Philadelphia County Court of Common Pleas for trial.

This case was tried before a jury on February 2 through February 6, 2009, with the jury returning a verdict in favor of the Company on all counts. No post-trial motions were filed and the plaintiffs did not perfect an appeal. A final judgment has been taken on the jury verdict in favor of the Company.

NOTE 8 – 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 50% beneficial ownership of the Company, a stockholder may exchange one Right for one common share of the Company. The final expiration date of the Plan was September 25, 2008, prior to the amendment.

On May 23, 2008, the Company entered into an amendment ("Amendment No. 1") to the Rights Agreement, dated as of September 15, 1998, between the Company and American Stock Transfer & Trust Company (the "Rights Agreement") dated as of May 20, 2008, pursuant to which the term of the Rights Agreement was extended until September 25, 2018. In addition, Amendment No. 1 added a provision pursuant to which the Company's board of directors may exempt from the provisions of the Rights Agreement an offer for all outstanding shares of the Company's common stock that the directors determine to be fair and not inadequate and to otherwise be in the best interests of the Company and its stockholders, after receiving advice from one or more investment banking firms.

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 March 31, 2009, 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 were repurchased during 2008 and 2009 to date.

During the three months ended March 31, 2009, no options were exercised, compared to 7,000 options exercised in the comparable 2008 period.

NOTE 9 – INCOME TAXES

Certain exercises of options and warrants, and 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. In addition, certain tax benefits for option and warrant exercises totaling $6,805,323 are deferred and will be credited to additional-paid-in-capital when the NOL's attributable to these exercises are utilized. As a result, these NOL's will not be available to offset income tax expense. The net operating loss carry-forwards that currently approximate $24.0 million for federal purposes will be expiring through 2029. Additionally, there are net operating loss carry-forwards of $23.1 million for state purposes that will be expiring through 2029. Until sufficient taxable income to offset the temporary timing differences attributable to operations, the tax deductions attributable to option, warrant and stock activities and alternative minimum tax credits of $110,270 are assured, a valuation allowance equaling the total deferred tax asset is being provided.

NOTE 10 – EARNINGS PER SHARE

Basic loss 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 per share amounts):

	March 31, 2009			March 31, 2008		
	Net Loss	Shares	EPS	Net Loss	Shares	EPS
Basic EPS	$ (2.2)	12.9	$ (0.17)	$ (2.4)	12.8	$ (0.19)
Dilutives:						
Options/Warrants	-	-		-	-	
Diluted EPS	$ (2.2)	12.9	$ (0.17)	$ (2.4)	12.8	$ (0.19)

Options and warrants outstanding at March 31, 2009 and 2008 were 2,113,750 and 2,475,000 respectively. They were not included in the computation of diluted earnings for the periods with a net loss because the effect would be anti-dilutive.

NOTE 11 – SEGMENT INFORMATION

The basis for presenting segment results generally 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 divides its operations into three reportable segments as follows: The Quigley Corporation (Cold-Remedy), whose main product is Cold-Eeze®, a proprietary zinc gluconate glycine lozenge for the common cold; Quigley

Manufacturing (Contract Manufacturing), which is the production facility for the Cold-Eeze® lozenge product and also performs contract manufacturing services for third party customers, and Pharma, (Ethical Pharmaceutical), currently involved in research and development activity to develop patent applications for potential pharmaceutical products.

Financial information relating to 2009 and 2008 continuing operations, by business segment, follows:

For the three months ended March 31, 2009	Cold Remedy	Contract Manufacturing	Ethical Pharmaceutical	Corporate & Other	Total
Revenues					
Customers-domestic	$ 3,332,059	$ 654,488	$ -	$ -	$ 3,986,547
Inter-segment	$ -	$ 385,148	$ -	$ (385,148)	$ -
Segment operating profit (loss)	$ (1,564,219)	$ (495,006)	$ (376,116)	$ 225,115	$ (2,210,226)

For the three months ended March 31, 2008	Cold Remedy	Contract Manufacturing	Ethical Pharmaceutical	Corporate & Other	Total
Revenues					
Customers-domestic	$ 4,712,134	$ 592,900	$ -	$ -	$ 5,305,034
Inter-segment	$ -	$ 1,050,051	$ -	$ (1,050,051)	$ -
Segment operating profit (loss)	$ (817,838)	$ (287,654)	$ (1,578,718)	$ 102,979	$ (2,581,231)

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 products, 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 Quigley Corporation makes no representation that the United States Food and Drug Administration ("FDA") or any other regulatory agency will grant an Investigational New Drug ("IND") or take any other action to allow its formulations to be studied or/and for any granted IND to be 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 such 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 ("SEC").

Overview

The Company, headquartered in Doylestown, Pennsylvania, is a leading manufacturer, marketer and distributor of a diversified range of homeopathic and health products which comprise the Cold Remedy and Contract Manufacturing segments. The Company is also involved in the research and development of potential natural base health products, including, but not limited to, prescription medicines along with supplements and cosmeceuticals for human and veterinary use, which comprise the Ethical Pharmaceutical segment.

The Company's primary business is the manufacture and distribution of cold remedy products to the consumer through the over-the-counter marketplace. One of the Company's key products in its Cold Remedy segment is Cold-EezeÒ, a zinc gluconate glycine product proven in two double-blind clinical studies to reduce the duration and severity of the common cold symptoms by nearly half. Cold-EezeÒ is an established product in the health care and cold remedy market.

Effective October 1, 2004, the Company acquired substantially all of the assets of JoEl, Inc., the previous manufacturer of the Cold-EezeÒ lozenge product. This manufacturing entity, now called QMI, a wholly-owned subsidiary of the Company, will continue to produce lozenge product along with performing such operational tasks as warehousing and shipping the Company's Cold-EezeÒ products. In addition, QMI, which is an FDA approved facility, has produced a variety of hard and organic candy for sale to third party customers in addition to performing contract manufacturing activities for non-related entities. On February 2, 2009, the Company announced its intention to close the Elizabethtown location of QMI and discontinue the hard candy business resulting in the consolidation of manufacturing operations at the Lebanon location. This consolidation, which will be completed in the coming months, will have no impact on the production or distribution of the Cold-EezeÒ brand of cold remedy products.

The Cold-Remedy segment reported a decrease in net sales in the first quarter of 2009 as compared to the same period in 2008. The decrease in net sales reflects a market-wide decrease in consumer purchases of cold remedy products as reported by Information Resources Inc., ("IRI") data. The decrease was also attributed to by historic lows in the incidence of cold by consumers and general economic weakness in the marketplace. Sales activity for the first quarter of 2009 include that of the Kids-EezeÒ Chest Relief product which was launched in August 2008.

The Contract Manufacturing segment reported an increase in third party net sales in the first quarter of 2009 as compared to such sales in the 2008 comparative period. The primary function of the manufacturing segment is the production, warehousing and shipping of Cold-EezeÒ related products.

On February 29, 2008, the Company sold Darius to InnerLight Holdings, Inc. The sale of this former business segment is reported as discontinued operations.

In January 2001, the Company formed an Ethical Pharmaceutical segment, Pharma, that is under the direction of its Executive Vice President and Chairman of its Medical Advisory Committee. Pharma was formed for the purpose of developing potential natural base health products, including, but not limited to, prescription medicines along with supplements and cosmeceuticals for human and veterinary use. Pharma is currently undergoing research and development activity in compliance with regulatory requirements. The Company is in the initial stages of what may be a lengthy process to develop these patent applications into commercial products. The Company continues to invest significantly with ongoing research and development activities of this segment.The Company continues to invest significantly in ongoing research and development activities of this segment. Such investment amounted to $248,439 in the first quarter of 2009, compared to $1,410,302 in the 2008 comparative period. The decreased spending in the 2009 period was due to the completion of the Phase IIb study for QR-333 Diabetic Peripheral Neuropathy in November 2008 with the study conclusion being awaited.

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 the requirements associated with the development of Pharma's potential prescription drugs and other medicinal products in order to continue to compete on a national and international level. The business development of the Company is dependent on 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 Products

In May 1992, the Company entered into an exclusive agreement for the worldwide representation, manufacturing and marketing of Cold-EezeÒ products in the United States. Cold-EezeÒ, a zinc gluconate glycine formulation (ZIGG™), is an over-the-counter consumer product used to reduce the duration and severity of the common cold and is available in lozenge, sugar-free tablet and gum form. The Company has substantiated the effectiveness of Cold-EezeÒ through a variety of studies. 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 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-Eezè 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-EezeÒ 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-Eezè 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-EezeÒ 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 Cold-EezeÒ 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® is a homeopathic remedy that is subject to regulations by various federal, state and local agencies, including the FDA and the Homeopathic Pharmacopoeia of the United States.

Contract Manufacturing

From October 1, 2004, QMI has continued to produce lozenge product along with performing such operational tasks as warehousing and shipping the Company's Cold-Eezè products. In addition to that function, QMI produces a variety of hard and organic candy for sale to third party customers in addition to performing contract manufacturing activities for non-related entities. QMI is an FDA-approved facility.

On February 2, 2009, the Company announced its intention to close the Elizabethtown location of QMI and discontinue the hard candy business resulting in the consolidation of manufacturing operations at the Lebanon location. This consolidation, which will be completed in the coming months, will have no impact on the production or distribution of the Cold-EezeÒ brand of cold remedy products.

Ethical Pharmaceutical

Pharma's current activity is the research and development of potential natural base health products, including, but not limited to, prescription medicines along with supplements and cosmeceuticals for human and veterinary use. 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 potential synergistic benefits of combining isolated active constituents and whole plant components. The Company will search for new natural sources of medicinal substances from plants and fungi from around the world while also investigating the use of traditional and historic medicinals and 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. Additionally, the operations of the Company contribute to the current research and development expenditures of the Ethical Pharmaceutical segment. In addition to the funding from operations, the Company may in the short and long term raise capital through the issuance of equity securities or secure other financing resources to support such research. As research progresses on certain formulations, expenditures of the Pharma segment will require substantial financial support and would necessitate the consideration of other approaches such as, licensing or partnership arrangements that meet the Company's long term goals and objectives. Ultimately, should internal working capital or internal funding be insufficient, there is no guarantee that other financing resources will become available, thereby deferring future growth and development of certain formulations.

Patents and chronological summary of QR formulations, which may or may not be areas of current 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 5, 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 14, 2022.
- A Patent (No. 6,753,325 B2) entitled "Composition and Method for Prevention, Reduction and Treatment of Radiation Dermatitis," a composition for preventing, reducing or treating radiation dermatitis. The patent extends through November 5, 2021.
- A Patent (No. 6,827,945 B2) entitled "Nutritional Supplements and Method of Using Same" for a method for treating at least one symptom of arthritis. The patent extends through April 22, 2023.
- A Patent (No. 7,083,813 B2) entitled "Methods for The Treatment of Peripheral Neural and Vascular Ailments." The patent extends through August 4, 2023.
- A Patent (No. 7,166,435 B2) entitled "Compositions and Methods for Reducing the Tranmissivity of Illnesses." This patent will provide additional protection to an existing composition patent (number 6,592,896), which the Company received in July 2003 and will support on-going investigations and potential commercialization opportunities. The Company will be continuing its studies to test the effects of the referenced compound against avian flu and human influenza. The patent extends through November 5, 2021.
- A Patent (No. 7,175,987 B2) entitled "Compositions and Methods for The Treatment of Herpes." The patent extends through November 5, 2021.
- A Patent (No. 7,396,546 B2) entitled "Anti-Microbial Compositions and Methods of Using Same" The patent extends through August 6, 2021.
- A Patent (No. 7,399,783 B2) entitled "Methods for the Treatment of Scar Tissue." The patent extends through September 4, 2026.
- A Patent (No. 7,405,046 B2) entitled "Compositions and Methods for Treatment of Rhinovirus." The patent extends through August 6, 2021.
- A Patent (No. 7,410,659 B2) entitled "Methods for the Treatment of Peripheral Neural and Vascular Ailments." The patent extends through November 6, 2022.
- A Patent (No. 7,435,725 B2) entitled "Oral Compositions and Methods for Prevention, Reduction and Treatment of Radiation Injury." The patent extends through January 14, 2022.
- A Mexican Patent (No. 236311) entitled "Method and Composition for the Treatment of Diabetic Neuropathy." The patent extends through December 18, 2020.

- A Mexican Patent (No. 259329) entitled “Nutritional Supplements and Methods for Prevention, Reduction, and Treatment of Radiation Injury” the patent extends through April 30, 2022.
- A New Zealand Patent (No. 533439) entitled “Methods for The Treatment of Peripheral Neural and Vascular Ailments.” The patent extends through November 6, 2022.
- A New Zealand Patent (No. 526041) entitled “Method and Composition for the Treatment of Diabetic Neuropathy.” The patent extends through December 18, 2021.
- A New Zealand Patent (No. 530187) entitled “Nutritional Supplements and Methods of Using Same.” The patent extends through August 6, 2022.
- A New Zealand Patent (No. 537821) entitled “Anti-Microbial Compositions and Methods of Using Same.” The patent extends through July 23, 2023.
- A New Zealand Patent (No. 532775) entitled “Topical Compositions and Methods for Treatment of Adverse Effects of Ionizing Radiation,” The patent extends through November 6, 2022.
- An Australian Patent (No. 2002231095) entitled “Method and Composition for the Treatment of Diabetic Neuropathy.”The patent extends through December 18, 2021.
- An Australian Patent (No. 2002352501) entitled “Method for The Treatment of Peripheral Neural and Vascular Ailments.”The patent extends through November 5, 2022.
- An Australian Patent (No. 2002232464) entitled “Nutritional Supplements and Methods of Using Same.”The patent extends through August 5, 2022.
- An Australian Patent (No. 2002365155) “Topical Compositions and Methods for Treatment of Adverse Effects of Ionizing Radiation,” the patent extends through November 5, 2022.
- An Australian Patent (No. 2002309615) “Nutritional Supplements and Methods for Prevention, Reduction and Treatment of Radiation Injury” the patent extends through April 30, 2022.
- A South African Patent (No. 2003/4247) entitled “Methods and Composition for the Treatment of Diabetic Neuropathy.”The patent extends through December 18, 2021.
- A South African Patent (No. 2004/3364) “Nutritional Supplements and Methods for Prevention, Reduction and Treatment of Radiation Injury” the patent extends through May 1, 2022.
- A South African Patent (No. 2003/9802) entitled “Nutritional Supplements and Methods of Using Same” for a method for treating at least one symptom of arthritis. The patent extends through August 5, 2022.
- A South African Patent (No. 2004/4614) entitled “Methods for The Treatment of Peripheral Neural and Vascular Ailments.” The patent extends through November 5, 2022.
- A South African Patent (No. 2005/0517) entitled “Anti-Microbial Compositions & Methods for Using Same,” the patent extends through July 23, 2023.
- A South African Patent (No. 2004/3365) “Topical Compositions and Methods for Treatment of Adverse Effects of Ionizing Radiation,” the patent extends through November 5, 2022.
- An Israeli Patent (No. 159357) entitled “Nutritional Supplements and Methods of Using Same,” the patent extends through August 6, 2022.
- An Indian Patent (No. 00004/MUMP/2004) entitled “A Nutritional Supplement.” The patent extends through August 6, 2022.

QR-333 – In April 2002, the Company initiated a 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 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 FDA prior to submitting the Company's 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 2005, the Company announced that a preliminary report of its topical compound for the treatment of diabetic neuropathy was recently featured in the *Journal of Diabetes and Its Complication*. Authored by Dr. C. LeFante and Dr. P. Valensi, the article appeared in the June 1, 2005 issue, and included findings that showed the compound reduced the severity of numbness, and irritation from baseline values. In October 2005, the Company announced the results of pre-clinical toxicology studies that showed no irritation, photo toxicity, contact hypersensitivity or photo allergy when applied topically to hairless guinea pigs and another study that showed no difference in the dermal response of the compound or placebo when applied to Gottingen Minipigs. (Both animal models are suggested for the evaluation of topical drugs, by the FDA). In March 2006, the Company announced the filing of an IND application with the FDA for its topical compound for the treatment of Diabetic Peripheral Neuropathy. This filing allowed the Company to begin human clinical trials following a 30-day review period. If no further comments were forthcoming from the FDA, studies with human subjects could commence pending the availability of study drug. This application included a compilation of all of the supporting development data and regulatory documentation required to file an IND application with the FDA. In April 2006, upon FDA approval for its IND, the Company announced its intent to commence human studies on its formulation.

The Company also announced that in anticipation of receiving this IND, it had previously held its investigators meeting to organize its multi-center Phase IIb trials. This would allow the Company to begin these trials as soon as study drug is available.

In May 2006, the Company announced that it had begun screening patients to start testing their investigational new drug QR-333 and patients suffering from diabetic peripheral neuropathy would be given doses in an escalating fashion to provide pharmacokinetics data.

In September 2006, the Company announced that the results from its human study, titled "Single Center, Dose Escalating, Safety, Tolerability, And Pharmacokinetics Study Of QR-333 In Subjects With Diabetic Peripheral Neuropathy", demonstrated that QR-333 can be administered safely to patients suffering from diabetic peripheral neuropathy and it would proceed to conducting Phase IIb clinical trials. The essential CMC (Chemistry Manufacturing and Controls) stage would provide the Company with the necessary information needed to produce larger quantities of drug for the Phase IIb trial involving approximately 180 patients.

The pharmacokinetics trial was the first study in the U.S. conducted under the FDA issued IND. The positive data showed that QR-333 is safe, it is not systemically absorbed and it is well tolerated after multiple doses. These findings are consistent with prior animal toxicity data and the human Proof of Concept study performed in France.

In November 2006, the Company announced that patient enrollment in a Phase IIb multi center clinical study of QR-333 for the treatment of symptomatic Diabetic Peripheral Neuropathy (DPN) had commenced. The Phase IIb trial will evaluate the safety and efficacy of QR-333 applied three times daily compared to placebo-treated patients over 12 weeks. Efficacy will be determined by Symptom Assessment Scores, a Visual Analogy Scale (VAS), Quality of Life and Sleep Questionnaires. Safety will be determined by medical history, physical examination, vital signs, 12-lead ECG, laboratory tests and nerve conduction studies. The study will involve approximately 140 randomized male and female patients with Type 1 & 2 diabetes, as defined by the ADA (American Diabetes Association) and distal symmetric diabetic polyneuropathy.

The Study Chairman is Dr. Philip Raskin, Professor of Medicine University of Texas Southwestern Medical Center at Dallas, Texas. The study protocol was approved by the FDA as a part of Pharma's IND submission and has been approved by the required Investigational Review Boards. The completion of the study is dependent upon enrollment rates that may affect the overall length of the study and the communication of its results.

In September 2007, the Company issued an update on a Phase IIb Clinical Study of QR-333 on Diabetic Peripheral Neuropathy. The update on the study noted that over 100 subjects have been enrolled, 52 subjects have completed treatment and over 225 subjects have been screened for the Phase IIb study designed to evaluate the safety and efficacy of the topical formulation on subjects with diabetic peripheral neuropathy. Subject screening and enrollment will continue to ensure an approximately 140 evaluable patient study population. Once enrolled, subject treatment time is 12 weeks. To date the in-progress safety profile for this study has been consistent with the findings from the favorable safety results of the previous human proof of concept study conducted in France. Subsequently, in March 2008, the Company indicated that the number of subjects increased in the study.

In November 2008, the Company announced that the last subject in the Phase IIb study would complete treatment at the end November 2008 and the study is in the final stage of data collection, evaluation and study conclusions. The Company, after collecting all the patient information from 21 study centers and conferring with its panel of experts on the data, will draft and report study conclusions, as they are available.

On April 30, 2009, the Company announced that the Diabetic Peripheral Neuropathy Phase IIb clinical study demonstrated a significant improvement in two key measures of distal sensory nerve function in the group treated with QR-333. The compound was applied topically to the feet of subjects suffering from painful diabetic neuropathy and over the course of 12 weeks, significantly improved both maximal conduction velocity and compound sensory amplitude in the sural nerve. The mean improvement in nerve conduction velocity exceeded the change considered by thought leaders to be “clinically meaningful” in clinical studies. The sural nerve carries sensation from the feet and its pathology is the fundamental cause of foot pain and ultimately foot ulcers and amputation in some diabetic subjects.

These findings necessitate a change in the potential outlook for this investigational new drug. The Diabetic Peripheral Neuropathy market has significant unmet need for rational, mechanism-based drugs. These clinically significant findings suggest disease modification in this (12 week) Phase IIb study. The Company is aware that this is a finding in a subset of the patient population. Since the observations obtained from the study relate to positive effect on nerve functioning, the Company may, in the future, be focusing on a broader therapeutic area.

QR-448(a) – In May 2008, the Company announced positive results from a study conducted in chickens to evaluate the anti-viral activity of its compound QR448(a). The compound was administered to chicks that had been infected with Infectious Bronchitis Virus (IBV). The data from the study indicated that QR448(a) is efficacious against an IBV challenge in two week old specific pathogen free (SPF) chicks, confirming previous results indicating that treatment with QR448(a) before or after viral exposure has the potential to lessen or prevent disease.

The Company initiated its investigations into the effectiveness of this compound based on feedback from poultry industry leaders who expressed an increasing need for additional products to combat IBV. With the completion of this latest study and the current dossier of data, the Company plans to solicit the poultry industry for additional guidance and potential interest and opportunities for developing this compound jointly toward commercialization.

In September 2008, the Company announced successful results from a follow up study conducted with its veterinary anti-viral compound QR448(a). The Study was designed to determine the duration of the anti-viral effect of QR448(a) against IBV in commercial broiler chickens, a consumer meat type bird. Results demonstrate longer duration of protection from infectious bronchitis and reduction of clinical signs in chickens. Additionally, in September 2008, the Company announced that the anti-viral compound successfully prevents transmission of infectious bronchitis in chickens. Veterinary poultry products industry experts and those familiar with prevention and control of IBV recognize that abating transmission is perhaps one of the most important ways to economically prevent, control and manage potential losses due to IBV outbreaks.

The formulation was initially identified as QR441(a) and for its anti-viral activity against Highly Pathogenic Avian Influenza H5N1.

QR-336 – 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 April 2006, the Company announced that it signed an agreement with Dr. William H. McBride, the Vice Chair of Research, Department of Oncology at UCLA to help develop an appropriate animal model radio protective research program for QR-336 to comply with New Food and Drug Administration animal efficacy rules for radio-protective pharmacological compounds.

In October 2006, the Company announced that it had received significant data identifying 50 microliters as the least toxic and most effective radiation protection dose in mice when administered ip (intraperitoneal), po (by mouth) or sc (under the skin) prior to radiation exposure. These experiments were essential for providing the Company with data to optimize the formulation for efficacy and route of administration, which is required for filing under the FDA’s "Animal Efficacy Rule".

QR-337 – 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.

QR-435 – In May 2004, the Company announced that an intranasal spray application of the anti-viral test compound demonstrated efficacy by significantly reducing the severity of illness in ferrets that had been infected with the Influenza A virus. In pre-clinical studies, the antiviral formulation demonstrates antiviral activity against Ocular and Genital Herpes, indicating a new research and development path for the versatile compound. The Company is pleased with the progress and indicated that continued research is required to confirm the compound's safety and efficacy profiles.

In May 2006, the Company announced that it would begin a series of studies to evaluate the ocular antiviral efficacy and toxicity of its naturally-derived topical compound QR-435. Studies will be completed at The Campbell Ophthalmic Microbiology Laboratory at the University of Pittsburgh in the same lab where previous successful in vitro studies of QR-435 were performed.

In December 2006, the Company announced that a series of studies were conducted on the advice of Campbell Laboratories, University of Pittsburgh, to assess QR-435 (Pharma's broad spectrum anti-viral) potential for treating Herpes Keratitis. While the in-vitro studies were very successful at killing the herpes virus on direct contact, the HSV-1/NZW rabbit keratitis model study showed that the compound, in its aqueous form, did not remain in the eye long enough to penetrate the corneal epithelial cells where the virus resides in an infection. The HSV-1/NZW rabbit keratitis model is a recognized standard for evaluating potential therapeutic agents in this class and is only utilized based on prior positive experimentation, as was the case.

Pharma may continue to pursue research and development objectives of this compound in the treatment of respiratory viruses on the strength of prior successful in-vitro and ferret model in-vivo studies. The Company's naturally derived formula has shown significant antiviral properties against various strains of H3N2 and H5N1 Influenza viruses in these studies.

QR-437 – In January 2004, the Company reported that its compound, which was demonstrating antiviral activity, had shown virucidal and virustatic activity against the strain 3B of the Human Immunodeficiency Virus Type 1 (HIV-1) in an in-vitro study. Additionally, the Company decided that the derivative compound of the anti-viral formulation previously found to be effective for treating Sialorrhea would probably postpone further development on the Sialorrhea indication and concentrate on further qualification and development of the anti-viral capabilities of the compound in humans.

QR-439 – 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 would conduct two further studies evaluating the compound which had shown activity against Influenza and SARS. The first study was 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 was a dose ranging study on the test compound. Upon dosage determination and confirmation results from these forthcoming animal model studies, a human proof of concept study using a virus challenge with Influenza A virus in a quarantine unit would be a viable next step.

QR-440 (a) – The Company received an additional Investigational New Animal Drug (INAD) number from the Center for Veterinary Medicine of the FDA. In previous studies, QR-440 has been shown to reduce inflammation and also suggests possible disease-modifying potential.

QR-441(a) – In November 2005, the Company was assigned nine INADs for a broad anti-viral agent by the Center for Veterinary Medicine of the FDA. Eight of the INADs are for investigating the compound use against avian flu H5N1 virus in chickens, turkeys, ducks, pigs, horses, dogs, cats and non-food birds. In January 2006, a ninth INAD was assigned for investigating its compound for treating arthritis in dogs. In March 2006, the Company announced that it is planning a series of controlled experiments designed to test its all natural broad spectrum anti-viral compound in poultry stocks. The Company also announced that Dr. Timothy S. Cummings, MS, DVM, ACPV Clinical Poultry Professor at the College of Veterinary Medicine at Mississippi State University and Thomas G. Voss, Ph.D. Assistant Professor Tulane University School of Medicine will be assisting the Company in the development of the INAD bird challenge studies.

In July 2006, the Company announced that it has obtained positive results that support Pharma's continued progress indeveloping the natural broad spectrum anti-viral QR441(a) for use in preventing the spread of avian flu in poultry stocks. The results of the healthy chicken medical feed study confirmed that food or water dose forms provide an opportunity for potential commercialization if the compound demonstrates efficacy within these dose forms. The results clearly showed that the chickens tolerated and consumed all concentrations of QR441 (a) in the medicated feed. They also tolerated and consumed the low concentration of drug in the medicated water.

In January 2007, the Company announced positive results from a study evaluating its anti-viral compound QR-441(a) in embryonating egg and VERO E6 cell test models. The preliminary study demonstrated QR-441(a) as a potential antiviral agent in reducing Infectious Bronchitis and New Castle Disease, two viral poultry diseases that have a significant economic impact to the poultry industry on an annual basis. Previous in vitro studies have demonstrated that QR-441(a) to be a potent antiviral agent against H5N1 (Avian Flu).

In February 2007, the Company announced that it had signed an agreement with the State of Israel Ministry of Agriculture & Rural Development (MOAG) and the Kimron Veterinary Institute to conduct a clinical trial testing the anti-viral capacity of the Company's compound QR-441(a) administered as a medical feed and water to chickens exposed to HPAI (Highly Pathogenic Avian Influenza) H5N1.

If successful this study could potentially provide data on the efficacy of QR-441(a) in preventing the infection of food grade poultry through the use of formulated feed and water. Positive data could be used to continue the development of the compound in the U.S with guidance from the FDA under the INAD's issued to the Company in 2005 and might also be useful for development outside the United States, where the impact of disease has already been felt. See also QR-448(a).

QR-443 – In August 2006, the Company announced that it had obtained positive results for its QR-443 compound for the treatment of Cachexia. Cachexia is an extremely debilitating and life threatening, wasting syndrome associated with chronic diseases such as cancer, AIDS, chronic renal failure, COPD and rheumatoid arthritis, where inflammation has a significant impact and patients' experience loss of weight, muscle atrophy, fatigue, weakness and decreased appetite. The results of an animal study found a 75% efficacy rate in the treatment of mice with this condition.

In January 2007, the Company announced that it had completed a preliminary follow up Cachexia study, evaluating weight loss in mice. The tumor burden Cachexia model study concluded that QR-443 was as effective in delaying the progression of Cachexia when given orally as it had been shown to be when administered intra-peritoneally in a previous study.

The new data compliments the previous study results demonstrating a correlation between effectiveness and the frequency of administration of the QR-443 compound.

On June 20, 2007, the Company announced that it had completed a follow-up study to evaluate the impact of QR-443 on levels of a pro-inflammatory cytokine Interleukin-6 (IL-6) in a cachexia model. This new data concluded that responding mice had lower levels of serum IL-6 when administered QR-443 orally than mice that received placebo. This reduction in IL-6 suggests a method of action for the delayed onset and reduced severity of cachexia observed in this study as well as the previously conducted cachexia model study.

QR-449 – In July 2007, the Company announced that it had initiated a human clinical safety trial to evaluate the effects of QR-449 on subjects with Metabolic Syndrome. The primary objectives for the studies are to determine the safety of QR-449 when administered in a range dosing fashion and determine the effects of QR-449 on metabolic imbalances.

QR-340 – On February 24, 2009, the Company announced that it had signed a license with assignment of ownership agreement for its patented formulation QR-340 developed by its wholly owned subsidiary, Pharma. The compound has been clinically tested and shown to improve the appearance of scars in a comparative study. The Agreement is with Levlad, LLC/Natures Gate, a manufacturer and marketer of personal care products based on botanicals. The general terms of the agreement allow the assignee to further refine, develop and commercialize the product with exclusivity and eventual full ownership of the patent within five years, beginning January 2009. The agreement is based on required royalty payments totaling $1.1 million to the Company over the time period. Under the terms of the agreement, if the minimum payments and terms are not met within the five-year period, the Company retains full rights and ownership of the property. However, Levlad can continue to pay per unit royalties beyond five years for a non-exclusive license.

Recently Issued Accounting Standards

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 157, **"*Fair Value Measurements*" ("SFAS 157")**. SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP) and expands disclosures about fair value measurements. SFAS 157 is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The adoption of this standard has not had a significant impact on the Company's consolidated financial position, results of operations or cash flows.

In December 2007, the FASB issued Statement of Financial Accounting Standard No. 160, ***"Noncontrolling Interests in Consolidated Financial Statements — an amendment of ARB No. 51"* ("FAS 160")**. FAS 160 establishes accounting and reporting standards for the non-controlling interest in a subsidiary and for the retained interest and gain or loss when a subsidiary is deconsolidated. This statement is effective for financial statements issued for fiscal years beginning on or after December 15, 2008 with earlier adoption prohibited. The adoption of this standard has not had a significant impact on the Company's consolidated financial position, results of operations or cash flows.

In December 2007, the FASB issued SFAS No. 141R, ***"Business Combinations,"* ("SFAS 141R")** which establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree. SFAS 141R also establishes disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. SFAS 141R applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008, and interim periods within those fiscal years. The adoption of this standard has not had a significant impact on the Company's consolidated financial position, results of operations or cash flows.

In March 2008, the Financial Accounting Standards Board issued Statement of Financial Accounting Standard ***("SFAS") No. 161 "Disclosures about Derivative Instruments and Hedging Activities"***. SFAS 161 is intended to improve financial reporting about derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity's financial position, financial performance, and cash flows. It is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. The adoption of this standard has not had a significant impact on the Company's consolidated financial position, results of operations or cash flows.

In May 2008, the FASB issued **SFAS No. 162, The Hierarchy of Generally Accepted Accounting Principles**. SFAS 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with GAAP. SFAS 162 directs the GAAP hierarchy to the entity, not the independent auditors, as the entity is responsible for selecting accounting principles for financial statements that are presented in conformity with GAAP. SFAS 162 is effective 60 days following the SEC's approval of PCAOB Auditing Standard No. 6, Evaluating Consistency of Financial Statements (AS/6). The adoption of FASB 162 is not expected to have a material impact on the Company's financial position.

In June 2008, the FASB ratified EITF Issue No. 07-5, ***Determining whether an Instrument (or Embedded Feature) is indexed to an Entity's Own Stock ("EITF 07-5").*** EITF 07-5 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early application is not permitted. EITF 07-5 provides a new two-step model to be applied in determining whether a financial instrument or an embedded feature is indexed to an issuer's own stock and thus able to qualify for the SFAS No. 133 paragraph 11(a) scope exception. The adoption of this standard has not had a significant impact on the Company's consolidated financial position, results of operations or cash flows.

Critical Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States 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. Actual results could differ from those estimates.

The Company is organized into three different but related business segments, Cold Remedy, Contract Manufacturing and Ethical Pharmaceutical. When providing for the appropriate sales returns, allowances, cash discounts and cooperative incentive promotion costs, each segment applies a uniform and consistent method for making certain assumptions for estimating these provisions that are applicable to that specific segment. Traditionally, these provisions are not material to net income in the Contract Manufacturing segment. The Ethical Pharmaceutical segment does not have any revenues.

The primary product in the Cold Remedy segment, Cold-EezeÒ, has been clinically proven in two double-blind studies to reduce the severity and duration of common cold symptoms. Accordingly, factors considered in estimating the appropriate sales returns and allowances for this product include it being: a unique product with limited competitors; competitively priced; promoted; unaffected for remaining shelf life as there is no expiration date; monitored for inventory levels at major customers and third-party consumption data, such as IRI.

At March 31, 2009 and December 31, 2008, the Company included reductions to accounts receivable for sales returns and allowances of $1,439,000 and $1,427,000, respectively, and cash discounts of $90,000 and $150,000, respectively. Additionally, current liabilities at March 31, 2009 and December 31, 2008 include $849,954 and $1,058,962, respectively, for cooperative incentive promotion costs.

Management believes there are no material charges to net income in the current period related to sales from a prior period.

Revenue

Provisions to reserves to reduce revenues for cold remedy products, with almost all of the revenues coming from products that do not have an expiration date, include the use of estimates, which are applied or matched to the current sales for the period presented. These estimates are based on specific customer tracking and an overall historical experience to obtain an effective applicable rate, which is tested on an annual basis and reviewed quarterly to ascertain the most applicable effective rate. Additionally, the monitoring of current occurrences, developments by customer, market conditions and any other occurrences that could affect the expected provisions relative to net sales for the period presented are also performed.

A one percent deviation for these consolidated reserve provisions for the three month periods ended March 31, 2009, and 2008 would affect net sales by approximately $53,000 and $66,000, respectively. A one percent deviation for cooperative incentive promotion reserve provisions for the three month periods ended March 31, 2009 and 2008 would affect net sales by approximately $46,000 and $60,000, respectively.

Income Taxes

The Company has recorded a valuation allowance against its net deferred tax assets. Management believes that this allowance is required due to the uncertainty of realizing these tax benefits in the future. The uncertainty arises largely due to substantial research and development costs in the Company's Ethical Pharmaceutical segment.

Three months ended March 31, 2009 compared with three months ended March 31, 2008

Net sales for the three month period ended March 31, 2009 were $3,986,547, reflecting a decrease of $1,318,487 over the net sales of $5,305,034 for the comparable three month period ended March 31, 2008. The Cold Remedy segment reported net sales in the 2009 period of $3,332,059 a decrease of $1,380,075, or 29.3%, over the comparable 2008 period of $4,712,134. The Contract Manufacturing segment reported third party net sales of $654,488 in the 2009 period compared to $592,900 in the comparable 2008 period, an increase of $61,588 or 10.4%.

The decrease in Cold Remedy net sales reflects a market-wide decrease in consumer purchases of cold remedy products as reported by IRI data. The decrease was also attributed to by historic lows in the incidence of cold by consumers and general economic weakness in the marketplace. Sales activity for the first quarter of 2009 include that of the Kids-EezeÒ Chest Relief product which was launched in August 2008. The Company continues to strongly promote its cold remedy products through media and in-store along with direct-to-the-consumer programs.

Net sales of the Contract Manufacturing segment reported a small increase in 2009. The primary purpose of the Contract Manufacturing segment is to manufacture, warehouse and distribute Cold-EezeÒ. Contract manufacturing is performed for non-related third party entities to compensate for the necessary fixed costs associated with this segment.

Cost of sales as a percentage of net sales for the three months ended March 31, 2009 was 41.0% compared to 32.7% for the comparable 2008 period, an increase of 8.3%. The Cold Remedy segment's cost of sales in the 2009 period was 32.6% compared to 28.9% in the 2008 comparable period, an increase of 3.7%. Of this 3.7% increase, 2.2% was attributable to fluctuating components of the net sales between the periods such as cooperative incentive promotion and coupon costs, both a deduction from sales, with the effect of impacting the calculated cost of sales percentage.

The Contract Manufacturing segment contributed to the negative impact on cost of sales, influenced by production volume and fixed production costs.

Sales and marketing expense for the three month period ended March 31, 2009 were $2,024,155, a decrease of $208,086 over the comparable 2008 period amount of $2,232,241. The decrease was primarily due to reduced media advertising expense in 2009 of approximately $194,000.

General and administration costs for the three month period ended March 31, 2009 was $2,289,845 compared to $2,508,206 for the 2008 period, a decrease of $218,361 between the periods. The decrease in 2009 was primarily due to decreased payroll costs of approximately $407,000, largely the result of reduced executive salaries in 2009 and the absence of 2009 bonus costs. Legal expenses increased in the 2009 period by approximately $201,000 due to the conclusion of certain litigation.

Research and development costs during the three months ended March 31, 2009 were $248,439 compared to $1,410,302 during the 2008 comparable period, reflecting a decrease in 2009 of $1,161,863, primarily as a result of decreased Pharma costs. The decreased spending in the 2009 period was due to the completion of the Phase IIb study for QR-333 Diabetic Peripheral Neuropathy in November 2008 with the study conclusion being awaited.

Liquidity and Capital Resources

The Company had working capital of $11,958,493 and $14,071,676 at March 31, 2009 and December 31, 2008, respectively. Changes in working capital overall have been primarily due to the following items: cash balances increased by $287,431; account receivable balances decreased by $2,727,147 due to seasonal factors and effective collection practices; inventory increased by $244,647; accrued advertising decreased by $213,903 due to the seasonal nature of the Cold-Remedy segment, accrued royalties, consulting fees and sales commissions decreased by $157,632 largely due to sales related seasonal factors. Other current liabilities increased by $239,949 mainly due to increased payroll related balances. Total cash balances at March 31, 2009 were $12,244,227 compared to $11,956,796 at December 31, 2008.

Management believes that its strategy to establish Cold-Eeze® as a recognized brand name, its broader range of products, its adequate manufacturing capacity, together with its current working capital, should provide an internal source of capital to fund the Company's normal business operations. The operations of the Company contribute to the current research and development expenditures of the Ethical Pharmaceutical segment. In addition to the funding from operations, the Company may in the short and long term raise capital through the issuance of equity securities or secure other financing resources to support such research. As research progresses on certain formulations, expenditures of the Pharma segment will require substantial financial support and would necessitate the consideration of other approaches such as licensing or partnership arrangements that meet the Company's long term goals and objectives. Ultimately, should internal working capital or internal funding be insufficient, there is no guarantee that other financing resources will become available, thereby deferring future growth and development of certain formulations.

Management is not aware of any trends, events or uncertainties that have or are reasonably likely to have a material negative impact upon the Company's (a) short-term or long-term liquidity, or (b) net sales or income from continuing 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

Capital expenditures during the remainder of 2009 are not expected to be material.

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 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.

Current economic conditions may cause a decline in business and consumer spending which could adversely affect the Company's business and financial performance including the collection of accounts receivables, realization of inventory and recoverability of assets. In addition, the Company's business and financial performance may be adversely affected by current and future economic conditions, including due to a reduction in the availability of credit, financial market volatility and recession.

Item 4T. 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-15 and 15d-15 under the Securities Exchange Act of 1934, as amended) 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. In accordance with the Sarbanes-Oxley Act of 2002, as amended, the Company has included an assessment of its internal control over financial reporting and attestation from an independent registered public accounting firm in its Annual Reports on Form 10-K for the fiscal year ended December 31, 2008. The Company has undergone an ongoing comprehensive effort in preparation for compliance with Section 404 of the Sarbanes-Oxley Act of 2002. This has involved the documentation, testing and review of our internal controls under the direction of senior management.

Part II. Other Information

Item 1. Legal Proceedings

TERMINATED LEGAL PROCEEDINGS

TESAURO AND ELEY, ET AL VS. THE QUIGLEY CORPORATION
(CCP OF PHILA., AUGUST TERM 2000, NO. 001011)

In September, 2000, the Company was sued by two individuals (Jason Tesauro and Elizabeth Eley, both residents of Georgia), allegedly on behalf of a "nationwide class" of "similarly situated individuals," in the Court of Common Pleas of Philadelphia County, Pennsylvania. The Complaint further alleges that the plaintiffs purchased certain Cold-EezeÒ products between August 1996 and November 1999, based upon cable television, radio and internet advertisements, which allegedly misrepresented the qualities and benefits of the Company's products. The Complaint, as pleaded originally, requested an unspecified amount of damages for violations of Pennsylvania's consumer protection law, breach of implied warranty of merchantability and unjust enrichment, as well as a judicial determination that the action be maintained as a class action. In October 2000, the Company filed Preliminary Objections to the Complaint seeking dismissal of the action. The court sustained certain objections, thereby narrowing plaintiffs' claims.

In May 2001, plaintiffs filed a motion to certify the putative class. The Company opposed the motion. In November 2001, the court held a hearing on plaintiffs' motion for class certification. In January 2002, the court denied in part and granted in part plaintiffs' motion. The court denied plaintiffs' motion to certify a class based on plaintiffs' claims under Pennsylvania consumer protection law, under which plaintiffs sought treble damages, effectively dismissing this cause of action; however, the court certified a class based on plaintiffs' secondary breach of implied warranty and unjust enrichment claims. In August 2002, the court issued an order adopting a form of Notice of Class Action to be published nationally. Significantly, the form of Notice approved by the court included a provision which limits the potential class members who may potentially recover damages in this action to those persons who present a proof of purchase of Cold-EezeÒ during the period August 1996 through November 1999.

Afterward, a series of pre-trial motions were filed raising issues concerning trial evidence and the court's jurisdiction over the subject matter of the action. In March, 2005, the court held oral argument on these motions. Significantly, on November 8, 2006, the Court entered an Order dismissing the case in its entirety on the basis that the action was preempted by federal law. The plaintiffs appealed the Court's decision in December 2006 to the Superior Court of the Commonwealth of Pennsylvania. On February 19, 2008, the Superior Court upheld defendant's appeal and remanded the case to the Philadelphia County Court of Common Pleas for trial.

This case was tried before a jury on February 2 through February 6, 2009, with the jury returning a verdict in favor of the Company on all counts. No post-trial motions were filed and the plaintiffs did not perfect an appeal. A final judgment has been taken on the jury verdict in favor of the Company.

Item1A. RISK FACTORS

The Company Will Need To Obtain Additional Capital To Support Long-Term Product Development And Commercialization Programs.

The Company's ability to achieve and sustain operating profitability depends in large part on the ability to commence, execute and complete clinical programs for, and obtain additional regulatory approvals for, prescription medications developed by Pharma, particularly in the U.S. and Europe. There is no assurance that the Company will ever obtain such approvals or achieve significant levels of sales. The current sales levels of Cold-Eeze® products may not generate all the funds the Company anticipates will be needed to support current plans for product development.

The Company may need to obtain additional financing to support its long-term product development and commercialization programs. Additional funds may be sought through public and private stock offerings, arrangements with corporate partners, borrowings under lines of credit or other sources. Access to, and availability of, funding for such activities may prove difficult or unattainable due to weak current and future economic conditions, reduction in the availability of credit, financial market volatility, recession, etc.

The amount of capital that may be needed to complete product development of Pharma's products will depend on many factors, including;

- the cost involved in applying for and obtaining FDA and international regulatory approvals;
- whether the Company elects to establish partnering arrangements for development, sales, manufacturing and marketing of such products;

- the level of future sales of Cold-Eeze® products, and expense levels for international sales and marketing efforts;
- whether the Company can establish and maintain strategic arrangements for development, sales, manufacturing and marketing of its products; and
- whether any or all of the outstanding options are exercised and the timing and amount of these exercises.

Many of the foregoing factors are not within the Company's control. If additional funds are required and such funds are not available on reasonable terms, the Company may have to reduce its capital expenditures, scale back its development of new products, reduce its workforce and out-license to others, products or technologies that the Company otherwise would seek to commercialize itself. Any additional equity financing will be dilutive to stockholders, and any debt financing, if available, may include restrictive covenants.

Instability And Volatility In The Financial Markets Could Have A Negative Impact On The Company's Business, Financial Condition, Results Of Operations And Cash Flows.

During recent months, there has been substantial volatility and a decline in financial markets due at least in part to the deteriorating global economic environment. In addition, there has been substantial uncertainty in the capital markets and access to financing is uncertain. Moreover, customer spending habits may be adversely affected by the current economic crisis. These conditions could have an adverse effect on the Company's industry and business, including the Company's financial condition, results of operations and cash flows.

To the extent that the Company does not generate sufficient cash from operations, it may need to incur indebtedness to finance plans for growth. Recent turmoil in the credit markets and the potential impact on the liquidity of major financial institutions may have an adverse effect on the Company's ability to fund its business strategy through borrowings, under either existing or newly created instruments in the public or private markets on terms that the Company believes to be reasonable, if at all.

Actions taken by stockholders may divert the time and attention of the Company's board of directors and management from its business operations.

Campaigns by investors to effect changes at publicly traded companies have increased in recent years. On April 6, 2009, Ted Karkus announced his plans to launch a proxy contest seeking to replace the board of directors of the Company. This proxy contest could result in substantial expense to the Company and consume significant attention of its management and board of directors. Moreover, if the Company is unsuccessful in defeating this proxy contest, the Company may lose the services of key personnel. The time and expense of the proxy contest, as well as the potential loss of experienced management, may have a material adverse effect on the Company's business and operations.

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/ Gerard M. Gleeson
Name: Gerard M. Gleeson
Title: Vice President, Chief Financial Officer

Date: May 6, 2009

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 we 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) 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

d) 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: May 6, 2009

/s/ Guy J. Quigley
Guy J. Quigley
Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Gerard M. Gleeson, 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 we 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) 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

d) 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: May 6, 2009

/s/ Gerard M. Gleeson
Gerard M. Gleeson
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. §1350)

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. §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 March 31, 2009 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.

Date: May 6, 2009

/s/ Guy J. Quigley
Guy J. Quigley
Chief Executive Officer

Exhibit 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER

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

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. §1350), the undersigned, Gerard M. Gleeson, 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 March 31, 2009 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.

Date: May 6, 2009

/s/ Gerard M. Gleeson
Gerard M. Gleeson
Chief Financial Officer