FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filing Date: **2013-01-10** | Period of Report: **2012-11-30**
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FILER

PREMIER EXHIBITIONS, INC.

CIK:**796764**| IRS No.: **201424922** | State of Incorp.:**FL** | Fiscal Year End: **0228**
Type: **10-Q** | Act: **34** | File No.: **000-24452** | Film No.: **13522672**
SIC: **7900** Amusement & recreation services

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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 November 30, 2012

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: 000-24452

PREMIER EXHIBITIONS, INC.
(Exact name of registrant as specified in its charter)

Florida	**20-1424922**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
3340 Peachtree Road, NE, Suite 900, Atlanta, GA	**30326**
(Address of principal executive offices)	**(Zip Code)**

(404) 842-2600
(Registrant' s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for at least 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 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 ☒

The number of shares outstanding of the registrant’ s common stock on January 7, 2013 was 49,071,026.

PREMIER EXHIBITIONS, INC. AND SUBSIDIARIES

QUARTERLY PERIOD ENDED NOVEMBER 30, 2012

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Premier Exhibitions, Inc.
Condensed Consolidated Balance Sheets
(in thousands, except share data)

	November 30, 2012 (Unaudited)	February 29, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	$ 6,150	$ 2,344
Certificates of deposit and other investments	405	405
Accounts receivable, net of allowance for doubtful accounts of $325 and $311, respectively	1,672	1,390
Merchandise inventory, net of reserve of $82 and $22, respectively	1,367	1,082
Deferred income taxes	44	44
Income taxes receivable	155	246
Prepaid expenses	3,332	1,078
Other current assets	166	88
Total current assets	13,291	6,677
Artifacts owned, at cost	2,943	2,990
Salvor' s lien	1	1
Property and equipment, net of accumulated depreciation of $16,958 and $14,183, respectively	11,847	10,298
Exhibition licenses, net of accumulated amortization of $5,615 and $5,470, respectively	2,083	2,228
Other receivable, net of allowance for doubtful accounts of $480 and $206, respectively	14	15
Film, gaming and other application assets, net of accumulated amortization of $319 and $175, respectively	3,015	3,158
Long-term exhibition costs	700	–
Subrogation rights	250	250
Total Assets	$ 34,144	$ 25,617
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	$ 4,343	$ 4,707
Income taxes payable	156	3
Deferred revenue	2,090	2,254
Short-term portion of capital lease obligations	24	–
Short-term portion of notes payable	1,283	505
Total current liabilities	7,896	7,469
Long-Term liabilities:		
Lease abandonment	1,958	2,397
Long-term portion of notes payable	166	575
Long-term portion of capital lease obligations	89	–
Deferred income taxes	44	44
Total long-term liabilities	2,257	3,016

Commitment and Contingencies		
Shareholders' equity:		
Common stock; $.0001 par value; authorized 65,000,000 shares; issued 48,047,430 and 47,883,927 shares, respectively; outstanding 48,045,421 and 47,881,918 shares, respectively	5	5
Additional paid-in capital	53,168	52,479
Accumulated deficit	(33,519)	(36,866)
Accumulated other comprehensive loss	(478)	(485)
Less treasury stock, at cost; 2,009 shares	(1)	(1)
Equity Attributable to Shareholders of Premier Exhibitions, Inc.	19,175	15,132
Equity Attributable to Non-controlling interest	4,816	–
Total liabilities and shareholders' equity	$ 34,144	$ 25,617

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

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Premier Exhibitions, Inc.
Condensed Consolidated Statements of Comprehensive Income (Loss)
(in thousands, except share and per share data)
(unaudited)

	Three Months Ended November 30,		Nine Months Ended November 30,	
	2012	2011	2012	2011
Revenue:				
Exhibition revenue	$5,453	$5,582	$25,024	$21,592
Merchandise revenue	2,209	644	7,108	2,574
Management fee	250	–	611	–
Licensing fee	–	–	59	–
Total revenue	7,912	6,226	32,802	24,166
Cost of revenue:				
Exhibition costs	3,559	3,689	12,206	11,931
Cost of merchandise sold	863	269	2,646	903
Total cost of revenue (exclusive of depreciation and amortization shown separately below)	4,422	3,958	14,852	12,834
Gross profit	3,490	2,268	17,950	11,332
Operating expenses:				
General and administrative	3,304	3,516	11,476	10,333
Depreciation and amortization	918	928	2,649	2,938
Impairment of intangibles and fixed assets	–	–	–	783
Litigation settlement	–	–	–	358
Total operating expenses	4,222	4,444	14,125	14,412
Income (loss) from operations	(732)	(2,176)	3,825	(3,080)
Interest expense	(112)	(4)	(286)	(4)
Gain on debt modification	10	–	81	–
Other income (expense)	3	(8)	20	6
Income (loss) before income taxes	(831)	(2,188)	3,640	(3,078)
Income tax expense	49	–	277	39
Net income (loss)	(880)	(2,188)	3,363	(3,117)
Less: Net (income)/loss attributable to non-controlling interest	251	–	(16)	239
Net income (loss) attributable to the shareholders of Premier Exhibitions, Inc.	$(629)	$(2,188)	$3,347	$(2,878)
Net income (loss) per share:				
Basic income (loss) per common share	$(0.01)	$(0.05)	$0.07	$(0.06)
Diluted income (loss) per common share	$(0.01)	$(0.05)	$0.07	$(0.06)
Shares used in basic per share calculations	48,029,592	47,427,251	47,988,433	47,362,196
Shares used in diluted per share calculations	48,029,592	47,427,251	49,094,927	47,362,196
Comprehensive income (loss)	$(629)	$(2,230)	$3,354	$(2,903)

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

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Premier Exhibitions, Inc.
Condensed Consolidated Statements of Cash Flow
(in thousands)
(unaudited)

	Nine Months Ended November 30,	
	2012	2011
Cash flows from operating activities:		
Net income (loss)	$ 3,363	$ (3,117)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	2,649	2,938
Impairment of intangibles and fixed assets	–	358
Lease abandonment	(439)	(458)
Gain on debt modification	(81)	–
Stock-based compensation	649	529
Allowance for doubtful accounts	288	41
Net gain on disposal of assets	–	(27)
Changes in operating assets and liabilities, net of effect of acquisitions:		
(Increase)/decrease in accounts receivable	(296)	1,760
Increase in merchandise inventory, net of reserve	(260)	(173)
Decrease in notes receivable	–	200
Increase in prepaid expenses	(69)	(471)
(Increase)/decrease in other assets	(78)	64
Increase in long-term development costs	(160)	–
Decrease in income taxes receivable	91	59
Increase in other receivables	(273)	(122)
Decrease in accounts payable and accrued liabilities	(364)	(951)
Decrease in deferred revenue	(164)	(31)
Increase in income taxes payable	153	–
Net cash provided by operating activities	1,646	3,716
	5,009	599
Cash flows from investing activities:		
Purchases of property and equipment	(545)	(966)
Proceeds from disposal of assets	–	27
Acquisition of assets of Exhibit Merchandising, LLC	(125)	–
Titanic expedition costs incurred	–	(262)
Purchases of certificates of deposit	–	(4)
Decrease in artifacts	47	14
Non-controlling investment in consolidated joint venture	–	77
Net cash used in investing activities	(623)	(1,114)
Cash flows from financing activities:		
Proceeds from option and warrant exercises	136	8
Purchase of treasury stock	(96)	–
Payments on capital lease obligations	(2)	–
Payments on notes payable	(625)	(161)
Net cash used in financing activities	(587)	(153)

Effects of exchange rate changes on cash and cash equivalents	7	(20)
Net increase (decrease) in cash and cash equivalents	3,806	(688)
Cash and cash equivalents at beginning of period	2,344	3,764
Cash and cash equivalents at end of period	$ 6,150	$ 3,076
Supplemental disclosure of cash flow information:		
Cash paid during the period for interest	$ 52	$ −
Cash paid during the period for taxes	$ 33	$ 37
Supplemental disclosure of non-cash investing and financing activities:		
Unrealized loss on marketable securities	$ −	$ (5)
Assets purchased with notes payable	$ 11,917	$ −
Purchases of property and equipment under capital leases	$ 115	$ −

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

PREMIER EXHIBITIONS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Background and Basis of Presentation

Description of Business

Premier Exhibitions, Inc. and subsidiaries (the “Company” or “Premier”) is in the business of presenting to the public museum-quality touring exhibitions around the world. Since our establishment, we have developed, deployed and operated unique exhibition products that are presented to the public in exhibition centers, museums and non-traditional venues. Income from exhibitions is generated primarily through ticket sales, third-party licensing, sponsorships and merchandise sales.

Titanic Ventures Limited Partnership (“TVLP”), a Connecticut limited partnership, was formed in 1987 for the purpose of exploring the wreck of the Titanic and it’ s surrounding oceanic areas. In May of 1993, RMS Titanic, Inc. (“RMST”) entered into a reverse merger under which RMST acquired all of the assets and assumed all of the liabilities of TVLP and TVLP became a shareholder of RMST. In October of 2004, we reorganized and Premier Exhibitions, Inc. became the parent company of RMST and RMST became a wholly-owned subsidiary. Additional subsidiaries were established in order to operate the various domestic and international exhibitions of the Company.

Our exhibitions regularly tour outside the United States of America (“U.S.”). Approximately 1% of our revenues and 14% of attendance for the three months ended November 30, 2012 compared with 13% and 16%, respectively for the three months ended November 30, 2011 resulted from exhibition activities outside the U.S. Some of our financial arrangements with our international trade partners are based upon foreign currencies, which exposes the Company to the risk of currency fluctuations between the U.S. dollar and the currencies of the countries in which our exhibitions are touring.

Corporate Structure

On September 29, 2011, the Company announced that it intended to separate its operations into two operating subdivisions. The change is intended to better position the Company to pursue strategic alternatives and manage both businesses independently.

Our business has been divided into an exhibition management division and a content division. The content division is the Company’ s existing subsidiary, RMST, which holds all of the Company’ s rights with respect to the Titanic assets and is the salvor-in-possession of the Titanic wreck site. These assets include title to all of the recovered artifacts in the Company’ s possession, in addition to all of the intellectual property (data, video, photos, maps, etc.) related to the recovery of the artifacts and scientific study of the ship.

The exhibition management division includes our exhibition operations and merchandising operations. We formed a new entity, Premier Exhibition Management LLC (“PEM”), to manage all of the Company’ s exhibition operations. This includes the operation and management of our Bodies, Titanic (pursuant to an intercompany agreement with RMST) and Dialog in the Dark exhibitions and merchandising related to these exhibits. PEM will also pursue “fee for service” arrangements to manage exhibitions based on content owned or controlled by third parties. On April 20, 2012, Premier Exhibition Management LLC and its wholly owned subsidiary, PEM Newco, LLC (“Newco”), both subsidiaries of the Company, entered into a purchase agreement with AEG Live LLC, AEG Exhibitions LLC, and Arts and Exhibitions International, LLC (the “AEI Purchase Agreement”) pursuant to which Newco purchased substantially all of the assets of Arts and Exhibitions International, LLC (“AEI”). The assets purchased include the rights and tangible assets relating to four currently touring exhibitions known as “King Tut II,” “Cleopatra,” “America I Am” and “Real Pirates.” The acquired assets include rights agreements with the owners of the artifacts and intellectual property comprising the exhibitions, museum/venue agreements for existing exhibition venues, sponsorship agreements, a warehouse lease and an office lease. In addition, the acquired assets include intellectual property related to proposed future exhibitions that the Company may further develop and produce. The Company will operate any such additional properties under its exhibition management subsidiary. Subsequent to the asset purchase, Newco changed its name to Arts and Exhibitions International, LLC.

As part of the purchase price for the assets of AEI, 10% of the ownership interest in Premier Exhibition Management LLC was transferred to AEG Live LLC. This ownership interest is reported as a "non-controlling interest" in our financial statements, and the financials of Premier Exhibition Management LLC are reported on a consolidated basis.

The exhibition management division also includes our exhibition merchandising business, conducted under the Company's wholly owned subsidiary, Premier Merchandising, LLC. This entity has purchased the merchandise rights related to the AEI exhibition properties, and also pursues other exhibition merchandising opportunities.

The restructuring of the Company and changes in its management reflect that Premier has two operating segments – Exhibition Management and RMS Titanic.

Corporate Management

Effective June 29, 2012, the Board of Directors of the Company appointed Samuel Weiser to the position of President and Chief Executive Officer. Mr. Weiser is currently a director of the Company, and will continue to serve in that capacity. Mr. Weiser, age 52, served as Interim Chief Financial Officer of the Company from May 2011 until June 27, 2011, and as Interim President and Chief Executive Officer from November 28, 2011 through June 29, 2012.

On June 29, 2012, the Company and Mr. Weiser also entered into an Employment Agreement (the "Agreement"). The Agreement provides for Mr. Weiser's employment for an indefinite term as President and Chief Executive Officer of the Company. The Agreement may be terminated by either party at any time, subject to certain severance provisions provided in the Agreement. Pursuant to the agreement, the Company will pay Mr. Weiser a salary of $360,000 per year. In addition, Mr. Weiser will receive 250,000 stock appreciation rights and 99,074 restricted stock units under the Premier Exhibitions, Inc. 2009 Equity Incentive Plan. 48,611 stock appreciation rights and 79,681 restricted stock units vested immediately, with the remainder vesting in thirty equal parts each month thereafter. The stock appreciation rights will be settled in cash, and expire five years from the date of grant. The restricted stock units will be settled in stock. Upon a termination without cause or by Mr. Weiser for good reason, as such terms are defined in the employment agreement. Mr. Weiser would be entitled to six months' salary as severance plus vesting of his equity awards. Effective with the signing of this Agreement, the parties terminated the existing consulting agreement between the Company, Foxdale Management, LLC and Mr. Weiser pursuant to which he provided services as Interim President and Chief Executive Officer.

The Company also announced on July 2, 2012, that the Board of Directors of the Company appointed John Norman to the position of President of Arts and Exhibitions International, LLC (formerly PEM Newco, LLC), a subsidiary of Premier Exhibition Management LLC, which is a subsidiary of the Company, effective June 25, 2012. Mr. Norman, age 52, previously served as President of the Arts and Exhibitions International division of AEG Live, until the Company's April 2012 acquisition of substantially all of its assets. Mr. Norman previously served as Co-President and Chief Operating Officer of Clear Channel Exhibitions, and prior thereto as Senior Vice President of SFX Entertainment.

On June 25, 2012, Arts and Exhibitions International, LLC, and Mr. Norman also entered into an Employment Agreement (the "Norman Agreement"). The Norman Agreement provides for Mr. Norman's employment for a two year term as President of Arts and Exhibitions International, LLC (formerly PEM Newco, LLC). The Agreement may be terminated by either party at any time, subject to certain severance provisions provided in the Agreement. Pursuant to the agreement, the Company will pay Mr. Norman a salary of $320,000 per year. In addition, Mr. Norman has the opportunity to earn an annual cash bonus of up to 100% of his base salary. The bonus is calculated as (a) 15% of the management fee earned by Arts and Exhibitions International, LLC, above the minimum management fee earned pursuant to the AEI Purchase Agreement with AEG Live, LLC, plus (b) 10% of the gross profit of Arts and Exhibitions International, LLC, that is based on new content, plus (c) 2.5% of the annual EBITDA of Premier Exhibition Management LLC. Upon a termination without cause or by Mr. Norman for good reason, as such terms are defined in the Norman Agreement; Mr. Norman would be entitled to six months' salary as severance.

On December 5, 2012, the Company also announced that Robert Brandon, General Counsel and Senior Vice President Business Affairs of the Company, would not be extending his employment agreement and would cease being an officer of the Company as of January 4, 2013.

Basis of Presentation

When we use the terms "Premier," "Company," "we," "us" and "our," we mean Premier Exhibitions, Inc., a Florida corporation and its subsidiaries. We have prepared the accompanying unaudited condensed consolidated financial statements and unaudited notes to the condensed consolidated financial statements pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") and accounting principles generally accepted in the United States ("U.S. GAAP") regarding interim financial reporting. Accordingly, they do not contain all of the information and notes required by U.S. GAAP for complete financial statements and should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for our fiscal year ended February 29, 2012. In our opinion, the accompanying unaudited condensed consolidated financial statements reflect all adjustments (consisting of only normal recurring adjustments) considered necessary for a fair presentation of our financial condition as of November 30, 2012, our results of operations for the three and nine months ended November 30, 2012 and 2011 and cash flows for the nine months ended November 30, 2012 and 2011. The data in the consolidated balance sheet as of February 29, 2012 was derived from our audited consolidated balance sheet as of February 29, 2012, as presented in our Annual Report on Form 10-K for our fiscal year ended February 29, 2012. The unaudited condensed consolidated financial statements include the accounts of Premier and its subsidiaries after the elimination of all significant intercompany accounts and transactions. Our operating results for the nine months ended November 30, 2012 are not necessarily indicative of the operating results that may be expected for the full fiscal year ending February 28, 2013 ("fiscal 2013").

Significant Accounting Policies

For a description of significant accounting policies, see the Summary of Significant Accounting Policies footnote to the Financial Statements included in the Company' s 2012 Annual Report on Form 10-K. There have been no material changes to the Company' s significant accounting policies since the filing of the Company' s 2012 Annual Report on Form 10-K.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from reported results using those estimates.

Recent Accounting Pronouncements

Recently Adopted

Presentation of Comprehensive Income

In June 2011, the FASB issued new accounting guidance related to the presentation of other comprehensive income ("OCI"). This guidance eliminates the option to present components of OCI as part of the statement of changes in shareholders' equity, which was the option that the Company used to present OCI. The guidance allows for a one-statement or two-statement approach, outlined as follows:

One-statement approach: Present the components of net income and total net income, the components of OCI and a total for OCI, along with the total of comprehensive income in a single continuous statement.

Two-statement approach: Present the components of net income and total net income in the statement of net income. A statement of OCI would immediately follow the statement of net income and include the components of OCI and a total for OCI, along with the total of comprehensive income.

The guidance also requires an entity to present on the face of the financial statements any reclassification adjustments for items that are reclassified from OCI to net income. The guidance is effective for interim and annual periods beginning after December 15, 2011. The Company adopted the guidance effective March 1, 2012. The adoption of this guidance did not have an effect on the Company' s financial position or results of operations, but only impacted how certain information related to OCI is presented in the financial statements.

Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs

In May 2011, the FASB issued amendments to its accounting guidance related to fair value measurements in order to more closely align its disclosure requirements with those in International Financial Reporting Standards ("IFRS"). This guidance clarifies the application of existing fair value measurement and disclosure requirements and also changes certain principles or requirements for measuring fair value or for disclosing information about fair value measurements. The guidance is effective for interim and annual periods beginning after December 15, 2011. The Company adopted the guidance effective March 1, 2012. The adoption of this guidance did not have a material effect on the Company' s financial position or results of operations.

Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Comprehensive Income in Accounting Standards Update No. 2011-05 (ASU 2011-05)

In December 2011, the FASB amended its recently issued accounting guidance by deferring the effective date pertaining to the presentation of reclassifications of items out of accumulated comprehensive income. All other requirements in ASU 2011-05 are not affected by this deferral. The guidance is effective for interim and annual periods beginning after December 15, 2011. The Company adopted the guidance effective March 1, 2012. The adoption of this guidance did not have an effect on the Company' s financial position or results of operations, but only impacted how certain information related to OCI is presented in the financial statements.

2. Income (Loss) Per Share Data

Basic per share amounts exclude dilution and are computed using the weighted average number of common shares outstanding for the period. Diluted per share amounts reflect the potential reduction in earnings per share that could occur if equity based awards were exercised or converted into common stock, unless the effects are anti-dilutive (i.e., the exercise price is greater than the average market price of the common shares). Potential common shares are determined using the treasury stock method and include common shares issuable upon exercise of outstanding stock options and warrants.

The following table sets forth the computation of basic and diluted net income (loss) per share. Since the three month periods ended November 30, 2012 and 2011 and the nine month period ended November 30, 2011 resulted in a net loss, the impact of dilutive effects of stock options was not added to the weighted average shares.

	Three Months Ended November 30,		Nine Months Ended November 30,	
	2012	2011	2012	2011
Numerator:				
Net income (loss) attributable to shareholders (in thousands)	$(629)	$(2,188)	$3,347	$(2,878)
Denominator:				
Basic weighted-average shares outstanding	48,029,592	47,427,251	47,988,433	47,362,196
Effect of dilutive stock options and warrants	–	–	1,106,494	–
Diluted weighted-average shares outstanding	48,029,592	47,427,251	49,094,927	47,362,196
Net income (loss) per share:				
Basic	$(0.01)	$(0.05)	$0.07	$(0.06)
Diluted	$(0.01)	$(0.05)	$0.07	$(0.06)

Equity based awards not included in the per share computation because the option exercise price was greater than the average market price of the common shares are reflected in the following table.

	Three Months Ended November 30,		Nine Months Ended November 30,	
	2012	2011	2012	2011
Warrants	6,000	60,000	6,000	60,000
Stock options	1,145,032	1,446,698	1,145,032	1,446,698
Total	1,151,032	1,506,698	1,151,032	1,506,698

3. Total Comprehensive Income (Loss)

The following table provides a summary of total comprehensive income (loss) for the applicable periods (in thousands):

	Three Months Ended November 30,		Nine Months Ended November 30,	
	2012	2011	2012	2011
Net income (loss) attributable to the shareholders of Premier Exhibitions, Inc.	$ (629)	$ (2,188)	$ 3,347	$ (2,878)
Other comprehensive income (loss):				
Unrealized loss on marketable securities	–	(2)	–	(5)
Net foreign currency translation gain (loss)	–	(40)	7	(20)
Total comprehensive income (loss)	$ (629)	$ (2,230)	$ 3,354	$ (2,903)

4. Assets Related to 2010 Expedition to Titanic Wreck Site

During August and September 2010, our wholly owned subsidiary RMST, as Salvor-In-Possession of the RMS Titanic (the "Titanic") and its wreck site, conducted an expedition to the Titanic wreck site.

We have capitalized $4.5 million of costs related to the expedition which have been allocated to specific assets as reflected in the following table (in thousands).

	November 30, 2012	February 29, 2012
3D film	$ 1,817	$ 1,817
3D exhibitry	857	857
2D documentary	631	631
Gaming and other application	886	886
Expedition web point of presence	317	317
Total expedition costs capitalized	4,508	4,508
Less: Accumulated amortization	319	175
Accumulated depreciation	352	158
Expedition costs capitalized, net	$ 3,837	$ 4,175

As of November 30, 2012 only the gaming and other application assets have not begun being amortized however, we expect amortization to begin in the fourth quarter of fiscal 2013 since these assets will be begin being used in our exhibits at that time.

The web point of presence and 3D exhibitry assets are included in Property and equipment on the Condensed Consolidated Balance Sheets. The 3D film, 2D documentary, gaming, and other application assets are included in Film, gaming and other application assets on the Condensed Consolidated Balance Sheets.

5. Notes Payable and Capital Lease Obligations

On October 17, 2011, the Company entered into an Asset Purchase Agreement to purchase the assets of a Titanic-themed exhibition (*Titanic: The Experience or "TTE"*) in Orlando, Florida from Worldwide Licensing & Merchandising, Inc. and its shareholder, G. Michael Harris (together, "Worldwide"). Pursuant to the agreement, the Company purchased the assets of the Orlando exhibition from Worldwide in an installment sale. The Company agreed to pay Worldwide a total of $800 thousand over a two-year period, and also agreed to assume rental and other arrearages owed by Worldwide, totaling $720 thousand, which the Company will pay over a four-year period. Based upon an imputed interest rate of 7.6%, the net present value of these payments was approximately $1.4 million as of the date of the transaction.

On June 29, 2012 the Asset Purchase Agreement was amended to accelerate certain payments to Worldwide. To induce the Company into this agreement, Worldwide agreed to forgive one payment of $90 thousand. Based upon the imputed interest rate of 7.6%, this represented a decrease in the note of approximately $71 thousand, which is included in non-operating income (expense) as a gain on debt modification.

On November 26, 2012 the Asset Purchase Agreement was amended to accelerate the final payment to Worldwide. To induce the Company into this agreement, Worldwide agreed to reduce the final payment by approximately $12 thousand dollars. The final payment was also reduced by approximately $6 thousand to repay accounts receivable owed to the Company. Based upon the imputed interest rate of 7.6%, this represented a decrease in the note of approximately $10 thousand, which is included in non-operating income (expense) as a gain on debt modification. The final payment of $62 thousand was made in December 2012.

As of November 30, 2012 the short-term portion of the note payable was $245 thousand and the long-term portion was $166 thousand.

On April 20, 2012, Premier Exhibition Management LLC and its wholly owned subsidiary, PEM Newco, LLC, both subsidiaries of the Company, entered into a purchase agreement with AEG Live LLC, AEG Exhibitions LLC, and Arts and Exhibitions International, LLC pursuant to which Newco purchased substantially all of the assets of Arts and Exhibitions International, LLC ("AEI"). The assets purchased include the rights and tangible assets relating to four currently touring exhibitions known as "King Tut II," "Cleopatra," "America I Am" and "Real Pirates." The Company issued a non-recourse non-interest bearing note of $14.2 million as part of this transaction. The Company originally recorded the note at $14.2 million. The book value of the note was reduced by $6.2 million for the amount that is not expected to be repaid based upon the terms of the note related to the expected future cash flows of the AEI exhibitions and $0.9 million related to the discount of the note to its net present value at an imputed interest rate of 5.75%. Based upon the expected repayment amount of $8.0 million and an imputed interest rate of 5.75%, the fair value of this note was approximately $7.1 million as of April 20, 2012. As of November 30, 2012, the balance sheet reflects the short-term portion of the note payable at $1.0 million and the long-term portion at $0.0 million.

On October 8, 2012, the Company entered into two capital leases for the use of computer equipment. The value of the equipment leased was $115 thousand. Future payments are $2,600 per month for the first three years and $1,700 per month for the final two years of leases. As of November 30, 2012, the balance sheet reflects the short-term portion of capital lease obligations of $24 thousand and the long-term portion of $89 thousand.

6. Capital Stock and Stock-Based Compensation

During the nine months ended November 30, 2012, the Company' s Chief Executive Officer and President received 250,000 stock appreciation rights and 99,074 restricted stock units under the Premier Exhibitions, Inc. 2009 Equity Incentive Plan. 48,611 stock appreciation rights and 79,681 restricted stock units vested on June 29, 2012, with the remainder vesting in thirty equal parts each month thereafter. The stock appreciation rights will be settled in cash, and expire five years from the date of grant. The restricted stock units will be settled in stock and have a weighted average price of $2.70 per share.

The grant price of the stock appreciation rights is $2.70, with a fair market value at the date of grant of $1.72. We used the Black-Scholes model to calculate the fair value using a risk-free interest rate of .39%, a volatility rate of 80.47%, an annual dividend rate of 0% and an expiration date of June 29, 2017.

As of November 30, 2012 the Company has accrued a liability of approximately $158 thousand for the stock appreciation rights that is included in accounts payable and accrued liabilities on the Condensed Consolidated Balance Sheet. We used the Black-Scholes model to calculate the fair value using a risk-free interest rate of .48%, a volatility rate of 94.61%, an annual dividend rate of 0% and an expiration date of June 29, 2017 to calculate the liability at November 30, 2012.

During the nine months ended November 30, 2012, the Company' s Chief Executive Officer and President surrendered 28,577 shares of stock worth approximately $78 thousand to satisfy his tax obligations with respect to the vesting of restricted stock units issued pursuant to the Company' s Equity Incentive Plan. These shares were surrendered at an average price of $2.70 per share based upon the closing price of the Company' s common stock on the day of vesting.

During the three months ended November 30, 2012, the Company' s General Counsel and Senior Vice President Business Affairs surrendered 6,690 shares of stock worth approximately $18 thousand to satisfy his tax obligations with respect to the vesting of restricted stock units issued pursuant to the Company' s Equity Incentive Plan. These shares were surrendered at an average price of $2.80 per share based upon the closing price of the Company' s common stock on the day of vesting.

On August 23, 2012, at the Annual Meeting of Shareholders, our shareholders approved the Premier Exhibitions, Inc. 2009 Equity Incentive Plan, as amended (the "Amended 2009 Plan"). The Amended 2009 Plan became effective as of June 6, 2012, the date the Board approved the Amended 2009 Plan subject to shareholder approval, and will continue in effect until June 6, 2022, or such earlier date as our Board of Directors may determine.

The Amended 2009 Plan increased the number of shares available for grant under the 2009 Equity Incentive Plan from 3,000,000 to 5,000,000. The Amended 2009 Plan provides that "full-value awards," meaning all awards other than stock options and stock appreciation rights, will be counted against the Amended 2009 Plan limit in a 2-to-1 ratio. Stock options and stock appreciation rights will be counted against the Amended 2009 Plan limit in a 1-to-1 ratio. The amendments also provide that dividend equivalents with respect to awards that vest based on the achievement of performance objectives shall be accumulated until such awards are earned, and the dividend equivalents shall not be paid if the performance objectives are not satisfied.

Our non-employee Directors, employees and consultants are eligible to participate in the Amended 2009 Plan, which provides for a full range of awards, including stock options, stock appreciation rights, restricted stock, restricted stock units, performance units, performance shares, dividend equivalents, and other awards relating to shares of our common stock. The awards are payable in shares, in cash, in a combination of shares and cash, or by any other method determined by our Compensation Committee.

7. Non-controlling Interest

S2BN Entertainment Corporation

The Company and S2BN Entertainment Corporation ("S2BN") terminated their joint venture to develop, design and produce future exhibitions. The Company and S2BN entered into this joint venture arrangement on May 14, 2010 whereby each entity owned 50 percent of the joint venture and shared equally in the funding requirements and profits and losses of the joint venture exhibitions.

The Company entered into a License Agreement (the "Agreement") with Playboy Enterprises International, Inc. ("Playboy") in May of 2008 for the right to present and promote new exhibitions related to the Playboy brand. The Company and S2BN agreed to jointly develop, design, and produce a Playboy exhibit, and S2BN agreed to reimburse 50 percent of the enumerated costs incurred related to this initial exhibit concept under the joint venture arrangement.

Although the Company did not have a controlling financial interest in the joint venture, we determined that consolidation was appropriate due to assessment of the Company' s participation in the financial and operational decisions of the joint venture made in the ordinary course of business, as outlined in Accounting Standards Codification ("ASC") ASC 810-10-25. Therefore, the joint venture' s results were consolidated into the Company' s financial statements and reflected as a non-controlling interest.

On August 25, 2011, the Company notified Playboy that the joint venture was terminating the Agreement pursuant to a unilateral termination right the Company had negotiated that included the waiver of the $300 thousand termination fee otherwise payable, if the termination was effected prior to the end of August 2011. While the Agreement provided that the joint venture would still owe Playboy a final license fee installment of $150 thousand despite any such termination, the Company and S2BN also contend that Playboy had previously breached the Agreement, and the joint venture accordingly reserved its rights to pursue all remedies and damages (which would include withholding any such final license fee installment). Due to the termination of the agreement with Playboy, the Company recorded an impairment charge of $217 thousand for Playboy licenses, net of accumulated amortization. The Company also recorded an impairment charge of $141 thousand for construction in progress comprised of expenses incurred in the creation of the Playboy exhibit. The total impairment charge of $358 thousand is included in Impairment of intangibles and fixed assets on the Condensed Consolidated Statement of Comprehensive Income (Loss) for the nine months ended November 30, 2011.

Due to the termination of the Agreement and the related impairments, S2BN' s investment in the joint venture through its payment of 50 percent of the costs of the potential exhibit has been fully impaired. An impairment charge of $197 thousand is reflected in Net loss attributable to non-controlling interest on the Condensed Consolidated Statements of Comprehensive Income (Loss) for the nine months ended November 30, 2011.

During the portion of fiscal 2012 that the Agreement was in effect, the Company incurred expenditures for exhibition rights of $50 thousand and received $77 thousand in reimbursements from S2BN for its share of total development costs incurred to date.

Arts and Exhibitions International, LLC

On April 20, 2012, the Company' s Premier Exhibition Management LLC subsidiary and its wholly owned subsidiary, PEM Newco, LLC ("Newco"), entered into a purchase agreement with AEG Live LLC, AEG Exhibitions LLC, and Arts and Exhibitions International, LLC pursuant to which Newco purchased substantially all of the assets of Arts and Exhibitions International, LLC ("AEI"). The assets purchased include the rights and tangible assets relating to four currently touring exhibitions known as "King Tut II," "Cleopatra," "America I Am" and "Real Pirates." The Company granted a 10% interest in

Premier Exhibition Management LLC (“PEM”) to AEG Live valued at $4.8 million as part of this transaction. The Company used level 3 inputs based upon Financial Accounting Statement Board (“FASB”) Accounting Standards Codification 820, “Fair Value Measurements and Disclosures” (“ASC 820”) to value AEG Live’ s interest in PEM. The Company projected the future discounted cash flow by projecting the statement of operations and the probability of achievement to determine the fair value of the assets. During the three and nine months ended November 30, 2012, the net income (loss) related to the non-controlling interest in PEM was $(251) thousand and $16 thousand, respectively.

8. Legal Proceedings and Contingencies

Status of Salvor-in-Possession and Interim Salvage Award Proceedings

The Company has been party to a salvage case titled *RMS Titanic, Inc. v. The Wrecked and Abandoned Vessel, et al., in rem* for nearly 20 years. The Company has served as sole salvor-in-possession of the Titanic wreck site since 1994. On August 12, 2010, the U. S. District Court for the Eastern District of Virginia (the “District Court”) issued an opinion granting a salvage award to RMST based upon the Company’ s work in recovering and conserving over three thousand artifacts from the wreck of Titanic during its expeditions conducted in 1993, 1994, 1996, 1998, 2000, and 2004 (the “Post 1987 Artifacts”). The Company was awarded 100 percent of the fair market value of the artifacts, which the District Court set at approximately $110 million. The District Court reserved the right to determine whether to pay the Company a cash award from proceeds derived from a judicial sale, or in the alternative, to issue the Company an *in-specie* award of title to the artifacts with certain covenants and conditions which would govern their maintenance and future disposition.

On August 15, 2011, the District Court granted an *in-specie* award of title to the artifacts to RMST for the Post 1987 Artifacts. Title to the Post 1987 Artifacts comes with certain covenants and conditions drafted and negotiated by the Company and the United States government. These covenants and conditions govern the maintenance and future disposition of the artifacts. These covenants and conditions include the following:

The approximately 2,000 “1987 Artifacts” and the approximately 3,500 “Post 1987 Artifacts” must be maintained as a single collection;

The combined collections can only be sold together, in their entirety, and any buyer would be subject to the same conditions applicable to RMST; and

RMST must comply with provisions that guarantee the long-term protection of all of the artifacts. These provisions include the creation by RMST of a reserve fund (the “Reserve Fund”). The Reserve Fund is irrevocably pledged to and held for the exclusive purpose of providing a performance guarantee for the maintenance and preservation of the Titanic collection for the public interest. The Company will pay into the Reserve Fund a minimum of twenty five thousand dollars ($25 thousand) for each future fiscal quarter until the corpus of such Reserve Fund equals five million dollars ($5 million). Though not required under the covenants and conditions, the Company may make additional payments into the Reserve Fund as it deems appropriate, consistent with its prior representations to the Court and sound fiscal operations. The Company established the Reserve Fund and funded it with $25 thousand during November 2011 and continues to fund it with quarterly $25 thousand payments. The current balance in the Reserve Fund is $125,000.

During these proceedings, on July 2, 2004, the District Court also rendered an opinion and order in which it held that it would not recognize a 1993 Proces-Verbal, pursuant to which the government of France granted RMST title to all artifacts recovered from the wreck site during the 1987 expedition (the “1987 Artifacts”). RMST appealed the July 2, 2004 District Court order to the Appellate Court. On January 31, 2006, the Appellate Court reversed the lower court’ s decision to invalidate the 1993 Proces-Verbal, pursuant to which the government of France granted RMST title to all artifacts recovered from the wreck site during the 1987 expedition. As a result, the Appellate Court tacitly reconfirmed that RMST owns the approximately 2,000 artifacts recovered during the 1987 expedition. These artifacts were not part of the August 2011 award, but are now subject to the covenants and conditions agreed to by the Company.

Status of International Treaty Concerning the Titanic Wreck

The U.S. Department of State (the "State Department") and the National Oceanic and Atmospheric Administration of the U.S. Department of Commerce ("NOAA") are working together to implement an international treaty (the "Treaty") with the governments of the United Kingdom, France and Canada concerning the Titanic wreck site. If implemented in this country, this treaty could affect the way the District Court monitors our salvor-in-possession rights to the Titanic. These rights include the exclusive right to recover artifacts from the wreck site, claim possession of and perhaps title to artifacts recovered from the site, and display recovered artifacts. Years ago we raised objections to the State Department regarding the participation of the U.S. in efforts to reach an agreement governing salvage activities with respect to the Titanic. The proposed Treaty, as drafted, did not recognize our existing salvor-in-possession rights to the Titanic. The United Kingdom signed the Treaty in November 2003, and the U.S. signed the Treaty in June 2004. For the Treaty to take effect, the U.S. must enact implementing legislation. As no implementing legislation has been passed, the Treaty currently has no binding legal effect.

In August, 2011, the State Department and NOAA resubmitted draft legislation to Congress. Since that time, RMST has worked with the U.S. government to develop a number of textual modifications to this proposed implementing legislation to address the Company' s concerns. Recently, the members of the United States Congress have sponsored this revised legislation and it is now making its ways through the legislative process. RMST has taken efforts support the passage of this revised implementing legislation into law. The Company believes that the passage of this legislation, as modified by RMST, will recognize the Company' s past and future role with regard to the wreck site.

Other Litigation

The Company is also from time to time party to collection actions to recover amounts owed by promoters and other parties, particularly international promoters and partners. In *RMS Titanic, Inc. v. Citywest Productions and H.S.S. Trading as the Mansfield Group,* we sued in Dublin, Ireland to collect approximately $1.3 million owed by a promoter who licensed and presented a Titanic exhibition in Dublin. We were successful in obtaining judgment against the parties for the full amount of the claim. During the proceedings, the defendants went into receivership, which is an insolvency process under the laws of Ireland. This receivable was fully reserved in fiscal year 2011 and written off in fiscal year 2012. Recovery in this case is unlikely.

On August 5, 2011, the Company filed suit in the U.S. District Court for the Southern District of New York against Gunther Von Hagens, and his company, Plastination Company, Inc. The suit alleges that Von Hagens and Plastination breached a settlement agreement with the Company, tortiously interfered with the Company' s business, conspired against the Company and engaged in unfair competition practices. These claims relate to information Von Hagens and Plastination provided to ABC News and other third-parties about the origin of the human anatomy specimens licensed by the Company and used in its human anatomy exhibitions. The Company has sued for unspecified damages. The case is still in its early stages and the recovery is not reasonably estimable.

On February 24, 2012, the Company filed suit against Dr. Hong-Jin Sui, Hoffen Global Ltd., and Arnie Geller in the Circuit Court in and for Hillsborough County, Florida. The Company alleges that Messrs. Sui and Hoffen breached certain contractual obligations relating to rights of first refusal and opportunities to match competing offers for the lease of sets of plastinated human anatomical specimens, leading to the opening of a series of exhibitions in Europe competitive with those of the Company. Mr. Geller, the Company' s former CEO, is alleged to have tortiously interfered with the Company' s contractual rights in connection with the European exhibitions. All of the defendants have now been served with the Complaint and discovery is now underway. The amount of any potential recovery is not reasonably estimable at this time.

On August 7, 2012, the Company filed suit against Marmargar, Inc. in the United States District Court for the Northern District of Georgia, Atlanta Division. The Company filed suit in response to a claim by Marmargar regarding amounts allegedly due Marmargar pursuant to two alleged contracts with the Company. In particular, Marmargar seeks four percent of all monies received by the Company from a future sale of the Titanic artifacts. The Company denies all claims of Marmargar. In its lawsuit, the Company seeks a judgment from the Court declaring that the alleged contracts are unenforceable and that the Company does not owe Marmargar any monies. The case has been transferred to the United States District Court for the Eastern District of Virginia, Norfolk Division, where Marmargar has consented to jurisdiction. Marmargar has filed a counterclaim seeking to enforce the two alleged contracts. The case is in its very early stages, and the Company cannot reasonably predict its outcome.

From time to time the Company is or may become involved in other legal proceedings that result from the operation of its exhibitions and business.

Settled Litigation

On July 30, 2009, Sports Immortals, Inc. and its principals, Joel Platt and Jim Platt (together, "Sports Immortals"), filed an action against the Company in the Circuit Court of the Fifteenth Judicial District in Palm Beach County, Florida for claims arising from their license agreement with the Company under which the Company obtained rights to present sports memorabilia exhibitions utilizing the Sports Immortals, Inc. collection. The plaintiffs alleged that the Company breached the contract when the Company purported to terminate it in April of 2009, and they sought fees and stock warrant agreements required under the agreement. The Company filed its answer and counterclaims on September 7, 2009. Answering the complaint, the Company denied plaintiffs' allegations and maintained that the Sports Immortals, Inc. license agreement was properly terminated. The Company counterclaimed against the plaintiffs for breach of contract, fraudulent inducement and misrepresentation, breach of the covenant of good faith and fair dealing, and violation of Florida' s deceptive and unfair practices act. On August 16, 2011, the Company and Sports Immortals entered into a Settlement and Release Agreement (the "Agreement"). In exchange for full settlement and release of all claims of Sports Immortals, pursuant to the Agreement the Company agreed to pay $475 thousand currently, $475 thousand on the first anniversary of settlement, and to exchange certain warrants previously issued to Jim Platt and Joel Platt for warrants with an exercise price set at the market price on the date of settlement of $1.82. An expense of $6 thousand for the exchange of these warrants is included in General and administrative expenses for the year ended February 29, 2012. In third quarter of fiscal 2010, the Company accrued $167 thousand as an estimate of the cost to settle this litigation. An additional expense of $783 thousand was recorded in second quarter of fiscal 2012. The first installment of the settlement agreement of $475 thousand was paid on September 7, 2011. The remaining $475 thousand settlement payable was paid during the second quarter of fiscal 2013.

In April 2011, the Company filed suit in the U.S. District Court for the Northern District of Georgia against Serge Grimaux and his companies, including Serge Grimaux Presents, Inc. and 9104-5773 Quebec, Inc. The suit alleges that Grimeaux failed to pay over $800 thousand due and owing the Company under a series of license agreements pursuant to which Mr. Grimaux and his entities presented the Company' s Titanic and human anatomy exhibitions in venues throughout Canada. The Company settled this litigation on November 10, 2011 for $375 thousand, of which $175 thousand has been received and the remainder of which is subject to collection. As of November 30, 2012 a net receivable of $148 thousand is included in the Company' s accounts receivable.

Proposed Legislation and Government Inquiries

On May 23, 2008, the Company entered into an Assurance of Discontinuance (the "Assurance") with the Attorney General of the State of New York. The Assurance resolves the inquiry initiated by the Attorney General' s Office regarding our New York City exhibition, "Bodies…The Exhibition." Subject to the provisions of the Assurance, the Company has continued to operate the exhibition in New York City. Although most of its requirements under the Assurance have now been concluded, the Company will continue to post certain disclosures regarding the sourcing of the specimens in the exhibition as long as that exhibition operates in New York City. The Company has voluntarily agreed to similar disclosures with the states of Washington, Missouri, and Oklahoma.

Legislatures in a few states have considered legislation or passed bills that would restrict our ability to present human anatomy exhibitions in their states, such as by banning human anatomy exhibitions, requiring a permit to present such an exhibition, or imposing restrictions on how or where such exhibitions could be presented. The Company cannot predict whether any such legislation will be adopted or, if adopted, how such legislation might affect its ability to conduct human anatomy exhibitions. Additional states could introduce similar legislation in the future. Any such legislation could prevent or impose restrictions on the Company' s ability to present our human anatomy exhibitions in the applicable states.

From time to time, the Company has or may receive requests and inquiries from governmental entities which result from the operation of our exhibitions and business. As a matter of policy, the Company will cooperate with any such inquiries.

Revenue Examinations

As of November 30, 2012, the Internal Revenue Service ("IRS") was conducting an examination of the Company' s federal tax return for the fiscal year ended February 28, 2010. Although no final determination has been received by the Company as of November 30, 2012, we believe that the IRS will not assert any liability related to this exam. We have agreed on tentative settlements with the IRS related to several of the issues raised in its audit of our February 28, 2010 tax year. Additionally, the IRS has completed its examination of the Company' s federal tax returns for the fiscal years ended February 28(29), 2009, 2008 and 2007, with no significant adjustments required. These settlements are subject to formal review and approval by the IRS. This proceeding is expected to be concluded within the next 12 months. In addition to the review by the IRS, the Company is, at times, under review by various state revenue authorities. The Company believes that adequate provisions for resolution of all contingencies, claims and pending litigation have been made for probable losses and that the ultimate outcome of these actions will not have a material adverse effect on the Company' s financial condition.

9. Purchase and Registration Rights Agreements

On October 31, 2011, the Company and Lincoln Park Capital Fund, LLC ("LPC"), entered into a Purchase Agreement (the "LPC Purchase Agreement") and a Registration Rights Agreement (the "Registration Rights Agreement"), whereby the Company has the right to sell, at its sole discretion, to LPC up to $10 million of the Company' s common stock, over a 36-month period (any such shares sold being referred to as the "Purchase Shares"). Under the Registration Rights Agreement, the Company agreed to file a registration statement with the SEC covering the Purchase Shares and the Commitment Shares (as defined below).

The LPC Purchase Agreement and Registration Rights Agreement were entered into following the termination by mutual agreement of previous purchase agreements and registration rights agreements dated May 20, 2011 and October 19, 2011, which provided for a substantially similar financing transaction between the Company and LPC. The October 19, 2011 agreements were terminated in order to enable the parties to reduce the maximum number of shares of the Company' s common stock issuable in connection with the proposed financing transaction. The October 19, 2011 agreements replaced a previous purchase agreement and registration rights agreement dated May 20, 2011. The previous agreements were terminated by mutual agreement of the Company and LPC in order to eliminate the ability of the Company to sell Initial Purchase Shares of $1.25 million to LPC on the commencement of the Agreement, and to eliminate warrants that may have been issued under the original agreements if the Company had elected to sell the Initial Purchase Shares.

The registration statement filed pursuant to the Registration Rights Agreement has been declared effective by the SEC. The Company generally now has the right, but not the obligation, over a 36-month period, to direct LPC to periodically purchase the Purchase Shares in specific amounts under certain conditions at the Company' s sole discretion. The purchase price for the Purchase Shares will be the lower of (i) the lowest trading price on the date of sale or (ii) the arithmetic average of the three lowest closing sale prices for the common stock during the 12 consecutive business days ending on the business day immediately preceding the purchase date. In no event, however, will the Purchase Shares be sold to LPC below the floor price as defined in the LPC Purchase Agreement.

In consideration for entering into the purchase agreement between the Company and LPC dated May 20, 2011, the Company issued to LPC 149,165 shares of common stock as an initial commitment fee. Under the October 30, 2011 Purchase Agreement, the Company is also required to issue up to 149,165 shares of common stock as commitment shares on a pro rata basis as the Company directs LPC to purchase the Company' s shares under the Purchase Agreement. The LPC Purchase Agreement may be terminated by the Company at any time at the Company' s discretion without any cost to the Company. The proceeds that may be received by the Company under the LPC Purchase Agreement are expected to be used for general corporate purposes, including working capital.

Under the LPC Purchase Agreement, the Company has agreed that, subject to certain exceptions, it will not, during the term of the LPC Purchase Agreement, effect or enter into an agreement to effect any issuance of common stock or securities convertible into, exercisable for or exchangeable for common stock in a "Variable Rate Transaction," which means a transaction in which the Company:

issues or sells any debt or equity securities that are convertible into, exchangeable or exercisable for, or include the right to receive additional shares of common stock either (A) at a conversion price, exercise price or exchange rate or other price that is based upon and/or varies with the trading prices of or quotations for the shares of common stock at any time after the initial issuance of such debt or equity securities, or (B) with a conversion, exercise or exchange price that is subject to being reset at some future date after the initial issuance of such debt or equity security or upon the occurrence of specified or contingent events directly or indirectly related to our business or the market for the common stock; or

enters into any agreement, including, but not limited to, an equity line of credit, whereby it may sell securities at a future determined price.

The Company has also agreed to indemnify LPC against certain losses resulting from its breach of any of its representations, warranties or covenants under the agreements with LPC.

During the year ended February 29, 2012 the Company sold 275,000 shares for $634,675 and issued 158,632 commitment shares under this agreement. No shares were issued or sold during the three or nine months ended November 30, 2012.

10. Asset Purchase Agreement and Related Matters

Transaction – Orlando

On October 17, 2011, the Company entered into an Asset Purchase Agreement to purchase the assets of a Titanic-themed exhibition (Titanic: The Experience or "TTE") in Orlando, Florida from Worldwide Licensing & Merchandising, Inc. and its shareholder, G. Michael Harris (together, "Worldwide"). Pursuant to the Agreement, the Company purchased the assets of the Orlando exhibition from Worldwide in an installment sale. The Company agreed to pay Worldwide directly a total of $800 thousand over a two-year period, and also agreed to assume rental and other arrearages owed by Worldwide, totaling $720 thousand, which the Company will pay over a four-year period. On June 29, 2012 the Company and Worldwide entered into an amendment to the Asset Purchase Agreement to amend the payment schedule in exchange for a reduction in the total payments to $1,430,000. On November 26, 2012 the Company and Worldwide entered into an amendment to the Asset Purchase Agreement to amend the payment schedule in exchange for a reduction in the total payments to $1,418,000.

We have also entered into an Assignment of and Second Amendment to Lease (the "Lease Agreement") with George F. Eyde Orlando, LLC and Louis J. Eyde Orlando, LLC (together, "Landlord") and Worldwide, which provides for a lease of the current exhibition space for five years, with an optional early termination after three years. The Lease Agreement reflects the Company' s rental obligations and also the assumed rental arrearages paid on behalf of Worldwide as part of the consideration for the Asset Purchase Agreement.

Transaction - Arts and Exhibitions International, LLC

On April 20, 2012, Premier Exhibition Management LLC and its wholly owned subsidiary, PEM Newco, LLC ("Newco"), both subsidiaries of the Company, entered into a purchase agreement with AEG Live LLC, AEG Exhibitions LLC, and Arts and Exhibitions International, LLC pursuant to which Newco purchased, effective April 20, 2012, substantially all of the assets of Arts and Exhibitions International, LLC ("AEI"). The assets purchased include the rights and tangible assets relating to four currently touring exhibitions known as "King Tut II," "Cleopatra," "America I Am" and "Real Pirates." The acquired assets include rights agreements with the owners of the artifacts and intellectual property comprising the exhibitions, museum/venue agreements for existing exhibition venues, sponsorship agreements, a warehouse lease and an office lease. Unless renewed, our license to exhibit “King Tut II” will expire during fiscal 2013. We have been notified by the Egyptian government that the license to exhibit “Cleopatra”, originally set to expire during fiscal 2014, will be terminated by the end of fiscal 2013. In addition, the acquired assets include intellectual property related to proposed future exhibitions that the Company may further develop and produce. The Company will operate any such additional properties under its exhibition management subsidiary.

Pursuant to the Purchase Agreement, Newco purchased the exhibition properties and assets of AEI in exchange for the issuance to AEG of a 10% equity interest in PEM and a non-recourse and non-interest bearing promissory note in the initial principal amount of $14,187,000 and with a maturity date of February 28, 2017 (the “Promissory Note”). While no cash consideration was paid upon the closing of the transaction, the Company incurred approximately $610,000 in transaction related expenses for investment banking, legal, and accounting fees of the acquired business, of which $500,000 was recognized in fiscal year 2013 and $110,000 in fiscal year 2012. Newco has also assumed substantially all of the agreements and obligations associated with the acquired assets arising after the closing date, but AEG will retain the obligation to pay the rights fees that accrue on existing exhibitions, which payments are expected to total $3.2 million. When AEG pays these fees, the balance of the Promissory Note will be increased by the amount of the payment(s).

Pursuant to the Promissory Note, Newco will make payments to AEG equal to (a) 100% of net revenues from exhibition bookings entered into by AEG or pending as of closing and transferred to Newco pursuant to the Purchase Agreement, (b) 100% of net revenues from future bookings, after payment to PEM of a 10% booking fee, (c) 100% of the net revenues from the future sale of any tangible exhibitry, equipment and other fixed assets comprising the acquired assets, and (d) 20% of the net revenues from proposed exhibitions acquired from AEG that are ultimately developed and presented. “Net revenues” are determined after deduction by Newco of the direct expenses of operating the exhibitions. Newco is also entitled to retain, before remitting any payments on the Promissory Note, a management fee in the following amount: (a) 5% of gross revenues (after deducting any PEM booking fees) for calendar year 2012; and (b) 10% of gross revenues (after deducting any PEM booking fees) for each calendar year thereafter; provided that the management fee shall not be less than the following minimum fees: $697 thousand in calendar year 2012; $750 thousand in calendar year 2013; $500 thousand in calendar year 2014; and $250 thousand in each of calendar years 2015 and 2016.

If the Promissory Note is paid in full prior to the maturity date, Newco will pay AEG 40% of any additional net revenues derived from operation of the acquired assets thereafter through the maturity date, after deduction of the 10% management fee and the 10% booking fee, if applicable. If the Promissory Note is not satisfied in full at the maturity date, Newco shall satisfy any shortfall by, at its option, selling some or all of the remaining acquired tangible assets, returning some or all the remaining acquired tangible assets to AEG, or paying the applicable portion of the value of the remaining tangible assets to AEG.

Due to the non-recourse nature of the Promissory Note, if the proceeds from the acquired exhibitions and asset sales described above are not sufficient to satisfy the Promissory Note in full on or prior to the maturity date, then none of the Company, PEM or Newco will have any liability with respect to any shortfall.

A summary of the allocation of the purchase price of the Arts and Exhibition International, LLC acquisition is presented as follows in thousands:

Consideration:	
Non-recourse note payable	$7,117
Non-controlling interest in PEM, Inc.	4,800
Fair value of total consideration	$11,917
Recognized amount of identifable assets aquired:	
Prepaid expenses	$7,735
Fixed assets: Exhibitry	3,564
Long-term exhibition costs	618
Total identifable assets	$11,917

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The pro forma information below includes the effect of the TTE and AEI acquisitions as if they had been consummated as of March 1, 2011 (in thousands). The unaudited pro forma financial information is not necessarily indicative of either future results of operations or results that might have been achieved had the acquisitions been consummated as of March 1, 2011.

	Three Months Ended November 30,			Nine Months Ended November 30,	
	2012	2011		2012	2011
Total revenue	$ 7,849	$ 6,586	Total revenue	$ 32,754	$ 25,582
Loss from operations	(775)	(2,091)	Income (loss) from operations	3,746	(2,740)
Net loss	(566)	(2,209)	Net income (loss)	3,417	(2,851)

Transaction – Exhibit Merchandising, LLC

On July 12, 2012 the Company purchased substantially all of the assets of Exhibit Merchandising, LLC for $125 thousand from TIX Corporation and Exhibit Merchandising, LLC. The assets purchased consisted of inventory valued at $25 thousand and fixed assets valued at $100 thousand.

As part of the asset purchase of Exhibit Merchandising, LLC, we obtained the rights to sell all merchandise related to “Tutankhamun and the Golden Age of the Pharaohs”, “Cleopatra: The Exhibition” and “Real Pirates.”

11. Segment Information

The Company has two reportable segments - Exhibition Management and RMS Titanic. The Exhibition Management segment involves the management of all of the Company’ s exhibition operations, including the operation and management of Premier’ s Bodies, Titanic (through an inter-company agreement with RMST), and Dialog in the Dark exhibitions as well as the operation and management of the AEI properties known as “King Tut II,” “Cleopatra,” “America I Am” and “Real Pirates.” The exhibition management division also includes our exhibition merchandising business, conducted under the Company’ s wholly owned subsidiary, Premier Merchandising, LLC. The RMS Titanic segment manages the Company’ s rights to the Titanic assets, including title to all of the recovered artifacts in the Company’ s possession and all of the intellectual property (video, photos, maps, etc.) related to the recovery of the artifacts and research of the ship. In addition, the RMS Titanic segment manages the Company’ s responsibilities as salvor-in-possession of the Titanic wreck site.

Revenue derived from exhibitions presented outside of the U.S. was $93 thousand and $0.8 million for the three months ended November 30, 2012 and 2011, respectively and $1.1 million and $4.9 million for the nine months ended November 30, 2012 and 2011, respectively. The Company’ s foreign exhibitions are all touring. As such, the concentration of foreign income in any period is fluid and changes as exhibitions are moved, normally every four to six months.

All reported revenues were derived from external customers, with the exception of $0.4 million and $1.9 million reported for the RMS Titanic segment for the three months and nine months ended November 30, 2012, respectively and $0.3 million and $1.1 million for the three months and nine months ended November 30, 2011, respectively. This revenue represents a royalty fee paid by the Exhibition Management segment for the use of Titanic assets in its exhibits, and is reflected as a corresponding cost of revenue in the Exhibition Management segment. Revenue earned and expenses charged between segments are eliminated in consolidation.

Certain corporate expenses are allocated based on intercompany agreements between PRXI, PEM and RMST for shared services.

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The following tables reflect the condensed consolidated statements of operations for the three and nine months ended November 30, 2012 and 2011 by segment (in thousands):

	Three Months Ended November 30, 2012 (In thousands)			
	Exhibition Management	RMS Titanic	Elimination	Total
Revenue	$ 7,912	$ 425	$ (425)	$7,912
Cost of revenue (exclusive of depreciation and amortization)	4,847	–	(425)	4,422
Gross profit	3,065	425	–	3,490
Operating expenses:				
General and administrative	3,146	158		3,304
Depreciation and amortization	892	26	–	918
Total Operating expenses	4,038	184	–	4,222
Income (loss) from operations	(973)	241	–	(732)
Other expense	(99)	–	–	(99)
Income (loss) before income tax	(1,072)	241	–	(831)
Income tax expense	15	34	–	49
Net income (loss)	(1,087)	207	–	(880)
Less: Net loss attributable to non-controlling interest	251	–	–	251
Net income (loss) attributable to the shareholders of Premier Exhibitions, Inc.	$ (836)	$ 207	$ –	$(629)

	Three Months Ended November 30, 2011 (In thousands)			
	Exhibition Management	RMS Titanic	Elimination	Total
Revenue	$ 6,226	$ 275	$ (275)	$6,226
Cost of revenue (exclusive of depreciation and amortization)	4,233	–	(275)	3,958
Gross profit	1,993	275	–	2,268
Operating expenses:				
General and administrative	3,112	404	–	3,516
Depreciation and amortization	902	26	–	928
Impairment of intangibles and fixed assets	–	–	–	–
Litigation settlement	–	–	–	–
Total Operating expenses	4,014	430	–	4,444
Loss from operations	(2,021)	(155)	–	(2,176)
Other expense	(12)	–		(12)
Loss before income tax	(2,033)	(155)	–	(2,188)
Income tax expense	–	–	–	–
Net loss	(2,033)	(155)	–	(2,188)

Less: Net loss attributable to non-controlling interest	–	–	–	–
Net loss attributable to the shareholders of Premier Exhibitions, Inc.	$ (2,033)	$ (155)	$ –	$(2,188)

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	Nine Months Ended November 30, 2012 (In thousands)			
	Exhibition Management	RMS Titanic	Elimination	Total
Revenue	$ 32,802	$ 1,922	$ (1,922)	$32,802
Cost of revenue (exclusive of depreciation and amortization)	16,774	–	(1,922)	14,852
Gross profit	16,028	1,922	–	17,950
Operating expenses:				
General and administrative	10,654	822		11,476
Depreciation and amortization	2,570	79	–	2,649
Total Operating expenses	13,224	901	–	14,125
Income from operations	2,804	1,021	–	3,825
Other expense	(185)	–	–	(185)
Income before income tax	2,619	1,021	–	3,640
Income tax expense	200	77	–	277
Net income	2,419	944	–	3,363
Less: Net income attributable to non-controlling interest	(16)	–	–	(16)
Net income attributable to the shareholders of Premier Exhibitions, Inc.	$ 2,403	$ 944	$ –	$3,347

	Nine Months Ended November 30, 2011 (In thousands)			
	Exhibition Management	RMS Titanic	Elimination	Total
Revenue	$ 24,166	$ 1,061	$ (1,061)	$24,166
Cost of revenue (exclusive of depreciation and amortization)	13,895	–	(1,061)	12,834
Gross profit	10,271	1,061	–	11,332
Operating expenses:				
General and administrative	9,250	1,083	–	10,333
Depreciation and amortization	2,805	133	–	2,938
Impairment of intangibles and fixed assets	358	–	–	358
Litigation settlement	783	–	–	783
Total Operating expenses	13,196	1,216	–	14,412
Loss from operations	(2,925)	(155)	–	(3,080)
Other income	2	–		2
Loss before income tax	(2,923)	(155)	–	(3,078)
Income tax expense	39	–	–	39
Net loss	(2,962)	(155)	–	(3,117)
Less: Net loss attributable to non-controlling interest	239	–	–	239

Net loss attributable to the shareholders of Premier Exhibitions, Inc.	$ (2,723)	$ (155)	$ –	$(2,878)

The assets in the Exhibition Management segment include exhibitry, leasehold improvements, venue license agreements, and other assets necessary for operation of the Company' s exhibitions and its merchandising division. The RMS Titanic segment contains all of the Titanic assets (other than the Orlando "Titanic: The Experience" exhibition and certain Titanic exhibition venue license agreements entered into by PEM), including title to all of the recovered artifacts in the Company' s possession and all related intellectual property (video, photos, maps, etc.). The Company' s assets by segment are reflected in the following table (in thousands):

	As of	
	November 30, 2012	**February 29, 2012**
Exhibition Management	$ 25,698	$ 15,438
RMS Titanic	7,306	7,465
Corporate and unallocated	1,140	2,714
Total assets	$ 34,144	$ 25,617

Expenditures for additions to long-lived assets by segment for the nine months ended November 30, 2012 and 2011, respectively are reflected in the table below (in thousands):

	Nine Months Ended November 30,	
	2012	2011
Exhibition Management	$ 392	$ 966
RMS Titanic	153	262
Total capital expenditures	$ 545	$ 1,228

12. Consignment agreement

On December 20, 2011, Premier entered into an agreement with Guernsey' s auction house to conduct a sale of the Company' s Titanic artifact collection and related intellectual property. Both the legal form of an ultimate transaction and the use of the proceeds are to be determined by the Board of Directors at a later date.

13. RMS Titanic Sale

Letter of Intent

On October 15, 2012, the Company announced that it had entered into a non-binding letter of intent with an entity representing a group of individuals (the "Consortium") working to effect a purchase of the stock of RMS Titanic, Inc., for educational, regional economic development and cultural purposes for a price of $189 million. The letter of intent is confidential, and is subject to the parties negotiating binding purchase agreements, obtaining requisite financing commitments and other approvals. The letter of intent represents the first formalization of the process in which the Company and the Consortium seek to combine efforts to place the Titanic assets in a permanent home and to monetize the assets for the benefit of the Company' s shareholders. The execution of the letter of intent does not guarantee that a purchase will be consummated with the Consortium. The letter of intent is designed to allow the Consortium the opportunity to secure its financing sources, prepare to handle and house the collection of artifacts and to continue its efforts to establish public and private support for the venture.

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

This report contains information that may constitute "forward-looking statements." Generally, the words "believe," "expect," "intend," "estimate," "anticipate," "project," "will" and similar expressions identify forward-looking statements, which generally are not historical in nature. However, the absence of these words or similar expressions does not mean that a statement is not forward-looking. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future − including statements relating to revenue growth, improvements to margin and earnings per share growth, and statements expressing general views about future operating results − are forward-looking statements. Management believes that these forward-looking statements are reasonable as and when made. However, such statements are dependent upon, and can be influenced by, a number of external variables over which management has little or no control, including but not limited to, general economic conditions, public tastes and demand, competition, the availability of venues, the results of certain legal matters described herein, governmental regulation and the efforts of co-sponsors. As a result, caution should be taken not to place undue reliance on any such forward-looking statements. Our Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Forward-looking statements should not be relied upon as a guarantee of future performance or results, nor will they necessarily prove to be accurate indications of the performance that is ultimately achieved. As a result, actual outcomes and results may differ materially from those expressed in forward-looking statements.

In this report, the terms "Premier Exhibitions, Inc.," the "Company," "Premier", "we," "us," and "our" mean Premier Exhibitions, Inc., a Florida corporation and its subsidiaries. The condensed consolidated financial statements include the accounts of Premier and its subsidiaries after the elimination of all significant intercompany accounts and transactions.

You are urged to read the risk factors described in our Annual Report on Form 10-K for our fiscal year ended February 29, 2012 ("fiscal 2012"), as filed with the Securities and Exchange Commission. Except as required by law, we undertake no obligation to update publicly any forward-looking statement for any reason, even if new information becomes available. The following discussion should be read in conjunction with the unaudited condensed financial statements and notes appearing elsewhere herein and our Annual Report on Form 10-K for our fiscal year ended February 29, 2012.

Premier' s principal executive offices are located at 3340 Peachtree Road, NE, Suite 900, Atlanta, Georgia 30326 and the Company' s telephone number is (404) 842-2600. The Company is a Florida corporation and maintains websites located at www.prxi.com, www.rmstitanic.net, www.expeditiontitanic.com, www.bodiestheexhibition.com, www.bodiestickets.com, www.titanictix.com, www.bodiesrevealed.com, www.dialogtickets.com, www.dialognyc.com, www.thetitanicstore.com, www.artsandexhibitions.com, www.cleopatraexhibit.com, www.Kingtut.org, www.PiratesExhibition.com, www.exhibitmerchandising.com, and Kingtuthotels.com. Information on Premier' s websites are not part of this report.

Corporate Management

Effective June 29, 2012, the Board of Directors of the Company appointed Samuel Weiser to the position of President and Chief Executive Officer. Mr. Weiser is currently a director of the Company, and will continue to serve in that capacity. Mr. Weiser, age 52, served as Interim Chief Financial Officer of the Company from May 2011 until June 27, 2011, and as Interim President and Chief Executive Officer from November 28, 2011 through June 29, 2012.

On June 29, 2012, the Company and Mr. Weiser also entered into an Employment Agreement (the "Agreement"). The Agreement provides for Mr. Weiser' s employment for an indefinite term as President and Chief Executive Officer of the Company. The Agreement may be terminated by either party at any time, subject to certain severance provisions provided in the Agreement. Pursuant to the agreement, the Company will pay Mr. Weiser a salary of $360,000 per year. In addition, Mr. Weiser will receive 250,000 stock appreciation rights and 99,074 restricted stock units under the Premier Exhibitions, Inc. 2009 Equity Incentive Plan. 48,611 stock appreciation rights and 79,681 restricted stock units vested immediately, with the remainder vesting in thirty equal parts each month thereafter. The stock appreciation rights will be settled in cash, and expire five years from the date of grant. The restricted stock units will be settled in stock. Upon a termination without cause or by Mr. Weiser for good reason, as such terms are defined in the employment agreement. Mr. Weiser would be entitled to six months' salary as severance plus vesting of his equity awards. Effective with the signing of this Agreement, the parties terminated the existing consulting agreement between the Company, Foxdale Management, LLC and Mr. Weiser pursuant to which he provided services as Interim President and Chief Executive Officer.

The Company also announced on July 2, 2012, that the Board of Directors of the Company appointed John Norman to the position of President of Arts and Exhibitions International, LLC (formerly PEM Newco, LLC), a subsidiary of Premier Exhibition Management LLC, which is a subsidiary of the Company, effective June 25, 2012. Mr. Norman, age 52, previously served as President of the Arts and Exhibitions International division of AEG Live, until the Company's April 2012 acquisition of substantially all of its assets. Mr. Norman previously served as Co-President and Chief Operating Officer of Clear Channel Exhibitions, and prior thereto as Senior Vice President of SFX Entertainment.

On June 25, 2012, Arts and Exhibitions International, LLC, and Mr. Norman also entered into an Employment Agreement (the "Norman Agreement"). The Norman Agreement provides for Mr. Norman's employment for a two year term as President of Arts and Exhibitions International, LLC (formerly PEM Newco, LLC). The Agreement may be terminated by either party at any time, subject to certain severance provisions provided in the Agreement. Pursuant to the agreement, the Company will pay Mr. Norman a salary of $320,000 per year. In addition, Mr. Norman has the opportunity to earn an annual cash bonus of up to 100% of his base salary. The bonus is calculated as (a) 15% of the management fee earned by Arts and Exhibitions International, LLC, above the minimum management fee earned pursuant to the AEI Purchase Agreement with AEG Live, LLC, plus (b) 10% of the gross profit of Arts and Exhibitions International, LLC, that is based on new content, plus (c) 2.5% of the annual EBITDA of Premier Exhibition Management LLC. Upon a termination without cause or by Mr. Norman for good reason, as such terms are defined in the Norman Agreement; Mr. Norman would be entitled to six months' salary as severance.

On December 5, 2012, the Company also announced that Robert Brandon, General Counsel and Senior Vice President Business Affairs of the Company, would not be extending his employment agreement and would cease being an officer of the Company as of January 4, 2013.

Overview

Premier Exhibitions, Inc. and subsidiaries, (the "Company" or "Premier") is in the business of presenting to the public museum-quality touring exhibitions around the world. Since our establishment, we have developed, deployed, and operated unique exhibition products that are presented to the public in exhibition centers, museums, and non-traditional venues. Income from exhibitions is generated primarily through ticket sales, third-party licensing, sponsorships and merchandise sales.

Titanic Ventures Limited Partnership ("TVLP"), a Connecticut limited partnership, was formed in 1987 for the purposes of exploring the wreck of the R.M.S. Titanic and its surrounding oceanic areas. In May of 1993, RMS Titanic, Inc. ("RMST") entered into a reverse merger under which RMST acquired all of the assets and assumed all of the liabilities of TVLP and TVLP became a shareholder of RMST. In October of 2004, we reorganized and Premier Exhibitions, Inc. became the parent company of RMST and RMST became a wholly-owned subsidiary. Additional wholly-owned subsidiaries were established in order to operate the various domestic and international exhibitions of the Company.

On September 29, 2011, the Company announced that it intended to separate its operations into two operating subdivisions. The change is intended to better position the Company to pursue strategic alternatives and manage both businesses independently.

Our business has been divided into an exhibition management division and a content division. The content division is the Company's existing subsidiary, RMST, which holds all of the Company's rights with respect to the Titanic assets and is the salvor-in-possession of the Titanic wreck site. These assets include title to all of the recovered artifacts in the Company's possession, in addition to all of the intellectual property (data, video, photos, maps, etc.) related to the recovery of the artifacts and scientific study of the ship.

The exhibition management division includes our exhibition operations and merchandising operations. We formed a new entity, Premier Exhibition Management LLC ("PEM"), to manage all of the Company' s exhibition operations. This includes the operation and management of our Bodies, Titanic (pursuant to an intercompany agreement with RMST) and Dialog in the Dark exhibitions and merchandising related to these exhibits. PEM will also pursue "fee for service" arrangements to manage exhibitions based on content owned or controlled by third parties. On April 20, 2012, Premier Exhibition Management LLC and its wholly owned subsidiary, PEM Newco, LLC ("Newco"), both subsidiaries of the Company, entered into a purchase agreement with AEG Live LLC, AEG Exhibitions LLC, and Arts and Exhibitions International, LLC pursuant to which Newco purchased substantially all of the assets of Arts and Exhibitions International, LLC ("AEI"). The assets purchased include the rights and tangible assets relating to four currently touring exhibitions known as "King Tut II," "Cleopatra," "America I Am" and "Real Pirates." The acquired assets include rights agreements with the owners of the artifacts and intellectual property comprising the exhibitions, museum/venue agreements for existing exhibition venues, sponsorship agreements, a warehouse lease and an office lease. In addition, the acquired assets include intellectual property related to proposed future exhibitions that the Company may further develop and produce. The Company will operate any such additional properties under its exhibition management subsidiary. Subsequent to the asset purchase, Newco changed its name to Arts and Exhibitions International, LLC.

As part of the purchase price for the assets of AEI, 10% of the ownership interest in Premier Exhibition Management LLC was transferred to AEG Live LLC. This ownership interest is reported as a "non-controlling interest" in our financial statements, and the financials of Premier Exhibition Management LLC are reported on a consolidated basis.

The exhibition management division also includes our exhibition merchandising business, conducted under the Company' s wholly owned subsidiary, Premier Merchandising, LLC. This entity has purchased the merchandise rights related to the AEI exhibition properties, and also pursues other exhibition merchandising opportunities.

The restructuring of the Company and changes in its management reflect that Premier has two operating segments – Exhibition Operations and Content Management.

As of November 30, 2012, our portfolio of touring exhibitions contains the following:

	Stationary	Touring	Total
"Titanic: The Artifact Exhibiton and "Titanic: The Experience"	3	6	9
"Bodies…The Exhibition" and "Bodies Revealed"	3	5	8
"Dialog in the Dark"	1	–	1
Exhibitions under Management			
"Tutankhamun and the Golden Age of the Pharoahs"	–	1	1
"Cleopatra: The Exhibition"	–	1	1
"Real Pirates"	–	1	1
"America I AM"	–	1	1
Total Exhibitions	7	15	22

Our touring exhibitions usually span four to six months. The stationary exhibitions are longer-term engagements which are located in New York, New York, Las Vegas, Nevada, Orlando, Florida, and Atlanta, Georgia. In fiscal 2012, we opened a new stationary "Dialog in the Dark" exhibit in New York City on August 20, 2011 and acquired a new exhibit known as "Titanic: The Experience" in Orlando, Florida on October 17, 2011.

In addition to developing new content for future exhibitions, the Company continually evaluates its touring capacity and may expand or contract to suit the addressable market for its content.

We first became known for our Titanic exhibitions which present the story of the ill-fated ocean liner, the R.M.S. Titanic (the "Titanic"). The Titanic has captivated the imaginations of millions of people throughout the world since 1912 when she struck an iceberg and sank in the North Atlantic approximately 400 miles off the coast of Newfoundland on her maiden voyage. More than 1,500 of the 2,228 lives on board the Titanic were lost.

We own approximately 5,500 Titanic artifacts recovered from the wreck site 2 1/2 miles below the ocean's surface which we have the right to present at our exhibitions. In 1994, a federal district court declared us salvor-in-possession of the Titanic wreck and wreck site, and, as such, we have the exclusive right to recover additional objects from the Titanic wreck site. Through our explorations, we have obtained and are in possession of the largest collection of data, information, images and cultural materials associated with the Titanic shipwreck. We believe that our salvor-in-possession status puts us in the best position to provide for the archaeological, scientific and educational interpretation, public awareness, historical conservation and stewardship of the Titanic shipwreck. As of November 30, 2012, we had the ability to present 9 concurrent Titanic exhibitions. Management continues to explore ways to expand the Titanic model beyond the exhibition business to broaden the Company's reach and to execute on its plans to capitalize on the 100 year anniversary of the maiden voyage and sinking of the Titanic.

In 2004, we diversified our exhibitions beyond the Titanic and into human anatomy by acquiring licenses that give us rights to present exhibitions of human anatomy sets, each of which contains a collection of whole human body specimens plus single human organs and body parts. As of November 30, 2012, we had the ability to present 8 concurrent human anatomy exhibitions.

In 2008, we further expanded our exhibition portfolio when we entered into a long-term license agreement to present an exhibition series entitled "Dialog in the Dark." Our "Dialog in the Dark" exhibitions are intended to provide visitors with an opportunity to experience the paradox of learning to "see" without the use of sight. Visitors are escorted through a series of galleries immersed in total darkness and challenged to perform tasks without the use of their vision. In February 2012, the Company decided to close its Atlanta, Georgia "Dialog in the Dark" exhibition effective March 6, 2012. As of November 30, 2012, we had the ability to present one "Dialog in the Dark" exhibition. At this time the Company has not determined the future plans for its "Dialog in the Dark" exhibition.

Management has created a process to evaluate and develop new content that can be used to create new touring exhibitions. Other more generic processes were implemented to support traditional business decisions ranging from human resources management to financial planning and analysis.

South Street Seaport

The Company's *Bodies* and *Dialog in the Dark* exhibitions at The South Street Seaport in New York City were closed during the end of October and all of November 2012 due to complications from Hurricane Sandy. The exhibitions remain closed. Municipal authorities have ordered that the building may not be reopened to the public until the landlord makes the necessary repairs. In December 2012, the landlord notified the Company that it had no estimate for the date the facility would be reopened. On January 2, 2013, the landlord notified the Company that it intended to terminate the Company's South Street Seaport lease on June 30, 2013.

During the month of November 2012, the Company received no revenue at the Seaport. The revenue earned at the Seaport for the same month of fiscal 2012 was approximately $461 thousand. In addition, the Company incurred approximately $289 thousand of operating costs at the Seaport in November 2012, as many advertising and other expenses could not be mitigated in the short term.

The Company does not know if, or when it can expect to resume operating at the Seaport. The Company does not expect to be able to reopen in the fourth quarter of fiscal 2013, so it expects that no revenue will be generated at this venue. In addition, certain advertising and other expenses may be only partially avoided in the fourth quarter of fiscal 2013, and some expenses are paid in advance and not recoverable by contract. The Company is currently negotiating with these providers, so the amount of continuing expenses cannot be determined at this time. In the fourth quarter of fiscal 2012, the Company's operation at the Seaport contributed approximately $1.3 million in revenue and approximately $1.1 million in expense, resulting in approximately $193 thousand to the Company's reported gross profit and net income for that period of the prior fiscal year.

The Company has property and business interruption coverage at the Seaport and has submitted claims for each. The amount of potential recovery for these claims is uncertain at this time, and the Company has not recorded a receivable for insurance proceeds.

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Exhibitions

"Titanic: The Artifact Exhibition"

By featuring the artifacts recovered from the wreck site, our exhibitions tell the Titanic' s story from construction through her sinking and discovery as well as the Company' s efforts to preserve the wreck site and conserve recovered artifacts. The artifacts are placed in historically correct re-creations of the significant rooms onboard the ship and are illuminated by moving stories of her passengers and crew. The Company has supplemented the exhibitions with assets generated during the 2010 Titanic expedition such as 3D exhibitry and film. Approximately 24 million visitors have attended our Titanic exhibitions at venues throughout the world, including in the United States ("U.S."), Canada, Czech Republic, Germany, Norway, France, Greece, Japan, Switzerland, Chile, Argentina, China, Mexico, Hungary, South Korea, Spain, Brazil, the United Kingdom, and Australia. During the third quarter of 2013, we presented 9 separate Titanic exhibitions at 14 venues, including "Titanic: The Experience".

"Titanic: The Experience"

Consistent with the Company' s desire to increase its number of permanent exhibitions, on October 17, 2011 the Company purchased the assets of a Titanic-themed exhibition (Titanic: The Experience or "TTE") in Orlando, Florida. The Company believes that it has not historically fully realized the Orlando market, as a heavily tourist market, and seeks to do so through this acquisition. The Company has supplemented the current exhibition with authentic Titanic artifacts from our existing collections and also by including assets generated during the 2010 Titanic expedition such as 3D exhibitry and film. In addition, this exhibition will increase the Company' s penetration into the Orlando market for merchandise sales.

"Bodies…The Exhibition" and "Bodies Revealed"

We presently have the right to display multiple human anatomy sets, each of which contains a collection of whole human body specimens plus single human organs and body parts, which are known as "Bodies Revealed" and "Bodies…The Exhibition." We secured the rights to produce these two types of human anatomy exhibitions through separate exhibition agreements. During the third quarter of 2012, we presented 8 separate Bodies exhibitions at 11 venues.

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These specimens are assembled into anatomy-based exhibitions featuring preserved human bodies, organs and body parts to offer the public an opportunity to view the intricacies and complexities of the human body. The exhibitions include displays of dissected human bodies which are permanently preserved through a process called polymer preservation, also known as plastination. In essence, the bodies are drained of all fat and fluids, which are replaced with polymers such as silicone rubber, epoxy and polyester. This preserves the flesh and maintains its natural look. Skin from the bodies is removed, or partially removed, to reveal musculoskeletal, nervous, circulatory, and reproductive or digestive systems. The full body specimens are complimented by presentation cases of related individual organs and body parts, both healthy and diseased, that provide a detailed look into the elements that comprise each system of the body. Using more than 200 specimens, each exhibition follows a systems-based approach to human anatomy which examines the skeletal, muscular, nervous, digestive, respiratory, circulatory, urinary, integumentary (skin, sweat glands, hair, and nails), and reproductive systems.

Our full-body specimens and individual organs were obtained through plastination facilities mostly in China. The full body specimens are persons who lived in China and died from natural causes. Most of the bodies were unclaimed at death, and were ultimately delivered to medical schools for education and research. Where known, information about the identities, medical history and causes of death is kept strictly confidential. China has a large and highly competent group of anatomists and dissectors, who are essential to properly preparing these specimens for exhibition and educational purposes. In a number of cases, our medical director has been able to identify medical problems that were present in certain organs and, where appropriate, those organs were clearly labeled in the exhibitions. For example, an emphysema-diseased lung is displayed and identified, giving the visitors a visual understanding of the effects of the disease.

"Dialog in the Dark"

In 2008, we expanded our exhibition portfolio when we entered into a long-term license agreement to present an exhibition series entitled "Dialog in the Dark." Our "Dialog in the Dark" exhibitions are intended to provide insight and experience to the paradox of learning to "see" without the use of sight. Small groups of visitors navigate this exhibition, with the help of blind or visually impaired guides, through a series of galleries immersed in total darkness and are challenged to perform tasks without the use of vision. We closed our "Dialog in the Dark" exhibit in Atlanta, Georgia in March 2012. We currently have a "Dialog in the Dark" exhibit in New York City, however it is currently not operating due to Hurricane Sandy.

Arts and Exhibitions International, LLC ("AEI")

On April 20, 2012, we expanded our exhibition portfolio through the purchase of the exhibition business of AEI which gave us the rights to present the following four exhibitions:

"Tutankhamun and the Golden Age of the Pharaohs"

For the first time in a generation, King Tut' s treasures are under license from Egypt' s Supreme Council of Antiquities and are drawing record-breaking crowds at museums around the world. The exhibition includes an array of possessions unearthed from Tutankhamun' s tomb, including King Tut' s golden canopic coffinette and the crown found on his head when the tomb was discovered. Attendees learn about the extraordinary discovery of King Tut' s tomb and the belief and burial processes of Ancient Egypt, and view results from the latest scientific testing conducted on King Tut' s mummy and what it is telling researchers about his life and death. More than nine million visitors have attended the exhibition to date.

"Cleopatra: The Exhibition"

The world of Cleopatra lost to the sea and sand for nearly 2,000 years, surfaces in *Cleopatra: the Exhibition*. Never-before-seen artifacts and multi-media atmospheres give visitors a front-row seat in the riveting present-day quest for Cleopatra VII, which extends from the sands of Egypt to the depths of the Mediterranean Sea. More than 150 artifacts from Cleopatra' s world represent facets of her elusive history, from her family to the places she lived, walked and worshiped. These artifacts are on view in the U.S. for the first time, bringing with them new insights into the tragedies and triumphs of one of the most remarkable and intriguing leaders in history.

"Real Pirates"

Real Pirates tells the compelling story of the Whydah, the first authenticated pirate shipwreck in U.S. waters, and the stories of the diverse people whose lives converged on the vessel. Sunk in a fierce storm off the coast of Cape Cod, Massachusetts in April 1717, the Whydah was located in 1984 by underwater explorer Barry Clifford, who had been fascinated with finding the ship since tales from his youth. Many before him tried and failed, and only after decades of tireless searching did Clifford discover the wreck site, which he' s still actively excavating today.

The exhibition features more than 200 authentic items recovered from the Whydah – real treasure last touched by real pirates. Ranging from canons and coins and from the massive ship' s bell to personal items that the pirates wore, visitors are given an unprecedented glimpse into unique economic, political and social circumstances of the early 18th-century Caribbean.

Effective November 13, 2012, the Company signed a binding letter of intent with Barry Clifford to develop and present a second Real Pirates exhibition, which the Company expects to begin touring in March 2013.

"America I AM: The African American Imprint"

Presented in partnership with broadcaster Tavis Smiley, this unprecedented travelling museum exhibition celebrates the extraordinary impact of African Americans on our nation and the world. From the first Africans who arrived in Jamestown to the nation' s first black president, this award-winning exhibition takes visitors from all walks of life on an emotional journey through history. Spanning 500 years, the exhibition includes artifacts, documents, multimedia, photos and music that have helped shape the nation and the way we live today.

Other Exhibitions

On May 20, 2008 the Company entered into a License Agreement (the "Agreement") with Playboy Enterprises International, Inc. ("Playboy") for the right to present and promote new exhibitions related to the Playboy brand. We paid a $250 thousand license fee advance to Playboy under this agreement in May 2008, and agreed to pay certain additional advances through the five year term of the agreement. The Company and S2BN Entertainment Corporation ("S2BN") entered into a joint venture agreement on May 14, 2010 and agreed to jointly develop, design, and produce a Playboy exhibit. S2BN agreed to reimburse 50 percent of the enumerated costs incurred related to the initial exhibit concept. During fiscal 2011, we amended our May 2008 agreement to revise the payment due dates for $300 thousand of license fee advances due for each of calendar years 2010 and 2011 and to establish a $300 thousand license fee advance payable for each of calendar years 2013 and 2014, subject to a unilateral termination right to which the Company was entitled. The unilateral termination right required the Company to pay a $300 thousand termination fee unless the termination right was exercised on or prior to August 31, 2011, in which case the Company was entitled to apply the 2011 license fee advance of $300 thousand to the termination fee that would otherwise be payable.

On August 25, 2011, the Company notified Playboy that the joint venture was terminating the Agreement pursuant to the unilateral termination right the Company had negotiated, which resulted in the automatic waiver of the $300 thousand termination fee otherwise payable if the termination was effected prior to the end of August 2011. While the Agreement provided that the joint venture would still owe Playboy a final license fee installment of $150 thousand despite any such termination, the Company and S2BN also contended that Playboy had previously breached the License Agreement, and the joint venture accordingly reserved its rights to pursue all remedies and damages (and accordingly withheld such final license fee installment to cover a portion of those damages sustained by us).

We intend to acquire, develop and present additional new exhibitions for presentation in the future, including exhibitions both related and unrelated to our currently ongoing exhibitions.

Titanic Expeditions

In August 1987, TVLP contracted with the Institute of France for the Research and Exploration of the Sea (“IFREMER”) to conduct an expedition and dive to the wreck of the Titanic. Approximately 2,000 objects were recovered and 140 hours of video tape footage and an estimated seven thousand still photographs were taken during the course of the 32 dives in that original expedition. A French maritime tribunal subsequently conveyed to us title to these artifacts. In 1993, RMST acquired all of the assets and assumed all of the liabilities of TVLP. In July 2004, the U.S. District Court for the Eastern District of Virginia (the “District Court”) concluded that such conveyance by the French tribunal was not valid and sought to deprive us of title to these artifacts. We appealed that decision to the U.S. Court of Appeals for the Fourth Circuit (the “Appellate Court”). On January 31, 2006, the Court of Appeals reversed and vacated the ruling of the lower court. This decision reaffirmed the validity of our title to the approximately 2,000 artifacts recovered during the 1987 expedition.

We completed additional expeditions to the wreck of the Titanic in 1994, 1996, 1998, 2000 and 2004 recovering approximately 3,500 additional artifacts and additional video tape footage and still photographs. With the depth of the Titanic wreck approximately two and one-half miles below the surface of the North Atlantic Ocean, our ability to conduct expeditions to the Titanic has been subject to the availability of necessary research and recovery vessels and equipment for chartering by us from June to September, which is the “open weather window” for such activities.

2010 Expedition to Titanic Wreck Site

During August and September 2010, our wholly owned subsidiary RMST, as salvor-in-possession of the RMS Titanic (the “Titanic”) and its wreck site, conducted an expedition to the Titanic wreck site. RMST brought together an alliance of the world’ s leading archaeologists, oceanographers and scientists together with U.S. governmental agencies to join RMST in the 2010 expedition to the wreck site and the post-expedition scientific study. This alliance included the Woods Hole Oceanographic Institution (“WHOI”), the Institute of Nautical Archaeology (“INA”), the National Oceanic Atmospheric Administration’ s Office of the National Marine Sanctuaries (“NOAA/ONMS”), The National Park Service’ s Submerged Resources Center (“NPS”) and the Waitt Institute. Never before had all of these entities partnered to work together on one project. While all of these parties worked together to participate in the expedition, RMST has sole legal ownership of the film footage, data, and other assets generated from the expedition.

While the general purpose of the expedition was to collect and interpret archeological and scientific data utilizing state-of-the-art high definition 2D and 3D cameras and sonar scanning equipment, the Company also planned and executed the expedition in order to create digital assets for commercial purposes, including a 2D documentary that was aired by a major cable network in April 2012, a separate HD3D film featuring a tour of the bow and stern sections of the ship that is now being distributed, and assets to be utilized in enhancing the Titanic exhibitions, as well as other applications. The collected data will also provide the basis for an archaeological site plan, and ultimately a long-term management plan for the Titanic wreck site.

We have capitalized $4.5 million of costs related to the expedition, discussed in more detail below, which have been allocated to specific assets as reflected in the following table (in thousands).

	November 30, 2012	February 29, 2012
3D film	$ 1,817	$ 1,817
3D exhibitry	857	857
2D documentary	631	631
Gaming and other application	886	886
Expedition web point of presence	317	317
Total expedition costs capitalized	4,508	4,508
Less: Accumulated amortization	319	175
Accumulated depreciation	352	158
Expedition costs capitalized, net	$ 3,837	$ 4,175

In order to increase interest in the expedition, the Company established a central web point of presence for the expedition (ExpeditionTitanic.com), which will continues to serve as the central site to convey the ongoing efforts to preserve the legacy of the Titanic. During the 2010 expedition, the website featured updates from the crew and other expedition participants, images of the wreck site, and photo/live feed updates that allowed visitors to the site to follow the expedition as it was in process.

In addition, during fiscal 2011 the Company capitalized an additional $3.9 million in costs related to the expedition, comprised of $562 thousand in general management costs and $3.3 million in ship charter costs, underwater gear, and filming costs. Costs directly related to the 2D documentary, 3D film, 3D exhibitry or gaming applications were separately ascribed to the respective assets; additional costs related to all four types of assets were allocated ratably based on the anticipated future revenue associated with the asset, based on the reasonable expectations of management. Included in these costs is $2.0 million related to agreements with WHOI for optical services and the use of two autonomous underwater vehicles.

During fiscal 2012, as additional assets were developed by our vendors, an additional $262 thousand in underwater gear and filming cost was capitalized.

In addition, a significant project such as this requires management by a team of professionals, from the Expedition Leader to other individuals specializing in project management, legal and other specialties which were necessary to ensure that the expedition was conducted efficiently and effectively. A portion of the general management expenses that we capitalized is an allocation of production overhead, which, in accordance with Accounting Standards Codification 926-20-25-2, includes an allocation of costs of the individuals with either exclusive or significant responsibility for the production of a film. For those individuals with a significant, but not an exclusive responsibility, we allocated their costs based on hours worked related to the expedition and tasks related to the development of the film versus hours worked on other matters. In addition, included in capitalized general management expenses are legal and public relations costs incurred associated with the creation of the digital assets.

As of November 30, 2012 only the gaming and other application assets have not begun being amortized however, we expect amortization to begin in the fourth quarter of 2013 since these assets will be begin being used in our exhibits at that time.

The web point of presence and 3D exhibitry assets are included in Property and equipment on the Condensed Consolidated Balance Sheets. The 3D film, 2D documentary, gaming, and other application assets are included in Film, gaming and other application assets on the Condensed Consolidated Balance Sheets.

Certain costs related to the expedition were expensed as incurred, and not included in the capitalized assets discussed above. Examples of these expenditures include costs to advertise the expedition, ongoing maintenance of the expedition web point of presence, certain legal and public relations fees, mapping and profiling of Titanic artifacts, and any management costs subsequent to the ship’ s return in September 2010.

Science, Archaeology and Conservation Related to the Titanic and Titanic Artifacts

In addition to being important to our exhibition business, the Titanic is an important archaeological, historical and cultural site. In addition to the alliance brought together for the 2010 expedition described above, we have long standing relationships with several other archaeologists and conservators for services to aid in stewardship of the Titanic wreck site. Upon recovery from the Titanic wreck site, artifacts are in varying states of deterioration. Having been submerged in the ocean for almost 100 years, artifacts have been subjected to the corrosive effects of seawater. The conservation of all artifacts recovered from the wreck site of the Titanic is an extensive process that employs many techniques in order to stabilize them for display in our exhibitions. We also own and maintain an extensive database, together with digital and photographic archives, that establish, with certainty, the origin of the artifacts.

Merchandising

We earn revenue from the sale of exclusively sourced merchandise, such as apparel, posters, gifts and Titanic-related jewelry (some of which utilizes coal we have recovered from the shipwreck). In addition, we also publish exhibition catalogs and provide ancillary services such as audio tours and visitor exhibition themed photographs, which are sold at our exhibition gift shops. We intend to continue to focus on merchandising activities at all our exhibition locations to increase revenue per attendee and our margins on these sales.

During the second quarter of fiscal 2011, we launched an e-commerce website that allows us to sell merchandise related to our shows over the internet. Also, at the end of the third quarter of fiscal 2012, we re-launched our e-commerce website as www.thetitanicstore.com, which offers Titanic–themed merchandise.

Consistent with the Company’ s desire to take advantage of additional distribution channels for our merchandise, we entered into agreements with a direct response marketer, and an online and television retailer, to produce, market, and sell Titanic-themed merchandise in order to capitalize on the 100th anniversary of the sinking of the Titanic in April 2012. The agreement with the direct response marketer is for the development and promotion, via direct channels of distribution, of Titanic commemorative jewelry and other items. The agreement with the online and television retailer is for the development and promotion of jewelry, housewares, fragrances, and other Titanic-themed merchandise inspired by, or replicated based on authentic artifacts. This merchandise was launched during a television program aired in April 2012. Due to the strength of the April 2012 show an additional airing was done during the same month. In addition, the merchandise is also available on the retailer’ s website.

On July 12, 2012 the Company purchased substantially all of the assets of Exhibit Merchandising, LLC for $125 thousand. As part of the acquisition of the assets of Exhibit Merchandising, LLC, we obtained the rights to sell all merchandise related to “Tutankhamun and the Golden Age of the Pharaohs”, “Cleopatra: The Exhibition” and “Real Pirates”.

Information Regarding Exhibitions Outside the United States

Our exhibitions tour regularly outside the U.S. Approximately 1% of our revenues and 14% of attendance for the quarter ended November 30, 2012 compared with 13% and 16%, respectively, for the quarter ended November 30, 2011 resulted from exhibition activities outside the U.S. Many of our financial arrangements with our international trade partners are based upon foreign currencies, which exposes the Company to the risk of currency fluctuations between the U.S. dollar and the currencies of the countries in which our exhibitions are touring.

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Results of Operations

The Quarter Ended November 30, 2012 Compared to the Quarter Ended November 30, 2011

An analysis of our condensed consolidated statements of operations for the three months ended November 30, 2012 and 2011, with percent changes, follows:

	November 30, 2012	November 30, 2011	2012 vs. 2011
	(In thousands except percentages and per share data)		
Revenue	$ 7,912	$ 6,226	27.1 %
Cost of revenue (exclusive of depreciation and amortization)	4,422	3,958	11.7 %
Gross profit	3,490	2,268	53.9 %
Gross profit as a percent of revenue	44.1 %	36.4 %	
Operating expenses	4,222	4,444	(5.0)%
Loss from operations	(732)	(2,176)	66.4 %
Other income (expense)	(99)	(12)	725.0 %
Loss before income taxes	(831)	(2,188)	62.0 %
Income tax expense	49	–	N/A %
Effective tax rate	-5.9 %	0.0 %	
Net income (loss)	(880)	(2,188)	59.8 %
Less: Net loss attributable to non-controlling interest	251	–	N/A %
Net loss attributable to the shareholders of Premier Exhibitions, Inc.	$ (629)	$ (2,188)	71.3 %
Net loss per share:			
Basic loss per share	$ (0.01)	$ (0.05)	
Diluted net loss per share	$ (0.01)	$ (0.05)	

Revenue. During the quarter ended November 30, 2012, total revenue increased by $1.7 million, or 27.1% to $7.9 million compared to the same period last year, as reflected in the following table.

	Revenue (in thousands) Three Months Ended November 30, 2012	2011
Exhibition Revenue		
Admissions revenue	$ 4,876	$ 4,827
Non-refundable license fees for current exhibitions	577	755
Total Exhibition revenue	5,453	5,582
Merchandise revenue	2,209	644
Management fee	250	–
Licensing fee	–	–
Total Revenue	$ 7,912	$ 6,226
Key Non-financial Measurements		
Number of venues presented	26	18

Operating days	1,246	1,244
Attendance (in thousands)	497	373
Average attendance per operating day	399	304
Average ticket price per pre-partner split	$ 16.00	$ 16.48
Average merchandise sales per ticket sold	$ 2.26	$ 1.89

These key non- financial measurements do not include the AEI properties or merchandise sales.

Exhibition revenue decreased by $0.1 million to $5.5 million. During the third quarter of fiscal 2013 revenue was negatively affected by Hurricane Sandy which closed the Company' s "Bodies the Exhibition" and "Dialog in the Dark" exhibitions at The South Street Seaport in New York City. This closing is estimated to have decreased revenue by approximately $400,000. We do not recognize exhibition revenue or merchandise revenue for the four AEI exhibitions but instead receive a management fee for managing these properties.

With 26 exhibits presented, the Company experienced a corresponding increase in attendance from 372,683 in the third quarter of fiscal 2012 to 496,895 in the third quarter of fiscal 2013. We attribute this increase in attendance in large part to better venue selection, having 1 additional touring Bodies and 1 additional stationary Titanic exhibition, and to a lesser extent the Titanic' s 100th year anniversary.

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Revenue from self-run exhibitions was 58.1% of total revenue in the third quarter of fiscal 2013, compared to 91.8% of revenue for the third quarter of fiscal 2012. During the third quarter of fiscal 2012 and 2013, all of our revenue from self-run exhibitions was derived from stationary exhibits. These comparisons exclude the AEI portfolio.

Merchandise revenue increased $1.6 million to $2.2 million for the three months ended November 30, 2012. Merchandise revenue increased due to an increase in attendance at our venues, sales related to the Titanic' s 100 year anniversary and the purchase of the assets of Exhibit Merchandising, LLC during the third quarter of fiscal 2013. Sales related to the Exhibit Merchandising, LLC assets were approximately $824 thousand in the third quarter of fiscal 2013.

Management fee revenue increased due to the management of the AEI properties for the third quarter of fiscal 2013. This is a new revenue stream in fiscal 2013.

Cost of revenue. During the three months ended November 30, 2012, total cost of revenue increased by $464 thousand, or 11.7%, to $4.4 million compared to the same period last year, as reflected in the following table.

	Cost of Revenue (in thousands, except percentages)		
	Three Months Ended		Percent Change
	November 30, 2012	November 30, 2011	2012 vs. 2011
Exhibition costs			
Production	$ 198	$ 211	(6.2)%
Operating Expenses	2,485	2,424	2.5 %
Marketing	876	1,054	(16.9)%
	3,559	3,689	(3.5)%
Exhibition expense as percent of exhibition revenue	65.3 %	66.1 %	
Cost of merchandise	863	269	220.8 %
Cost of merchandise as percent of merchandise revenue	39.1 %	41.8 %	
Total	$ 4,422	$ 3,958	11.7 %
Cost of revenue as a percent of total revenue	55.9 %	63.6 %	

Our exhibition costs of $3.6 million for the three months ended November 30, 2012 decreased by 3.5%, or $130 thousand, compared to the same period last year as all exhibition costs categories remained relatively flat.

Cost of merchandise as a percent of merchandise revenue decreased from 41.8% in the third quarter of fiscal 2012 to 39.1% in the third quarter of fiscal 2013 primarily due to lower merchandise costs based on better vendor contracts.

Gross profit. During the three months ended November 30, 2012, our total gross profit increased by $1.2 million as we generated a gross profit of $3.5 million compared to $2.3 million for the same period last year. Our gross profit increased primarily due to the increase in merchandise and management fee revenues as outlined above. However, gross margin and net income was negatively affected by approximately $320 thousand due to Hurricane Sandy which closed the Company' s "Bodies the Exhibition" and "Dialog in the Dark" exhibitions at The South Street Seaport in New York City. This amount reflects the unavoidable expenses incurred in late October and November 2012, during which no revenue was earned at the Seaport.

Operating expenses. Our general and administrative expenses decreased by $212 thousand to $3.3 million for the three months ended November 30, 2012 compared to the same period last year. The decrease is primarily due to a decrease in professional fees and office expenses only partially offset by an increase in compensation related expenses.

Our depreciation and amortization expenses were relatively flat with prior year as we placed our 3D and 2D film assets in service during the 3rd quarter of fiscal 2013. This increase in amortization expense was offset by lower depreciation expense as many fixed assets are now fully depreciated or were impaired as part of the impairment charge in the fourth quarter of fiscal 2012.

Loss from operations. We realized loss from operations of $0.7 million in the third quarter of fiscal 2013 as compared to a loss from operations of $2.2 million for the third quarter of fiscal 2012. This is mainly due to higher merchandise and management fee revenues.

Other Income (expense). We recognized interest expense of $112 thousand on our notes payable during the third quarter of fiscal 2013 as compared to $4 thousand in the third quarter of fiscal 2012.

Income tax expense. We recorded income tax expense for the three months ended November 30, 2012 of $49 thousand as compared to $0 in income tax for the same period in the prior year. The Company has prior operating losses that are being carried forward and mostly offset current taxable income. The fiscal 2013 income tax expense relates primarily to Federal Alternative Minimum Tax.

Net (income) loss attributable to non-controlling interest. This represents the income AEG Live, LLC earned on its 10% interest in Premier Exhibition Management LLC in the current year. In the prior year this related to our joint venture with S2BN.

Net loss. We realized net loss of $0.6 million for the three months ended November 30, 2012 as compared to a net loss of $2.2 million for the same period last year. Of this amount, a net loss of $270 thousand is attributable to our location at The South Street Seaport in late October and November 2012.

The Quarter Ended November 30, 2012 Compared to the Quarter Ended November 30, 2011 – Segment results

Exhibition Management Segment

An analysis of operations for our Exhibition Management segment for the three months ended November 30, 2012 and 2011, with percent changes, follows:

	Three Months Ended November 30,		% Change
	2012	2011	
	(In thousands except percentages)		
Revenue	$ 7,912	$ 6,226	27.1 %
Cost of revenue (exclusive of depreciation and amortization)	4,847	4,233	14.5 %
Gross profit	3,065	1,993	53.8 %
Gross profit as a percent of revenue	38.7 %	32.0 %	
Operating expenses	4,038	4,014	0.6 %
Loss from operations	(973)	(2,021)	(51.9)%
Other expense	(99)	(12)	725.0 %
Loss before income tax	(1,072)	(2,033)	47.3 %
Income tax expense	15	–	N/A %
Effective tax rate	-1.4 %	0.0 %	
Net loss	(1,087)	(2,033)	46.5 %
Less: Net loss attributable to non-controlling interest	251	–	N/A %
Net loss attributable to the shareholders of Premier Exhibitions, Inc.	$ (836)	$ (2,033)	58.9 %

Revenue. During the quarter ended November 30, 2012, total revenue increased by $1.7 million, or 27.1% to $7.9 million compared to the same period last year, as reflected in the following table.

	Revenue (in thousands) Three Months Ended November 30, 2012	2011
Exhibition Revenue		
Admissions revenue	$4,876	$4,827
Non-refundable license fees for current exhibitions	577	755
Total Exhibition revenue	5,453	5,582
Merchandise Revenue	2,209	644
Management Fee	250	–
Licensing Fee	–	–
Total Revenue	$7,912	$6,226
Key Non-financial Measurements		
Number of venues presented	26	18
Operating days	1,246	1,244
Attendance (in thousands)	497	373
Average attendance per operating day	399	304
Average ticket price per pre-partner split	$16.00	$16.48
Average merchandise sales per ticket sold	$2.26	$1.89

These key non- financial measurements do not include the AEI properties or merchandise sales.

Exhibition revenue decreased by $0.1 million to $5.5 million. During the third quarter of fiscal 2013 revenue was negatively affected by Hurricane Sandy which closed the Company' s "Bodies the Exhibition" and "Dialog in the Dark" exhibitions at The South Street Seaport in New York City. This closing is estimated to have decreased revenue by approximately $400,000. We do not recognize exhibition revenue or merchandise revenue for the four AEI exhibitions but instead receive a management fee for managing these properties.

With 26 exhibits presented, the Company experienced a corresponding increase in attendance from 372,683 in the third quarter of fiscal 2012 to 496,895 in the third quarter of fiscal 2013. We attribute this increase in attendance in large part to better venue selection, having 1 additional touring Bodies and 1 additional stationary Titanic exhibition, and to a lesser extent the Titanic' s 100th year anniversary Revenue from self-run exhibitions was 58.1% of total revenue in the third quarter of fiscal 2013, compared to 91.8% of revenue for the third quarter of fiscal 2012. During the third quarter of fiscal 2012 and 2013, all of our revenue from self-run exhibitions was derived from stationary exhibits. These comparisons exclude the AEI portfolio.

Merchandise revenue increased $1.6 million to $2.2 million for the three months ended November 30, 2012. Merchandise revenue increased due to an increase in attendance at our venues, sales related to the Titanic' s 100 year anniversary and the purchase of the assets of Exhibit Merchandising, LLC during the third quarter of fiscal 2013. Sales related to the Exhibit Merchandising, LLC assets were approximately $817 thousand in the third quarter of fiscal 2013.

Management fee revenue increased due to the management of the AEI properties for the third quarter of fiscal 2013. This is a new revenue stream in fiscal 2013.

Cost of revenue. During the three months ended November 30, 2012, total cost of revenue increased by $614 thousand, or 14.5%, to $4.8 million compared to the same period last year, as reflected in the following table.

	Cost of Revenue (in thousands, except percentages)		
	Three Months Ended		Percent Change
	November 30, 2012	November 30, 2011	2012 vs. 2011
Exhibition costs			
Production	$ 198	$ 211	(6.2)%
Operating Expenses	2,910	2,699	7.8 %
Marketing	876	1,054	(16.9)%
	3,984	3,964	0.5 %
Exhibition expense as percent of exhibition revenue	73.1 %	71.0 %	
Cost of merchandise	863	269	220.8 %
Cost of merchandise as percent of merchandise revenue	39.1 %	41.8 %	
Total	$ 4,847	$ 4,233	14.5 %
Cost of revenue as a percent of total revenue	61.3 %	68.0 %	

Our exhibition costs of $4.0 million for the three months ended November 30, 2012 were relatively flat compared to the same period last year as the RMS Titanic royalty expense increase of $150 thousand was offset by a decrease in marketing expenses.

Cost of merchandise as a percent of merchandise revenue decreased from 41.8% in the third quarter of fiscal 2012 to 39.1% in the third quarter of fiscal 2013 primarily due to lower merchandise costs based on better vendor contracts.

Gross profit. During the three months ended November 30, 2012, our total gross profit increased by $1.1 million as we generated a gross profit of $3.1 million compared to $2.0 million for the same period last year. Our gross profit increased primarily due to the increase in merchandise and management fee revenues as outlined above. However, gross margin and net income was negatively affected by approximately $320 thousand due to Hurricane Sandy which closed the Company' s "Bodies the Exhibition" and "Dialog in the Dark" exhibitions at The South Street Seaport in New York City. This amount reflects the unavoidable expenses incurred in late October and November 2012, during which no revenue was earned at the Seaport.

Operating expenses. Our general and administrative expenses was relatively flat with prior year as a decrease in professional fees and office expenses only was offset by an increase in compensation related expenses and a decrease in administrative fees charged to our RMS Titanic segment.

Our depreciation and amortization expenses were relatively flat with prior year as we placed our 3D and 2D film assets in service during the 3rd quarter of 2013. This increase in amortization expense was offset by lower depreciation expense as many fixed assets are now fully depreciated or were impaired as part of the impairment charge in the fourth quarter of fiscal 2012.

Loss from operations. We realized loss from operations of $1.0 million in the third quarter of fiscal 2013 as compared to a loss from operations of $2.0 million for the third quarter of fiscal 2012. This is mainly due to higher merchandise and management fee revenues.

Other Income (expense). We recognized interest expense of $112 thousand on our notes payable during the third quarter of fiscal 2013 as compared to $4 thousand in the third quarter of fiscal 2012.

Income tax expense. We recorded income tax expense for the three months ended November 30, 2012 of $15 thousand as compared to $0 in income tax for the same period in the prior year. The Company has prior operating losses that are being carried forward and mostly offset current taxable income. The fiscal 2013 income tax expense relates primarily to Federal Alternative Minimum Tax.

Net (income) loss attributable to non-controlling interest. This represents the income AEG Live, LLC earned on its 10% interest in Premier Exhibition Management LLC in the current year. In the prior year this related to our joint venture with S2BN.

Net loss. We realized net loss of $0.8 million for the three months ended November 30, 2012 as compared to a net loss of $2.0 million for the same period last year. Of this amount, a net loss of $270 thousand is attributable to our location at The South Street Seaport in late October and November 2012.

RMS Titanic Segment

An analysis of operations for our RMS Titanic segment for the three months ended November 30, 2012 and 2011 with percent changes follows:

	Three Months Ended November 30,		% Change
	2012	2011	
	(In thousands except percentages)		
Revenue	$ 425	$ 275	54.5 %
Cost of revenue (exclusive of depreciation and amortization)	–	–	N/A %
Gross profit	425	275	54.5 %
Gross profit as a percent of revenue	100.0 %	100.0 %	
Operating expenses	184	430	(57.2)%
Income (loss) before tax	241	(155)	
Income tax expense	34	–	N/A %
Net income (loss)	$ 207	$ (155)	233.5 %

Revenue. During the three months ended November 30, 2012, total revenue increased by $125 thousand, or 54.5%, to $0.4 million compared to the same period in the prior year due to the increase in revenues from Titanic exhibitions and the increase in merchandise sales. PEM pays RMST a royalty fee for the use of Titanic artifacts in its exhibits. The royalty fee is calculated based on 10% of revenues generated from Titanic ticket sales, merchandising, and other ancillary revenue-related streams. As Titanic exhibition revenues increased to $4.3 million from $2.8 million, royalty revenue increased accordingly.

Gross Profit. Gross profit increased based on the 54.5% increase in revenue discussed above.

Operating Expenses. Operating expenses for the three months ended November 30, 2012 decreased 57.2% from the same period in the prior year mainly due to a change in the methodology used to calculate the administrative fee charged to RMS Titanic.

Income tax expense. We recorded income tax expense for the three months ended November 30, 2012 of $34 thousand as compared to $0 thousand in income tax for the same period in the prior year. The Company has prior operating losses that are being carried forward and mostly offset current taxable income. The fiscal 2013 income tax expense relates to the Federal Alternative Minimum Tax.

Net income (loss). Income for the three months ended November 30, 2012 was $207 thousand compared to a loss of $155 thousand for the same period in the prior year based on the items discussed above.

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The Nine Months Ended November 30, 2012 Compared to the Nine Months Ended November 30, 2011

An analysis of our condensed consolidated statements of operations for the nine months ended November 30, 2012 and 2011, with percent changes, follows:

	November 30, 2012	November 30, 2011	2012 vs. 2011
	(In thousands except percentages and per share data)		
Revenue	$ 32,802	$ 24,166	35.7 %
Cost of revenue (exclusive of depreciation and amortization)	14,852	12,834	15.7 %
Gross profit	17,950	11,332	58.4 %
Gross profit as a percent of revenue	54.7 %	46.9 %	
Operating expenses	14,125	14,412	(2.0)%
Income (loss) from operations	3,825	(3,080)	224.2 %
Other income (expense)	(185)	2	(9,350.0)%
Income (loss) before income tax	3,640	(3,078)	218.3 %
Income tax expense	277	39	(610.3)%
Effective tax rate	7.6 %	-1.3 %	
Net income (loss)	3,363	(3,117)	207.9 %
Less: Net (income) loss attributable to non-controlling interest	(16)	239	(106.7)%
Net income (loss) attributable to the shareholders of Premier Exhibitions, Inc.	$ 3,347	$ (2,878)	216.3 %
Net income (loss) per share:			
Basic income (loss) per share	$ 0.07	$ (0.06)	
Diluted net income (loss) per share	$ 0.07	$ (0.06)	

Revenue. During the nine months ended November 30, 2012, total revenue increased by $8.6 million, or 35.7% to $32.8 million compared to the same period last year, as reflected in the following table.

	Revenue (in thousands) Nine Months Ended November 30, 2012	2011
Exhibition Revenue		
Admissions revenue	$21,657	$19,040
Non-refundable license fees for current exhibitions	3,367	2,552
Total Exhibition revenue	25,024	21,592
Merchandise revenue	7,108	2,574
Management fee	611	–
Licensing fee	59	–
Total Revenue	$32,802	$24,166
Key Non-financial Measurements		
Number of venues presented	32	28

Operating days	4,205	3,368
Attendance (in thousands)	2,245	1,517
Average attendance per operating day	534	451
Average ticket price per pre-partner split	$14.93	$16.98
Average merchandise sales per ticket sold	$2.28	$2.09

These key non- financial measurements do not include the AEI properties or merchandise sales.

Exhibition revenue increased by $3.4 million to $25.0 million mainly driven by an increase in attendance at the Company' s exhibits. During the third quarter of fiscal 2013 revenue was negatively affected by Hurricane Sandy which closed the Company' s "Bodies the Exhibition" and "Dialog in the Dark" exhibitions at The South Street Seaport in New York City. This closing is estimated to have decreased revenue by approximately $400,000. We do not recognize exhibition revenue or merchandise revenue We do not recognize exhibition revenue or merchandise revenue for the four AEI exhibitions but instead receive a management fee for managing these properties.

With 32 exhibits presented, the Company experienced a corresponding increase in attendance from 1,517,383 in the first nine months of fiscal 2012 to 2,244,862 in the first nine months of 2013. We attribute this increase in attendance in large part to better venue selection, having 1 additional touring

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Bodies and 1 additional stationary Titanic exhibition, and to a lesser extent the Titanic' s 100th year anniversary. Revenue from self-run exhibitions was 60.6% of total revenue in the first nine months of fiscal 2013, compared to 78.4% of revenue for the first nine months of fiscal 2012. The Company' s revenue from self-run exhibitions was comprised of 100% stationary exhibits for the nine months ended November 30, 2012, as compared to 88.6% stationary exhibits and 11.4% touring exhibits for the nine months ended November 30, 2011. These comparisons exclude the AEI portfolio.

Merchandise revenue increased $4.5 million to $7.1 million for the nine months ended November 30, 2012. Merchandise revenue increased due to an increase in attendance at our venues, sales related to the Titanic' s 100 year anniversary and the purchase of the assets of Exhibit Merchandising, LLC during the third quarter of fiscal 2013. Sales related to the Exhibit Merchandising, LLC assets were approximately $1.4 million in fiscal 2013.

Management fee revenue increased due to the management of the AEI properties for the first nine months of fiscal 2013. This is a new revenue stream in fiscal 2013.

Licensing fee revenue increased due to revenue received for the use of our intellectual property.

Cost of revenue. During the nine months ended November 30, 2012, total cost of revenue increased by $2.0 million, or 15.7%, to $14.9 million compared to the same period last year, as reflected in the following table.

	Cost of Revenue (in thousands, except percentages)		
	Nine Months Ended		Percent Change
	November 30, 2012	November 30, 2011	2012 vs. 2011
Exhibition costs			
Production	$ 542	$ 669	(19.0)%
Operating Expenses	7,442	7,985	(6.8)%
Marketing	4,222	3,277	28.8%
	12,206	11,931	2.3%
Exhibition expense as percent of exhibition revenue	48.8%	55.3%	
Cost of merchandise	2,646	903	193.0%
Cost of merchandise as percent of merchandise revenue	37.2%	35.1%	
Total	$ 14,852	$ 12,834	15.7%
Cost of revenue as a percent of total revenue	45.3%	53.1%	

Our exhibition costs of $12.2 million for the nine months ended November 30, 2012 increased by 2.3%, or $275 thousand, compared to the same period last year due mainly to an increase of marketing expense only partially offset by decreases in production and operating expenses.

Cost of merchandise as a percent of merchandise revenue increased from 35.1% in the nine months ended November 30, 2011 compared to 37.2% in the nine months ended November 30, 2012 primarily due to higher freight and handling costs offset partially by better vendor contracts.

Gross profit. During the nine months ended November 30, 2012, our total gross profit increased by $6.6 million as we generated a gross profit of $18.0 million compared to $11.3 million for the same period last year. Our gross profit increased primarily due to the increase in exhibition and merchandise revenue as outlined above. However, gross margin and net income was negatively affected by approximately $320 thousand due to Hurricane Sandy which closed the Company' s "Bodies the Exhibition" and "Dialog in the Dark" exhibitions at The South Street Seaport in New York City. This amount reflects the unavoidable expenses incurred in late October and November 2012, during which no revenue was earned at the Seaport.

Operating expenses. Our general and administrative expenses increased by $1.1 million to $11.4 million for the nine months ended November 30, 2012 compared to the same period last year. The increase relates mainly to compensation related expenses.

Our depreciation and amortization expenses decreased $289 thousand in the nine months ended November 30, 2012 compared to the same period last year. The decrease is primarily attributable to lower depreciation expense as many fixed assets are now fully depreciated or were impaired as part of the impairment charge in the fourth quarter of fiscal 2012. This was partially offset by an increase in amortization related to the 2D and 3D film assets being placed in service in fiscal 2013.

During the second quarter of fiscal 2011 we recognized an impairment charge related to the termination of our License Agreement with Playboy. Due to the termination of the License Agreement with Playboy, we recorded an impairment charge of $217 thousand for Playboy licenses net of accumulated depreciation and an impairment charge of $141 thousand for construction in progress comprised of expenses incurred in the creation of the Playboy exhibit. Of the total impairment of $358 thousand, $197 thousand was allocated to the non-controlling interest and therefore the net impact of the impairment to Premier is $161 thousand.

Additionally, on August 16, 2011, we entered in to an agreement to fully settle all claims of Sports Immortals against the Company. The agreement calls for a cash payment of $950 thousand. As we had previously accrued $167 thousand for this legal action in fiscal 2010, we recorded an additional $783 thousand of expense in the second quarter of fiscal 2012.

Income (loss) from operations. We realized income from operations of $3.8 million in the first nine months of fiscal 2013 as compared to a loss from operations of $3.1 million for the first nine months of fiscal 2012. This is mainly due to higher income only partially offset by higher expenses and the decrease of $0.4 million in impairment losses and $0.8 million related to legal settlements as compared to prior year.

Other Income (expense). We recognized interest expense of $286 thousand on our notes payable during the nine months ended November 30, 2012 as compared to $4 thousand during the nine months ended November 30, 2011 This was only partially offset by a $81 thousand gain on debt modification in the first nine months of fiscal 2013.

Income tax expense. We recorded income tax expense for the nine months ended November 30, 2012 of $277 thousand as compared to $39 thousand in income tax for the same period in the prior year. The Company has prior operating losses that are being carried forward and mostly offset current taxable income. The fiscal 2013 income tax expense relates primarily to foreign tax expense for our Singapore Titanic exhibition and Federal Alternative Minimum Tax.

Net (income) loss attributable to non-controlling interest. This represents the income AEG Live, LLC earned on its 10% interest in Premier Exhibition Management LLC in the current year. In the prior year this related to our joint venture with S2BN.

Net income (loss). We realized net income of $3.3 million for the nine months ended November 30, 2012 as compared to a net loss of $2.9 million for the same period last year. Of this amount, a net loss of $270 thousand is attributable to our location at The South Street Seaport in late October and November 2012.

The Nine Months Ended November 30, 2012 Compared to the Nine Months Ended November 30, 2011 – Segment results

Exhibition Management Segment

An analysis of operations for our Exhibition Management segment for the nine months ended November 30, 2012 and 2011, with percent changes, follows:

	Nine Months Ended November 30,		% Change
	2012	2011	
	(In thousands except percentages)		
Revenue	$ 32,802	$ 24,166	35.7 %
Cost of revenue (exclusive of depreciation and amortization)	16,774	13,895	20.7 %
Gross profit	16,028	10,271	56.1 %
Gross profit as a percent of revenue	48.9 %	42.5 %	
Operating expenses	13,224	13,196	0.2 %
Income (loss) from operations	2,804	(2,925)	195.9 %
Other income (expense)	(185)	2	(9,350.0)%
Income before income tax	2,619	(2,923)	189.6 %
Income tax expense	200	39	412.8 %
Effective tax rate	7.6 %	-1.3 %	
Net income (loss)	2,419	(2,962)	181.7 %
Less: Net (income)/ loss attributable to non-controlling interest	(16)	239	106.7 %
Net income (loss) attributable to the shareholders of Premier Exhibitions, Inc.	$ 2,403	$ (2,723)	188.2 %

Revenue. During the nine months ended November 30, 2012, total revenue increased by $8.6 million, or 35.7% to $32.8 million compared to the same period last year, as reflected in the following table.

	Revenue (in thousands) Nine Months Ended November 30,	
	2012	2011
Exhibition Revenue		
Admissions revenue	$21,657	$19,040
Non-refundable license fees for current exhibitions	3,367	2,552
Total Exhibition revenue	25,024	21,592
Merchandise Revenue	7,108	2,574
Management Fee	611	–
Licensing Fee	59	–
Total Revenue	$32,802	$24,166
Key Non-financial Measurements		
Number of venues presented	32	28
Operating days	4,205	3,368
Attendance (in thousands)	2,245	1,517
Average attendance per operating day	534	451

Average ticket price per pre-partner split	$14.93	$16.98
Average merchandise sales per ticket sold	$2.28	$2.09

These key non- financial measurements do not include the AEI properties or merchandise sales.

Exhibition revenue increased by $3.4 million to $25.0 million mainly driven by an increase in attendance at the Company' s exhibits. During the third quarter of fiscal 2013, revenue was negatively affected by Hurricane Sandy which closed the Company' s "Bodies the Exhibition" and "Dialog in the Dark" exhibitions at The South Street Seaport in New York City. This closing is estimated to have decreased revenue by approximately $400,000. We do not recognize exhibition revenue or merchandise revenue We do not recognize exhibition revenue or merchandise revenue for the four AEI exhibitions but instead receive a management fee for managing these properties.

With 32 exhibits presented, the Company experienced a corresponding increase in attendance from 1,517,383 in the first nine months of fiscal 2012 to 2,244,862 in the first nine months of 2013. We attribute this increase in attendance in large part to better venue selection, having 1 additional touring

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Bodies and 1 additional stationary Titanic exhibition, and to a lesser extent the Titanic' s 100th year anniversary. Revenue from self-run exhibitions was 58.1% of total revenue in the first nine months of fiscal 2013, compared to 78.4% of revenue for the first nine months of fiscal 2012. The Company' s revenue from self-run exhibitions was comprised of 100% stationary exhibits for the nine months ended November 30, 2012, as compared to 88.6% stationary exhibits and 11.4% touring exhibits for the nine months ended November 30, 2011. These comparisons exclude the AEI portfolio.

Merchandise revenue increased $4.5 million to $7.1 million for the nine months ended November 30, 2012. Merchandise revenue increased due to an increase in attendance at our venues, sales related to the Titanic' s 100 year anniversary and the purchase of the assets of Exhibit Merchandising, LLC during the third quarter of fiscal 2013. Sales related to Exhibit Merchandising, LLC assets were approximately $1.4 million in fiscal 2013.

Management fee revenue increased due to the management of the AEI properties for the first nine months of fiscal 2013. This is a new revenue stream in fiscal 2013.

Licensing fee revenue increased due to revenue received for the use of our intellectual property.

Cost of revenue. During the nine months ended November 30, 2012, total cost of revenue increased by $2.9 million, or 20.7%, to $16.8 million compared to the same period last year, as reflected in the following table.

	Cost of Revenue (in thousands, except percentages)		
	Nine Months Ended		Percent Change
	November 30, 2012	November 30, 2011	2012 vs. 2011
Exhibition costs			
Production	$ 542	$ 669	(19.0)%
Operating Expenses	9,364	9,046	3.5 %
Marketing	4,222	3,277	28.8 %
	14,128	12,992	8.7 %
Exhibition expense as percent of exhibition revenue	56.5 %	60.2 %	
Cost of merchandise	2,646	903	193.0 %
Cost of merchandise as percent of merchandise revenue	37.2 %	35.1 %	
Total	$ 16,774	$ 13,895	20.7 %
Cost of revenue as a percent of total revenue	51.1 %	57.5 %	

Our exhibition costs of $14.1 million for the nine months ended November 30, 2012 increased by 8.7%, or $1.1 million, compared to the same period last year due mainly to an increase of marketing expense and an increase in RMS Titanic royalty fees only partially offset by decreases in production and other operating expenses.

Cost of merchandise as a percent of merchandise revenue increased from 35.1% in the nine months ended November 30, 2011 compared to 37.2% in the nine months ended November 30, 2012 primarily due to higher freight and handling costs offset slightly by better vendor contracts.

Gross profit. During the nine months ended November 30, 2012, our total gross profit increased by $5.8 million as we generated a gross profit of $16.0 million compared to $10.3 million for the same period last year. Our gross profit increased primarily due to the increase in exhibition and merchandise revenue as outlined above. However, gross margin and net income was negatively affected by approximately $320 thousand due to Hurricane Sandy which closed the Company' s "Bodies the Exhibition" and "Dialog in the Dark" exhibitions at The South Street Seaport in New York City. This amount reflects the unavoidable expenses incurred in late October and November 2012, during which no revenue was earned at the Seaport.

Operating expenses. Our general and administrative expenses increased by $1.4 million to $10.7 million for the nine months ended November 30, 2012 compared to the same period last year. The increase relates mainly to compensation related expenses and a decrease in administrative fees charged to our RMS Titanic segment.

Our depreciation and amortization expenses decreased $289 thousand in the nine months ended November 30, 2012 compared to the same period last year. The decrease is primarily attributable to lower depreciation expense as many fixed assets are now fully depreciated or were impaired as part of the impairment charge in the fourth quarter of fiscal 2012. This was partially offset by an increase in amortization related to the 2D and 3D film assets being placed in service in fiscal 2013.

During the second quarter of fiscal 2011 we recognized an impairment charge related to the termination of our License Agreement with Playboy. Due to the termination of the License Agreement with Playboy, we recorded an impairment charge of $217 thousand for Playboy licenses net of accumulated depreciation and an impairment charge of $141 thousand for construction in progress comprised of expenses incurred in the creation of the Playboy exhibit. Of the total impairment of $358 thousand, $197 thousand was allocated to the non-controlling interest and therefore the net impact of the impairment to Premier is $161 thousand.

Additionally, on August 16, 2011, we entered in to an agreement to fully settle all claims of Sports Immortals against the Company. The agreement calls for a cash payment of $950 thousand. As we had previously accrued $167 thousand for this legal action in fiscal 2010, we recorded an additional $783 thousand of expense in the second quarter of fiscal 2012.

Income (loss) from operations. We realized income from operations of $2.8 million in the first nine months of fiscal 2013 as compared to a loss from operations of $2.9 million for the first nine months of fiscal 2012. This is mainly due to higher income only partially offset by higher expenses and the decrease of $0.4 million in impairment losses and $0.8 million related to legal settlements as compared to prior year.

Other Income (expense). We recognized interest expense of $286 thousand on our notes payable during the nine months ended November 30, 2012 as compared to $4 thousand during the nine months ended November 30, 2011 This was only partially offset by a $81 thousand gain on debt modification in the first nine months of fiscal 2013.

Income tax expense. We recorded income tax expense for the nine months ended November 30, 2012 of $200 thousand as compared to $39 thousand in income tax for the same period in the prior year. The Company has prior operating losses that are being carried forward and mostly offset current taxable income. The fiscal 2013 income tax expense relates primarily to foreign tax expense for our Singapore Titanic exhibition and Federal Alternative Minimum Tax.

Net (income) loss attributable to non-controlling interest. This represents the income AEG Live, LLC earned on its 10% interest in Premier Exhibition Management LLC in the current year. In the prior year this related to our joint venture with S2BN.

Net income (loss). We realized net income of $2.4 million for the nine months ended November 30, 2012 as compared to a net loss of $2.7 million for the same period last year. Of this amount, a net loss of approximately $270 thousand is attributable to our location at The South Street Seaport in late October and November 2012.

RMS Titanic Segment

An analysis of operations for our RMS Titanic segment for the nine months ended November 30, 2012 and 2011 with percent changes follows:

	Nine Months Ended November 30,		% Change
	2012	2011	
	(In thousands except percentages)		
Revenue	$ 1,922	$ 1,061	81.1 %
Cost of revenue (exclusive of depreciation and amortization)	–	–	– %
Gross profit	1,922	1,061	81.1 %
Gross profit as a percent of revenue	100.0 %	100.0 %	
Operating expenses	901	1,216	(25.9)%
Income (loss) before tax	1,021	(155)	
Income tax expense	77	–	100.0 %
Net income (loss)	$ 944	$ (155)	709.0 %

Revenue. During the nine months ended November 30, 2012, total revenue increased by $861 thousand, or 81.1%, to $1.9 million compared to the same period in the prior year due to the increase in revenues from Titanic exhibitions and the increase in merchandise sales. PEM pays RMST a royalty fee for the use of Titanic artifacts in its exhibits. The royalty fee is calculated based on 10% of revenues generated from Titanic ticket sales, merchandising, and other ancillary revenue-related streams. As Titanic exhibition revenues increased to $19.2 million from $10.6 million, royalty revenue increased accordingly.

Gross Profit. Gross profit increased based on the 81.1% increase in revenue discussed above.

Operating Expenses. Operating expenses for the nine months ended November 30, 2012 decreased 25.9% from the same period in the prior year mainly due to a change in the methodology used to calculate the administrative fee charged to RMS Titanic.

Income tax expense. We recorded income tax expense for the nine months ended November 30, 2012 of $77 thousand as compared to $0 thousand in income tax for the same period in the prior year. The Company has prior operating losses that are being carried forward and mostly offset current taxable income. The fiscal 2013 income tax expense relates to the Federal Alternative Minimum Tax.

Net income (loss). Income for the nine months ended November 30, 2012 was $944 thousand compared to a loss of $155 thousand for the same period in the prior year based on the items discussed above.

Liquidity and Capital Resources

The following tables reflect selected information about our cash flows during the nine months ended November 30, 2012 and 2011 (in thousands):

Liquidity

	Nine Months Ended November 30, 2012	
	2012	2011
Net cash provided by operating activities	$ 5,009	$ 599
Net cash used in investing activities	(623)	(1,114)
Net cash used in financing activities	(587)	(153)
Effects of exchange rate changes on cash and cash equivalents	7	(20)
Net increase (decrease) in cash and cash equivalents	$ 3,806	$ (688)

Operating Activities.

For the nine months ended November 30, 2012, cash provided by operating activities was $5.0 million as compared to $0.6 million in the prior year. The increase in cash flow from operating activities is mainly due to the increase in net income from the prior year of approximately $6.5 million offset partially by changes in our operating assets and liabilities.

Investing Activities.

Cash used in investing activities was $0.6 million for the nine months ended November 30, 2012 as compared to $1.1 million in the prior year. Of the cash used in investing activities the majority was used in the purchase of property and equipment of $545 thousand and $966 thousand for the nine months ended November 30, 2012 and 2011, respectively. In addition in the current year cash of $125 thousand was used for the acquisition of the assets of Exhibit Merchandising, LLC. In the prior year $262 thousand was spent on the Titanic expedition.

Financing Activities.

Cash used in financing activities for the nine months ended November 30, 2012 was $587 thousand compared to $153 thousand in cash provided in the prior year. The majority of the cash used in financing activities relates to the repayment of debt of $625 thousand.

Capital Resources

Purchase and Registration Rights Agreements

On October 31, 2011, the Company and Lincoln Park Capital Fund, LLC ("LPC"), entered into a Purchase Agreement (the "LPC Purchase Agreement") and a Registration Rights Agreement (the "Registration Rights Agreement"), whereby the Company has the right to sell, at its sole discretion, to LPC up to $10 million of the Company' s common stock, over a 36-month period (any such shares sold being referred to as the "Purchase Shares"). Under the Registration Rights Agreement, the Company agreed to file a registration statement with the SEC covering the Purchase Shares and the Commitment Shares (as defined below).

The LPC Purchase Agreement and Registration Rights Agreement were entered into following the termination by mutual agreement of previous purchase agreements and registration rights agreements dated May 20, 2011 and October 19, 2011, which provided for a substantially similar financing transaction between the Company and LPC. The October 19, 2011 agreements were terminated in order to enable the parties to reduce the maximum number of shares of the Company' s common stock issuable in connection with the proposed financing transaction. The October 19, 2011 agreements replaced a previous purchase agreement and registration rights agreement dated May 20, 2011. The previous agreements were terminated by mutual agreement of the Company and LPC in order to eliminate the ability of the Company to sell Initial Purchase Shares of $1.25 million to LPC on the commencement of the Agreement, and to eliminate warrants that may have been issued under the original agreements if the Company had elected to sell the Initial Purchase Shares.

The registration statement filed pursuant to the Registration Rights Agreement has been declared effective by the SEC. The Company generally now has the right, but not the obligation, over a 36-month period, to direct LPC to periodically purchase the Purchase Shares in specific amounts under certain conditions at the Company' s sole discretion. The purchase price for the Purchase Shares will be the lower of (i) the lowest trading price on the date of sale or (ii) the arithmetic average of the three lowest closing sale prices for the common stock during the 12 consecutive business days ending on the business day immediately preceding the purchase date. In no event, however, will the Purchase Shares be sold to LPC below the floor price as defined in the LPC Purchase Agreement.

In consideration for entering into the purchase agreement between the Company and LPC dated May 20, 2011, the Company issued to LPC 149,165 shares of common stock as an initial commitment fee. Under the October 30, 2011 Purchase Agreement, the Company is also required to issue up to 149,165 shares of common stock as commitment shares on a pro rata basis as the Company directs LPC to purchase the Company' s shares under the Purchase Agreement. The LPC Purchase Agreement may be terminated by the Company at any time at the Company' s discretion without any cost to the Company. The proceeds that may be received by the Company under the LPC Purchase Agreement are expected to be used for general corporate purposes, including working capital.

Under the LPC Purchase Agreement, the Company has agreed that, subject to certain exceptions, it will not, during the term of the LPC Purchase Agreement, effect or enter into an agreement to effect any issuance of common stock or securities convertible into, exercisable for or exchangeable for common stock in a "Variable Rate Transaction," which means a transaction in which the Company:

issues or sells any debt or equity securities that are convertible into, exchangeable or exercisable for, or include the right to receive additional shares of common stock either (A) at a conversion price, exercise price or exchange rate or other price that is based upon and/or varies with the trading prices of or quotations for the shares of common stock at any time after the initial issuance of such debt or equity securities, or (B) with a conversion, exercise or exchange price that is subject to being reset at some future date after the initial issuance of such debt or equity security or upon the occurrence of specified or contingent events directly or indirectly related to our business or the market for the common stock; or enters into any agreement, including, but not limited to, an equity line of credit, whereby it may sell securities at a future determined price.

The Company has also agreed to indemnify LPC against certain losses resulting from its breach of any of its representations, warranties or covenants under the agreements with LPC.

During the year ended February 29, 2012, we sold 275,000 shares to Lincoln Park Capital, LLC at an average price of $2.31, and issued 158,632 shares as commitment shares under the Purchase Agreement. No shares were sold or issued during the three or nine months ended November 30, 2012.

Capital requirements. We believe that our expected cash flows from operations together with our existing cash will be sufficient to meet our anticipated cash needs for working capital requirements, debt obligations and capital expenditures for the next 12 months. If cash generated from operations with our existing cash is insufficient to satisfy our liquidity requirements, we may obtain financing pursuant to the Lincoln Park Capital agreements described above, or we may seek additional financing, which could include the issuance of equity or debt securities. The sale of equity or convertible debt securities could result in additional dilution to our shareholders. Additional indebtedness would result in increased fixed obligations and could result in operating covenants that would restrict our operations. We cannot assure that financing will be available in amounts or on terms acceptable to us, or at all.

Contractual Obligations

There have been no material changes to our contractual obligations as disclosed in our Annual Report filed on Form 10-K for our fiscal year ended February 29, 2012 other than the changes noted below.

AEI – Note Payable

On April 20, 2012, Premier Exhibition Management LLC and its wholly owned subsidiary, PEM Newco, LLC (Newco"), both subsidiaries of the Company, entered into a purchase agreement with AEG Live LLC, AEG Exhibitions LLC, and Arts and Exhibitions International, LLC pursuant to which Newco purchased tangible assets relating to four currently touring exhibitions known as "King Tut II," "Cleopatra," "America I Am" and "Real Pirates." The Company issued a non-recourse non-interest bearing note of $14.2 million as part of this transaction. The Company originally recorded the note at $14.2 million. The book value of the note was reduced by $6.2 million for the amount that is not expected to be repaid based upon the terms of the note related to the expected future cash flows of the AEI exhibitions and $0.9 million related to the discount of the note to its net present value at an imputed interest rate of 5.75%. As of November 30, 2012, the balance sheet reflects the short-term portion of the note payable at $1.0 million and the long-term portion at $0.0 million.

First Amendment to New York, New York Lease Agreement

On July 26, 2012, the Company entered into a first amendment to the lease for its exhibition space in South Street Seaport – Fulton Market, in New York, New York. This space is used for our "Bodies…The Exhibition" and "Dialog in the Dark" exhibitions. The lease term is for an additional 12 months from January 1, 2013 through December 31, 2013 and can be terminated by the lessor with a ninety day written notice, but not prior to June 30, 2013. The minimum annual rent for calendar year 2013 is $844 thousand. On January 2, 2013 the landlord notified the Company that it intended to terminate the Company' s lease on June 30, 2013.

Capital Lease Obligations

On October 8, 2012, the Company entered into two capital leases for the use of computer equipment. The value of the equipment leased was $115 thousand. Future payments are $2,600 per month for the first three years and $1,700 per month for the final two years of leases.

Second Amendment to Atlanta, Georgia Lease Agreement

On October 22, 2012, the Company entered into a second amendment to the lease for its exhibition space in Atlantic Station in Atlanta, Georgia. This space is used for our "Bodies…The Exhibition" and "Titanic: The Artifact Exhibition" exhibitions. The lease term is for an additional 24 months from February 1, 2013 through January 31, 2015. The minimum annual rent is $513 thousand.

Off-Balance Sheet Arrangements

We have no off-balance sheet financial arrangements.

Critical Accounting Policies

There have been no material changes to our critical accounting policies as disclosed in our Annual Report filed on Form 10-K for our fiscal year ended February 29, 2012.

Recent Accounting Pronouncements

Recently Adopted

Presentation of Comprehensive Income

In June 2011, the FASB issued new accounting guidance related to the presentation of other comprehensive income ("OCI"). This guidance eliminates the option to present components of OCI as part of the statement of changes in shareholders' equity, which was the option that the Company used to present OCI. The guidance allows for a one-statement or two-statement approach, outlined as follows:

One-statement approach: Present the components of net income and total net income, the components of OCI and a total for OCI, along with the total of comprehensive income in a single continuous statement.

Two-statement approach: Present the components of net income and total net income in the statement of net income. A statement of OCI would immediately follow the statement of net income and include the components of OCI and a total for OCI, along with the total of comprehensive income.

The guidance also requires an entity to present on the face of the financial statements any reclassification adjustments for items that are reclassified from OCI to net income. The guidance is effective for interim and annual periods beginning after December 15, 2011. The Company adopted the guidance effective March 1, 2012. The adoption of this guidance did not have an effect on the Company's financial position or results of operations, but only impacted how certain information related to OCI is presented in the financial statements.

Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs

In May 2011, the FASB issued amendments to its accounting guidance related to fair value measurements in order to more closely align its disclosure requirements with those in International Financial Reporting Standards ("IFRS"). This guidance clarifies the application of existing fair value measurement and disclosure requirements and also changes certain principles or requirements for measuring fair value or for disclosing information about fair value measurements. The guidance is effective for interim and annual periods beginning after December 15, 2011. The Company adopted the guidance effective March 1, 2012. The adoption of this guidance did not have a material effect on the Company's financial position or results of operations.

Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Comprehensive Income in Accounting Standards Update No. 2011-05 (ASU 2011-05)

In December 2011, the FASB amended its recently issued accounting guidance by deferring the effective date pertaining to the presentation of reclassifications of items out of accumulated comprehensive income. All other requirements in ASU 2011-05 are not affected by this deferral. The guidance is effective for interim and annual periods beginning after December 15, 2011. The Company adopted the guidance effective March 1, 2012. The adoption of this guidance did not have an effect on the Company' s financial position or results of operations, but only impacted how certain information related to OCI is presented in the financial statements.

Item 4. Controls and Procedures.

Under the supervision and with the participation of our management, including our President and Chief Executive Officer and our Chief Financial Officer, our management has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our President and Chief Executive Officer and our Chief Financial Officer concluded that, as of the end of the period covered by this Quarterly Report on Form 10-Q, our disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC' s rules and forms and is accumulated and communicated to our management, including our President and Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

There have been no changes in our internal control over financial reporting during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Information presented in PART I of this FORM 10-Q is incorporated herein by reference.

Item 1. Legal Proceedings.

There have been no material changes in the legal proceedings discussed in our Annual Report on Form 10-K for the year ended February 29, 2012 except as noted below.

On August 7, 2012, the Company filed suit against Marmargar, Inc. in the United States District Court for the Northern District of Georgia, Atlanta Division. The Company filed suit in response to a claim by Marmargar regarding amounts allegedly due Marmargar pursuant to two alleged contracts with the Company. In particular, Marmargar seeks four percent of all monies received by the Company from a future sale of the Titanic artifacts. The Company denies all claims of Marmargar. In its lawsuit, the Company seeks a judgment from the Court declaring that the alleged contracts are unenforceable and that the Company does not owe Marmargar any monies. The case has been transferred to the United States District Court for the Eastern District of Virginia, Norfolk Division, where Marmargar has consented to jurisdiction. Marmargar has filed a counterclaim seeking to enforce the two alleged contracts. The case is in its very early stages, and the Company cannot reasonably predict its outcome.

Item 1A. Risk Factors.

For a complete list of our Risk Factors, please refer to our Annual Report on Form 10-K for our fiscal year ended February 29, 2012. During the nine months ended November 30, 2012, there were no material changes to our Risk Factors other than the changes noted below. You should consider carefully the Risk Factors. If any of these risks actually occur, our business, financial condition or results of operations would likely suffer. In that case, the trading price of our common stock could decline, and you may lose all or a part of the money you paid to buy our common stock.

Severe weather may impact our operations at our stationary exhibitions, which contribute a significant portion of our revenue and income.

Recent severe weather has significantly impacted our operations in New York City. Severe weather may impact our operations and prohibit us from presenting exhibitions. Particularly where such severe weather impacts our stationary exhibit operations in New York City, Atlanta, Georgia, Las Vegas, Nevada or Orlando, Florida, the inability to operate may significantly impact our revenues and income. While the Company maintains property insurance and, where appropriate, business interruption coverage, insurance proceeds may not fully compensate the Company for its loss of revenue and business opportunity.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Item 6. Exhibits.

See Index to Exhibits on page 52 of this Quarterly Report on Form 10-Q.

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.

PREMIER EXHIBITIONS, INC.

Dated: January 10, 2013	By: /s/ Samuel S. Weiser Samuel S. Weiser, President and Chief Executive Officer (Principal Executive Officer)
Dated: January 10, 2013	By: /s/ Michael J. Little Michael J. Little, Chief Financial Officer and Chief Operating Officer (Principal Financial Officer)

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INDEX TO EXHIBITS

Exhibit No.	Exhibit Description	Filed Herewith	Incorporated by Reference		
			Form	Exhibit	Filing Date
3.1	Bylaws of Premier Exhibitions, Inc., as amended on October 18, 2012		8-K		10/19/2012
10.1	Form of 2012 Non-Employee Director Restricted Stock Unit Award Agreement Under the 2009 Premier Exhibitions, Inc. Equity Incentive Plan, as amended	X			
31.1	Rule 13a-14(a)/15d-14(a) Certification of President and Chief Executive Officer	X			
31.2	Rule 13a-14(a)/15d-14(a) Certification of Senior Vice President and Chief Financial Officer	X			
32.1	Section 1350 Certifications	X			
101.INS	XBRL Instance Document (1)	X			
101.SCH	XBRL Taxonomy Extension Schema	X			
101.CAL	XBRL Taxonomy Extension Calculation Linkbase	X			
101.DEF	XBRL Taxonomy Extension Definition Linkbase	X			
101.LAB	XBRL Taxonomy Extension Label Linkbase	X			
101.PRE	XBRL Taxonomy Extension Presentation Linkbase	X			

(1) Attached as Exhibit 101 to this report are the following Interactive Data Files formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets as of November 30, 2012 and February 29, 2012; (ii) Condensed Consolidated Statements of Operations for the three and nine months ended November 30, 2012 and 2011; (iii) Condensed Consolidated Statements of Cash Flow for the nine months ended November 30, 2012 and 2011; and (iv) Notes to Condensed Consolidated Financial Statements.

Exhibit 10.1

PREMIER EXHIBITIONS, INC.

NON-EMPLOYEE DIRECTOR
RESTRICTED STOCK UNIT AWARD AGREEMENT
(2009 Equity Incentive Plan)

Premier Exhibitions, Inc. (the "Company"), pursuant to its 2009 Equity Incentive Plan (the "Plan"), hereby grants to the non-employee director listed below (the "Participant"), the number of units (the "Units") set forth below (the "Award"). The Award is subject to the terms and conditions of this Restricted Stock Unit Award Agreement (this "Agreement") and the Plan, which is attached hereto as Exhibit A and incorporated herein by reference. Any capitalized term used but not otherwise defined herein shall have the meaning ascribed to such term in the Plan.

Participant:	[ ]
Number of Units awarded:	[ ]
Date of grant:	January 1, 2013
Period of Restriction:	The Period of Restriction shall end on January 1, 2014, or such earlier date as provided in the Plan (the "Vesting Date"), provided that the Participant continuously serves on the Board from the date of grant until the Vesting Date. Notwithstanding the above, the Units shall immediately vest on a pro-rata basis (proportionally to the number of days that the Participant served on the Company' s Board during the 2013 calendar year) upon the Participant' s resignation or other termination from the Board prior to the Vesting Date. Any Units that do not vest shall be forfeited.
Payment:	Once vested, the Units shall be paid to the Participant, in the form of one Share per vested Unit, within 20 days after becoming vested.

By signing below, the Participant acknowledges that he shall bear the risk of loss with respect to the Shares underlying the Units. The Participant further acknowledges receipt of, and understands and agrees to the terms and conditions of, this Agreement and the Plan. As of the date of grant of the Units, the Participant accepts this Award and acknowledges that this Agreement and the Plan set forth the entire understanding between the Participant and the Company regarding the Award and supersede all prior oral and written agreements relating thereto. This Agreement can be executed in two counterparts, each of which shall be deemed an original, but both of which together shall constitute one and the same document.

PREMIER EXHIBITIONS, INC.

By: ______________________________

Name: ______________________________

Title: ______________________________

Participant: [__________]

____

Date:______________________________

Exhibit 31.1

Rule 13a-14(a)/15d-14(a) Certification

I, Samuel S. Weiser, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Premier Exhibitions, Inc.;

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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

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

b) 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 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: January 10, 2013

/s/ Samuel S. Weiser

Samuel S. Weiser,
President and Chief Executive Officer (Principal Executive Officer)

Exhibit 31.2

Rule 13a-14(a)/15d-14(a) Certification

I, Michael J. Little, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Premier Exhibitions, Inc.;

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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

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

b) 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 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: January 10, 2013

/s/ Michael J. Little

Michael J. Little,
Chief Financial Officer and Chief Operating Officer
(Principal Financial Officer)

Exhibit 32.1

Section 1350 Certifications

In connection with the Quarterly Report on Form 10-Q (the "Report") of Premier Exhibitions, Inc. (the "Company") for the quarter ended November 30, 2012, Samuel S. Weiser, the Chief Executive Officer, and Michael J. Little, Chief Financial Officer of the Company, each certifies that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: January 10, 2013

/s/ Samuel S. Weiser
Samuel S. Weiser,
President and Chief Executive Officer
(Principal Executive Officer)

Dated: January 10, 2013

/s/ Michael J. Little
Michael J. Little,
Chief Financial Officer and Chief Operating Officer
(Principal Financial Officer)

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Segment Information (Details) (USD $) In Thousands, unless otherwise specified	1 Months Ended	3 Months Ended		9 Months Ended	
	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011
Statement of Operations by segment					
Revenue		$ 7,912	$ 6,226	$ 32,802	$ 24,166
Cost of revenue (exclusive of depreciation and amortization)		4,422	3,958	14,852	12,834
Gross profit		3,490	2,268	17,950	11,332
Operating expenses:					
General and administrative		3,304	3,516	11,476	10,333
Depreciation and amortization		918	928	2,649	2,938
Impairment of intangibles and fixed assets					783
Litigation settlement	375			783	358
Total operating expenses		4,222	4,444	14,125	14,412
Income(loss) from operations		(732)	(2,176)	3,825	(3,080)
Other expense		3	(8)	20	6
Income (loss) before income taxes		(831)	(2,188)	3,640	(3,078)
Income tax expense		49		277	39
Net income (loss)		(880)	(2,188)	3,363	(3,117)
Less: Net (income)/ loss attributable to non-controlling interest		251		(16)	239
Net income (loss) attributable to the shareholders of Premier Exhibitions, Inc.		(629)	(2,188)	3,347	(2,878)
Exhibition Management [Member]					
Statement of Operations by segment					
Revenue		7,912	6,226	32,802	24,166
Cost of revenue (exclusive of depreciation and amortization)		4,847	4,233	16,774	13,895
Gross profit		3,065	1,993	16,028	10,271
Operating expenses:					
General and administrative		3,146	3,112	10,654	9,250
Depreciation and amortization		892	902	2,570	2,805
Impairment of intangibles and fixed assets					358
Litigation settlement					783
Total operating expenses		4,038	4,014	13,224	13,196
Income(loss) from operations		(973)	(2,021)	2,804	(2,925)
Other expense		(99)	(12)	(185)	2
Income (loss) before income taxes		(1,072)	(2,033)	2,619	(2,923)
Income tax expense		15		200	39
Net income (loss)		(1,087)	(2,033)	2,419	(2,962)
Less: Net (income)/ loss attributable to non-controlling interest		251		(16)	239

Net income (loss) attributable to the shareholders of Premier Exhibitions, Inc.	(836)	(2,033)	2,403	(2,723)
RMS Titanic [Member]				
Statement of Operations by segment				
Revenue	425	275	1,922	1,061
Cost of revenue (exclusive of depreciation and amortization)				
Gross profit	425	275	1,922	1,061
Operating expenses:				
General and administrative	158	404	822	1,083
Depreciation and amortization	26	26	79	133
Total operating expenses	184	430	901	1,216
Income(loss) from operations	241	(155)	1,021	(155)
Other expense				
Income (loss) before income taxes	241	(155)	1,021	(155)
Income tax expense	34		77	
Net income (loss)	207	(155)	944	(155)
Less: Net (income)/ loss attributable to non-controlling interest				
Net income (loss) attributable to the shareholders of Premier Exhibitions, Inc.	207	(155)	944	(155)
Elimination [Member]				
Statement of Operations by segment				
Revenue	(425)	(275)	(1,922)	(1,061)
Cost of revenue (exclusive of depreciation and amortization)	(425)	(275)	(1,922)	(1,061)
Gross profit				
Operating expenses:				
Depreciation and amortization				
Total operating expenses				
Income(loss) from operations				
Other expense				
Income (loss) before income taxes				
Income tax expense				
Net income (loss)				
Less: Net (income)/ loss attributable to non-controlling interest				
Net income (loss) attributable to the shareholders of Premier Exhibitions, Inc.				

Non-controlling Interest (Details Textual) (USD $) In Thousands, unless otherwise specified	3 Months Ended		9 Months Ended				3 Months Ended	9 Months Ended			9 Months Ended				
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011	Apr. 20, 2012	Aug. 25, 2011	Nov. 30, 2012 Premier Exhibition Management LLC [Member]	Nov. 30, 2012 Premier Exhibition Management LLC [Member]	Nov. 30, 2011 Premier Exhibition Management LLC [Member]	May 14, 2010 Premier Exhibition Management LLC [Member]	Nov. 30, 2012 Premier Exhibition Management LLC [Member] Licensing Agreements [Member]	Nov. 30, 2012 Premier Exhibition Management LLC [Member] Construction in Progress [Member]	Nov. 30, 2012 S2BN Entertainment Corporation [Member]	Nov. 30, 2011 S2BN Entertainment Corporation [Member]	May 14, 2010 S2BN Entertainment Corporation [Member]
Non-controlling Interest (Textual) [Abstract]															
Ownership in joint venture										50.00%					50.00%
Percentage of enumerated costs incurred related to initial exhibit													50.00%		
Impairment charges				$ 783					$ 358		$ 217	$ 141		$ 197	
Percentage of costs of potential exhibit fully impaired													50.00%		
Expenditure incurred for exhibition rights								50							
Reimbursements received from S2BN								77							
Net income (loss) related to non-controlling interest in PEM	(251)		16	(239)			(251)	16							
Non Controlling Interest (Additional Textual) [Abstract]															
Termination fee payable						300									
Final license fee installment owed to Playboy			150												
Interest grant in PEM to AEG Live	10.00%		10.00%		10.00%										
Value of Interest grant in PEM to AEG Live	$ 4,816		$ 4,816		$ 4,800										

Background and Basis of Presentation (Details Textual) (USD $)	3 Months Ended		9 Months Ended					1 Months Ended	9 Months Ended		1 Months Ended	9 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012 Segment	Nov. 30, 2012 Chief executive officer and president [Member]	Nov. 30, 2012 President [Member]	Nov. 30, 2012 Arts and Exhibitions International, LLC [Member]	Nov. 30, 2012 Premier Exhibition Management LLC [Member]	Jun. 30, 2012 Stock appreciation rights [Member]	Nov. 30, 2012 Stock appreciation rights [Member]	Nov. 30, 2012 Stock appreciation rights [Member] Chief executive officer and president [Member]	Jun. 30, 2012 Restricted stock units [Member]	Nov. 30, 2012 Restricted stock units [Member]	Nov. 30, 2012 Restricted stock units [Member] Chief executive officer and president [Member]
Background and Basis of Presentation (Additional Textual) [Abstract]													
Payment towards Salary per year				$ 360,000	$ 320,000								
Stock granted under equity incentive plan										250,000			99,074
Annual cash bonus opportunity percentage of base salary					100.00%								
Management fee earned percentage above minimum						15.00%							
Gross profit percentage						10.00%							
Annual EBITDA percentage							2.50%						
Number of stock vested								48,611	48,611		79,681	79,681	
Stock vesting period description												Remainder vesting in thirty equal parts each month thereafter	
Stock appreciation rights expiration period									5 years				
Background and Basis of Presentation (Textual) [Abstract]													
Percentage of revenues from exhibition activities	1.00%	13.00%	1.00%										
Attendance of exhibition activities	14.00%	16.00%											
Number of operating segments			2										
Interest Ownership Percentage By Parent Transferred			10.00%										
Bonus Calculation Description			The bonus is calculated as (a) 15% of the management fee earned by Arts and Exhibitions International, LLC, above the minimum management fee earned pursuant to the AEI Purchase Agreement with AEG Live, LLC, plus (b) 10% of the gross profit of Arts and Exhibitions International, LLC, that is based on new content, plus (c)										

	2.5% of the annual EBITDA of Premier Exhibition Management LLC
Term of employment as president under Norman agreement	2 years

Segment Information (Details Textual) (USD $) In Thousands, unless otherwise specified	3 Months Ended		9 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012 Segment	Nov. 30, 2011
Segment Information (Textual) [Abstract]				
Total revenue	$ 7,912	$ 6,226	$ 32,802	$ 24,166
Segment Information (Additional Textual) [Abstract]				
Number of reportable segments			2	
Foreign exhibitions [Member]				
Segment Information (Textual) [Abstract]				
Total revenue	93	800	1,100	4,900
RMS Titanic [Member]				
Segment Information (Textual) [Abstract]				
Total revenue	$ 425	$ 275	$ 1,922	$ 1,061

Asset Purchase Agreement and Related Matters (Details 1) (Arts and Exhibitions International, LLC [Member], USD $) In Thousands, unless otherwise specified	3 Months Ended		9 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011
Arts and Exhibitions International, LLC [Member]				
Schedule of net income				
Total revenue	$ 7,849	$ 6,586	$ 32,754	$ 25,582
Income (loss) from operations	(775)	(2,091)	3,746	(2,740)
Net income (loss)	$ (566)	$ (2,209)	$ 3,417	$ (2,851)

Assets Related to 2010 Expedition to Titanic Wreck Site	9 Months Ended
	Nov. 30, 2012
Assets Related to Two Thousand Ten Expedition to Titanic Wreck Site [Abstract]	
Assets Related to 2010 Expedition to Titanic Wreck Site	**4. Assets Related to 2010 Expedition to Titanic Wreck Site**

4. Assets Related to 2010 Expedition to Titanic Wreck Site

During August and September 2010, our wholly owned subsidiary RMST, as Salvor-In-Possession of the RMS Titanic (the "Titanic") and its wreck site, conducted an expedition to the Titanic wreck site.

We have capitalized $4.5 million of costs related to the expedition which have been allocated to specific assets as reflected in the following table (in thousands).

	November 30, 2012	February 29, 2012
3D film	$ 1,817	$ 1,817
3D exhibitry	857	857
2D documentary	631	631
Gaming and other application	886	886
Expedition web point of presence	317	317
Total expedition costs capitalized	4,508	4,508
Less: Accumulated amortization	319	175
Accumulated depreciation	352	158
Expedition costs capitalized, net	$ 3,837	$ 4,175

As of November 30, 2012 only the gaming and other application assets have not begun being amortized however, we expect amortization to begin in the fourth quarter of fiscal 2013 since these assets will be begin being used in our exhibits at that time.

The web point of presence and 3D exhibitry assets are included in Property and equipment on the Condensed Consolidated Balance Sheets. The 3D film, 2D documentary, gaming, and other application assets are included in Film, gaming and other application assets on the Condensed Consolidated Balance Sheets.

RMS Titanic Sale (Details Textual) (USD $) In Millions, unless otherwise specified	Oct. 15, 2012
Rms Titanic Sale (Textual) [Abstract]	
Aggregate purchase price for acquiring stock	$ 189

Assets Related to 2010 Expedition to Titanic Wreck Site (Details) (USD $) In Thousands, unless otherwise specified	Nov. 30, 2012	Feb. 29, 2012
Summary of expedition cost related to specific assets		
Total expedition costs capitalized	$ 4,508	$ 4,508
Less : Accumulated amortization	319	175
Accumulated depreciation	352	158
Expedition costs capitalized, net	3,837	4,175
3D film [Member]		
Summary of expedition cost related to specific assets		
Total expedition costs capitalized	1,817	1,817
3D exhibitry [Member]		
Summary of expedition cost related to specific assets		
Total expedition costs capitalized	857	857
2D documentary [Member]		
Summary of expedition cost related to specific assets		
Total expedition costs capitalized	631	631
Gaming and other application [Member]		
Summary of expedition cost related to specific assets		
Total expedition costs capitalized	886	886
Expedition web point of presence [Member]		
Summary of expedition cost related to specific assets		
Total expedition costs capitalized	$ 317	$ 317

Total Comprehensive Income (Loss) (Details) (USD $) In Thousands, unless otherwise specified	3 Months Ended		9 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011
Summary of total comprehensive loss				
Net income (loss) attributable to the shareholders of Premier Exhibitions, Inc.	$ (629)	$ (2,188)	$ 3,347	$ (2,878)
Other comprehensive income (loss) :				
Unrealized loss on marketable securities		(2)		(5)
Net foreign currency translation gain (loss)		(40)	7	(20)
Total comprehensive income (loss)	$ (629)	$ (2,230)	$ 3,354	$ (2,903)

Assets Related to 2010 Expedition to Titanic Wreck Site (Details Textual) (USD $) In Thousands, unless otherwise specified	Nov. 30, 2012	Feb. 29, 2012
Assets Related to 2010 Expedition to Titanic Wreck Site (Textual) [Abstract]		
Capitalized expedition costs	$ 4,508	$ 4,508

Notes Payable and Capital Lease Obligations (Details Textual) (USD $)	1 Months Ended		Jun. 30, 2012	3 Months Ended	9 Months Ended	Nov. 26, 2012	Oct. 08, 2012	Apr. 20, 2012	Feb. 29, 2012	Oct. 17, 2011
	Nov. 30, 2012	Oct. 30, 2012 Capital_Lease_Obligations		Nov. 30, 2012	Nov. 30, 2012					
Notes Payable and Capital Lease Obligations (Textual) [Abstract]										
Asset Purchase Agreement Date					Oct. 17, 2011					
Notes payable	$ 11,917,000			$ 11,917,000	$ 11,917,000					$ 800,000
Short-term portion of notes payable	1,283,000			1,283,000	1,283,000				505,000	
Long-term portion of notes payable	166,000			166,000	166,000				575,000	
Notes Payable and Capital Lease Obligations (Additional Textual) [Abstract]										
Time period for payments of notes payable					2 years					
Rental and other arrearages										720,000
Time period for payment of rental and other arrearages					4 years					
Net present value of payments to be made to worldwide										1,400,000
Discount on notes payable			90,000							
Gain on debt modification			71,000	10,000	81,000					
Reduction in Final Payment						12,000				
Reduction in accounts receivable						6,000				
Final payment	62,000									
Short-term portion of capital lease obligations	24,000			24,000	24,000		24,000			
Long-term portion of capital lease obligations	89,000			89,000	89,000		89,000			
Non-interest bearing note								14,200,000		
Expected repayment of amount of notes payable								8,000,000		
Repayment of imputed interest rate								5.75%		
Fair value of assets purchased from Arts and Exhibitions International, LLC								7,100,000		
Reduction in book value of notes payable								6,200,000		
Discount on notes payable								900,000		
Number of capital lease obligations		2								
Value of equipment leased							115,000			
Future monthly payments for first three years							2,600			
Future monthly payments for final two years							1,700			
Worldwide Licensing & Merchandising, Inc. [Member]										
Notes Payable and Capital Lease Obligations (Textual) [Abstract]										

Asset Purchase Agreement Date			Oct. 17, 2011			
Notes payable						800,000
Imputed interest rate						7.60%
Short-term portion of notes payable	245,000	245,000	245,000			
Long-term portion of notes payable	166,000	166,000	166,000			
Arts and Exhibitions International, LLC [Member]						
Notes Payable and Capital Lease Obligations (Textual) [Abstract]						
Notes payable					14,200,000	
Imputed interest rate					5.75%	
Short-term portion of notes payable	1,000,000	1,000,000	1,000,000			
Long-term portion of notes payable	0	0	0			
Gain On Debt Modification [Member]						
Notes Payable and Capital Lease Obligations (Textual) [Abstract]						
Reduction in notes payable				$ 10,000		

Total Comprehensive Income (Loss)	9 Months Ended Nov. 30, 2012
Total Comprehensive Income (Loss) [Abstract]	
Total Comprehensive Income (Loss)	

3. Total Comprehensive Income (Loss)

The following table provides a summary of total comprehensive income (loss) for the applicable periods (in thousands):

	Three Months Ended November 30,		Nine Months Ended November 30,	
	2012	2011	2012	2011
Net income (loss) attributable to the shareholders of Premier Exhibitions, Inc.	$ (629)	$ (2,188)	$ 3,347	$ (2,878)
Other comprehensive income (loss):				
Unrealized loss on marketable securities	—	(2)	—	(5)
Net foreign currency translation gain (loss)	—	(40)	7	(20)
Total comprehensive income (loss)	$ (629)	$ (2,230)	$ 3,354	$ (2,903)

Capital Stock and Stock-Based Compensation (Details Textual) (USD $) In Thousands, except Share data, unless otherwise specified		9 Months Ended	3 Months Ended	9 Months Ended			1 Months Ended	9 Months Ended		1 Months Ended	9 Months Ended	
	Nov. 30, 2012	Nov. 30, 2012 Chief executive officer and president [Member]	Nov. 30, 2012 General Counsel and Vice President Business Affairs [Member]	Nov. 30, 2012 2009 Equity Incentive Plan [Member]	Nov. 30, 2012 Amended 2009 Plan [Member]	Nov. 30, 2012 Accrued Liabilities [Member]	Jun. 30, 2012 Stock appreciation rights [Member]	Nov. 30, 2012 Stock appreciation rights [Member]	Nov. 30, 2012 Stock appreciation rights [Member] Chief executive officer and president [Member]	Jun. 30, 2012 Restricted stock units [Member]	Nov. 30, 2012 Restricted stock units [Member]	Nov. 30, 2012 Restricted stock units [Member] Chief executive officer and president [Member]
Capital Stock and Stock Based Compensation (Textual) [Abstract]												
Stock granted under equity incentive plan									250,000			99,074
Number of stock vested							48,611	48,611		79,681	79,681	
Stock vesting period description											Remainder vesting in thirty equal parts each month thereafter	
Stock appreciation rights expiration period								5 years				
Average price of per share								$ 2.70			$ 2.70	
Average fair of per share								$ 1.72				
Risk free interest rate for calculation of fair value						0.48%		0.39%				
Volatility rate						94.61%		80.47%				
Annual Dividend rate						0.00%		0.00%				
Stock appreciation rights expiration date						Jun. 29, 2017		Jun. 29, 2017				
Accrued liability included in accounts payable and accrued liabilities	$ 158											
Number of restricted stock used to satisfy portion of withholding taxes		28,577	6,690									
Restricted stock used to satisfy portion of withholding taxes amount		$ 78	$ 18									
Weighted average price of per share		$ 2.70	$ 2.80									
Equity incentive plan effective date	Jun. 06, 2012											
Equity incentive plan maximum effective date for shareholder	Jun. 06, 2022											
Number of share available for grant				3,000,000	5,000,000							
Ratio of counting for stock options and stock appreciation rights against amended 2009 plan limit					1							
Ratio of counting for awards other than stock options and stock appreciation rights against amended 2009 plan limit					2							

Segment Information (Details 1) (USD $) In Thousands, unless otherwise specified	Nov. 30, 2012	Feb. 29, 2012
Summary of assets by segment		
Total Assets	$ 34,144	$ 25,617
Exhibition Management [Member]		
Summary of assets by segment		
Total Assets	25,698	15,438
RMS Titanic [Member]		
Summary of assets by segment		
Total Assets	7,306	7,465
Corporate and unallocated [Member]		
Summary of assets by segment		
Total Assets	$ 1,140	$ 2,714

Condensed Consolidated Balance Sheets (USD $) In Thousands, unless otherwise specified	Nov. 30, 2012	Feb. 29, 2012
Current assets:		
Cash and cash equivalents	$ 6,150	$ 2,344
Certificates of deposit and other investments	405	405
Accounts receivable, net of allowance for doubtful accounts of $325 and $311, respectively	1,672	1,390
Merchandise inventory, net of reserve of $82 and $22, respectively	1,367	1,082
Deferred income taxes	44	44
Income taxes receivable	155	246
Prepaid expenses	3,332	1,078
Other current assets	166	88
Total current assets	13,291	6,677
Artifacts owned, at cost	2,943	2,990
Salvor's lien	1	1
Property and equipment, net of accumulated depreciation of $16,958 and $14,183, respectively	11,847	10,298
Exhibition licenses, net of accumulated amortization of $5,615 and $5,470, respectively	2,083	2,228
Other receivable, net of allowance for doubtful accounts of $480 and $206, respectively	14	15
Film, gaming and other application assets, net of accumulated amortization of $319 and $175, respectively	3,015	3,158
Long-term exhibition costs	700	
Subrogation rights	250	250
Total Assets	34,144	25,617
Current liabilities:		
Accounts payable and accrued liabilities	4,343	4,707
Income taxes payable	156	3
Deferred revenue	2,090	2,254
Short-term portion of capital lease obligations	24	
Short-term portion of notes payable	1,283	505
Total current liabilities	7,896	7,469
Long-Term liabilities:		
Lease abandonment	1,958	2,397
Long-term portion of notes payable	166	575
Long-term portion of capital lease obligations	89	
Deferred income taxes	44	44
Total long-term liabilities	2,257	3,016
Commitment and Contingencies		
Shareholders' equity:		
Common stock; $.0001 par value; authorized 65,000,000 shares; issued 48,047,430 and 47,883,927 shares, respectively; outstanding 48,045,421 and 47,881,918 shares, respectively	5	5
Additional paid-in capital	53,168	52,479
Accumulated deficit	(33,519)	(36,866)
Accumulated other comprehensive loss	(478)	(485)

Less treasury stock, at cost; 2,009 shares	(1)	(1)
Equity Attributable to Shareholders of Premier Exhibitions, Inc.	19,175	15,132
Equity Attributable to Non-controlling interest	4,816	
Total liabilities and shareholders' equity	$ 34,144	$ 25,617

Background and Basis of Presentation	9 Months Ended Nov. 30, 2012
Background and Basis of Presentation [Abstract]	
Background and Basis of Presentation	

1. Background and Basis of Presentation

Description of Business

Premier Exhibitions, Inc. and subsidiaries (the "Company" or "Premier") is in the business of presenting to the public museum-quality touring exhibitions around the world. Since our establishment, we have developed, deployed and operated unique exhibition products that are presented to the public in exhibition centers, museums and non-traditional venues. Income from exhibitions is generated primarily through ticket sales, third-party licensing, sponsorships and merchandise sales.

Titanic Ventures Limited Partnership ("TVLP"), a Connecticut limited partnership, was formed in 1987 for the purpose of exploring the wreck of the Titanic and it's surrounding oceanic areas. In May of 1993, RMS Titanic, Inc. ("RMST") entered into a reverse merger under which RMST acquired all of the assets and assumed all of the liabilities of TVLP and TVLP became a shareholder of RMST. In October of 2004, we reorganized and Premier Exhibitions, Inc. became the parent company of RMST and RMST became a wholly-owned subsidiary. Additional subsidiaries were established in order to operate the various domestic and international exhibitions of the Company.

Our exhibitions regularly tour outside the United States of America ("U.S."). Approximately 1% of our revenues and 14% of attendance for the three months ended November 30, 2012 compared with 13% and 16%, respectively for the three months ended November 30, 2011 resulted from exhibition activities outside the U.S. Some of our financial arrangements with our international trade partners are based upon foreign currencies, which exposes the Company to the risk of currency fluctuations between the U.S. dollar and the currencies of the countries in which our exhibitions are touring.

Corporate Structure

On September 29, 2011, the Company announced that it intended to separate its operations into two operating subdivisions. The change is intended to better position the Company to pursue strategic alternatives and manage both businesses independently.

Our business has been divided into an exhibition management division and a content division. The content division is the Company's existing subsidiary, RMST, which holds all of the Company's rights with respect to the Titanic assets and is the salvor-in-possession of the Titanic wreck site. These assets include title to all of the recovered artifacts in the Company's possession, in addition to all of the intellectual property (data, video, photos, maps, etc.) related to the recovery of the artifacts and scientific study of the ship.

The exhibition management division includes our exhibition operations and merchandising operations. We formed a new entity, Premier Exhibition Management LLC ("PEM"), to manage all of the Company's exhibition operations. This includes the operation and management of our Bodies, Titanic (pursuant to an intercompany agreement with RMST) and Dialog in the Dark exhibitions and merchandising related to these exhibits. PEM will also pursue "fee for service" arrangements to manage exhibitions based on content owned or controlled by third parties. On April 20, 2012, Premier Exhibition Management LLC and its wholly owned subsidiary, PEM Newco, LLC (“Newco”), both subsidiaries of the Company, entered into a purchase agreement with AEG Live LLC, AEG Exhibitions LLC, and Arts and Exhibitions International, LLC (the “AEI Purchase Agreement”) pursuant to which Newco purchased substantially all of the assets of Arts and Exhibitions International, LLC (“AEI”). The assets purchased include the rights and tangible assets relating to four currently touring exhibitions known as “King Tut II,” “Cleopatra,” “America I Am” and “Real Pirates.” The acquired assets include rights agreements with the owners of the artifacts and intellectual property comprising the exhibitions, museum/venue agreements for existing exhibition venues, sponsorship agreements, a warehouse lease and an office lease. In addition, the acquired assets include intellectual property related to proposed future exhibitions that the Company may further develop and produce. The Company will operate any such additional properties under its exhibition management subsidiary. Subsequent to the asset purchase, Newco changed its name to Arts and Exhibitions International, LLC.

As part of the purchase price for the assets of AEI, 10% of the ownership interest in Premier Exhibition Management LLC was transferred to AEG Live LLC. This ownership interest is reported as a “non-controlling interest” in our financial statements, and the financials of Premier Exhibition Management LLC are reported on a consolidated basis.

The exhibition management division also includes our exhibition merchandising business, conducted under the Company’s wholly owned subsidiary, Premier Merchandising, LLC. This entity has purchased the merchandise rights related to the AEI exhibition properties, and also pursues other exhibition merchandising opportunities.

The restructuring of the Company and changes in its management reflect that Premier has two operating segments – Exhibition Management and RMS Titanic.

Corporate Management

Effective June 29, 2012, the Board of Directors of the Company appointed Samuel Weiser to the position of President and Chief Executive Officer. Mr. Weiser is currently a director of the Company, and will continue to serve in that capacity. Mr. Weiser, age 52, served as Interim Chief Financial Officer of the Company from May 2011 until June 27, 2011, and as Interim President and Chief Executive Officer from November 28, 2011 through June 29, 2012.

On June 29, 2012, the Company and Mr. Weiser also entered into an Employment Agreement (the “Agreement”). The Agreement provides for Mr. Weiser’s employment for an indefinite term as President and Chief Executive Officer of the Company. The Agreement may be terminated by either party at any time, subject to certain severance provisions provided in the Agreement. Pursuant to the agreement, the Company will pay Mr. Weiser a salary of $360,000 per year. In addition, Mr. Weiser will receive 250,000 stock appreciation rights and 99,074 restricted stock units under the Premier Exhibitions, Inc. 2009 Equity Incentive Plan. 48,611 stock appreciation rights and 79,681 restricted stock units vested immediately, with the remainder vesting in thirty equal parts each month thereafter. The stock appreciation rights will be settled in cash, and expire five years from the date of grant. The restricted stock units will be settled in stock. Upon a termination without cause or by Mr. Weiser for good reason, as such terms are defined in the employment agreement. Mr. Weiser would be entitled to six months’ salary as severance plus vesting of his equity awards. Effective with the signing of this Agreement, the parties terminated the existing consulting agreement between the Company, Foxdale

Management, LLC and Mr. Weiser pursuant to which he provided services as Interim President and Chief Executive Officer.

The Company also announced on July 2, 2012, that the Board of Directors of the Company appointed John Norman to the position of President of Arts and Exhibitions International, LLC (formerly PEM Newco, LLC), a subsidiary of Premier Exhibition Management LLC, which is a subsidiary of the Company, effective June 25, 2012. Mr. Norman, age 52, previously served as President of the Arts and Exhibitions International division of AEG Live, until the Company's April 2012 acquisition of substantially all of its assets. Mr. Norman previously served as Co-President and Chief Operating Officer of Clear Channel Exhibitions, and prior thereto as Senior Vice President of SFX Entertainment.

On June 25, 2012, Arts and Exhibitions International, LLC, and Mr. Norman also entered into an Employment Agreement (the "Norman Agreement"). The Norman Agreement provides for Mr. Norman's employment for a two year term as President of Arts and Exhibitions International, LLC (formerly PEM Newco, LLC). The Agreement may be terminated by either party at any time, subject to certain severance provisions provided in the Agreement. Pursuant to the agreement, the Company will pay Mr. Norman a salary of $320,000 per year. In addition, Mr. Norman has the opportunity to earn an annual cash bonus of up to 100% of his base salary. The bonus is calculated as (a) 15% of the management fee earned by Arts and Exhibitions International, LLC, above the minimum management fee earned pursuant to the AEI Purchase Agreement with AEG Live, LLC, plus (b) 10% of the gross profit of Arts and Exhibitions International, LLC, that is based on new content, plus (c) 2.5% of the annual EBITDA of Premier Exhibition Management LLC. Upon a termination without cause or by Mr. Norman for good reason, as such terms are defined in the Norman Agreement; Mr. Norman would be entitled to six months' salary as severance.

On December 5, 2012, the Company also announced that Robert Brandon, General Counsel and Senior Vice President Business Affairs of the Company, would not be extending his employment agreement and would cease being an officer of the Company as of January 4, 2013.

Basis of Presentation

When we use the terms "Premier," "Company," "we," "us" and "our," we mean Premier Exhibitions, Inc., a Florida corporation and its subsidiaries. We have prepared the accompanying unaudited condensed consolidated financial statements and unaudited notes to the condensed consolidated financial statements pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") and accounting principles generally accepted in the United States ("U.S. GAAP") regarding interim financial reporting. Accordingly, they do not contain all of the information and notes required by U.S. GAAP for complete financial statements and should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for our fiscal year ended February 29, 2012. In our opinion, the accompanying unaudited condensed consolidated financial statements reflect all adjustments (consisting of only normal recurring adjustments) considered necessary for a fair presentation of our financial condition as of November 30, 2012, our results of operations for the three and nine months ended November 30, 2012 and 2011 and cash flows for the nine months ended November 30, 2012 and 2011. The data in the consolidated balance sheet as of February 29, 2012 was derived from our audited consolidated balance sheet as of February 29, 2012, as presented in our Annual Report on Form 10-K for our fiscal year ended February 29, 2012. The unaudited condensed consolidated financial statements include the accounts of Premier and its subsidiaries after the elimination of all significant intercompany accounts and transactions. Our operating results for the nine months ended November 30, 2012 are not necessarily indicative of the operating results that may be expected for the full fiscal year ending February 28, 2013 ("fiscal 2013").

Significant Accounting Policies

For a description of significant accounting policies, see the Summary of Significant Accounting Policies footnote to the Financial Statements included in the Company's 2012 Annual Report on Form 10-K. There have been no material changes to the Company's significant accounting policies since the filing of the Company's 2012 Annual Report on Form 10-K.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from reported results using those estimates.

Recent Accounting Pronouncements

Recently Adopted

Presentation of Comprehensive Income

In June 2011, the FASB issued new accounting guidance related to the presentation of other comprehensive income ("OCI"). This guidance eliminates the option to present components of OCI as part of the statement of changes in shareholders' equity, which was the option that the Company used to present OCI. The guidance allows for a one-statement or two-statement approach, outlined as follows:

- One-statement approach: Present the components of net income and total net income, the components of OCI and a total for OCI, along with the total of comprehensive income in a single continuous statement.
- Two-statement approach: Present the components of net income and total net income in the statement of net income. A statement of OCI would immediately follow the statement of net income and include the components of OCI and a total for OCI, along with the total of comprehensive income.

The guidance also requires an entity to present on the face of the financial statements any reclassification adjustments for items that are reclassified from OCI to net income. The guidance is effective for interim and annual periods beginning after December 15, 2011. The Company adopted the guidance effective March 1, 2012. The adoption of this guidance did not have an effect on the Company's financial position or results of operations, but only impacted how certain information related to OCI is presented in the financial statements.

Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs

In May 2011, the FASB issued amendments to its accounting guidance related to fair value measurements in order to more closely align its disclosure requirements with those in International Financial Reporting Standards ("IFRS"). This guidance clarifies the application of existing fair value measurement and disclosure requirements and also changes certain principles or requirements for measuring fair value or for disclosing information about fair value measurements. The guidance is effective for interim and annual periods beginning after December 15, 2011. The Company adopted the guidance effective March 1, 2012. The adoption of this guidance did not have a material effect on the Company's financial position or results of operations.

Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Comprehensive Income in Accounting Standards Update No. 2011-05 (ASU 2011-05)

In December 2011, the FASB amended its recently issued accounting guidance by deferring the effective date pertaining to the presentation of reclassifications of items out of accumulated comprehensive income. All other requirements in ASU 2011-05 are not affected by this deferral. The guidance is effective for interim and annual periods beginning after December 15, 2011. The Company adopted the guidance effective March 1, 2012. The adoption of this guidance did not have an effect on the Company's financial position or results of operations, but only impacted how certain information related to OCI is presented in the financial statements.

Purchase and Registration Rights Agreements (Details Textual) (USD $)	3 Months Ended Nov. 30, 2012	9 Months Ended Nov. 30, 2012 Price	Feb. 29, 2012	Oct. 31, 2011	Oct. 30, 2011	May 20, 2011
Purchase and Registration Rights Agreements (Textual) [Abstract]						
Common stock issued	48,047,430	48,047,430	47,883,927			
LPC [Member]						
Purchase and Registration Rights Agreements (Textual) [Abstract]						
Purchase of common stock by LPC				10,000,000		
Time period for purchase of common stock				36 months		
Sale of Initial Purchase Shares				$ 1,250,000		
Lowest closing sale prices		3				
Consecutive business days		12 days				
Common stock issued					149,165	149,165
Shares sold			275,000			
Shares sold, value			$ 634,675			
Shares issued			158,632			
Stock issued during period	0	0				

Assets Related to 2010 Expedition to Titanic Wreck Site (Tables)	9 Months Ended Nov. 30, 2012
Assets Related to Two Thousand Ten Expedition to Titanic Wreck Site [Abstract]	
Summary of expedition cost related to specific assets	

	November 30, 2012	February 29, 2012
3D film	$ 1,817	$ 1,817
3D exhibitry	857	857
2D documentary	631	631
Gaming and other application	886	886
Expedition web point of presence	317	317
Total expedition costs capitalized	4,508	4,508
Less: Accumulated amortization	319	175
Accumulated depreciation	352	158
Expedition costs capitalized, net	$ 3,837	$ 4,175

Asset Purchase Agreement and Related Matters (Details) (USD $) In Thousands, unless otherwise specified	Nov. 30, 2012	Oct. 17, 2011
Consideration:		
Non-recourse note payable	$ 7,117	
Non-controlling interest in PEM, Inc.	4,800	
Fair value of total consideration	11,917	
Recognized amount of identifiable assets acquired:		
Prepaid expenses	7,735	
Fixed assets: Exhibitry	3,564	
Long-term exhibition costs	618	
Total identifiable assets	$ 11,917	$ 800

Segment Information (Tables)

Segment Information [Abstract]

Statement of Operations by segment

9 Months Ended Nov. 30, 2012

The following tables reflect the condensed consolidated statements of operations for the three and nine months ended November 30, 2012 and 2011 by segment (in thousands):

	Three Months Ended November 30, 2012 (In thousands)			
	Exhibition Management	RMS Titanic	Elimination	Total
Revenue	$ 7,912	$ 425	$ (425)	$7,912
Cost of revenue (exclusive of depreciation and amortization)	4,847	—	(425)	4,422
Gross profit	3,065	425	—	3,490
Operating expenses:				
General and administrative	3,146	158		3,304
Depreciation and amortization	892	26	—	918
Total Operating expenses	4,038	184	—	4,222
Income (loss) from operations	(973)	241	—	(732)
Other expense	(99)	—	—	(99)
Income (loss) before income tax	(1,072)	241	—	(831)
Income tax expense	15	34	—	49
Net income (loss)	(1,087)	207	—	(880)
Less: Net loss attributable to non-controlling interest	251	—	—	251
Net income (loss) attributable to the shareholders of Premier Exhibitions, Inc.	$ (836)	$ 207	$ —	$(629)

	Three Months Ended November 30, 2011 (In thousands)			
	Exhibition Management	RMS Titanic	Elimination	Total
Revenue	$ 6,226	$ 275	$ (275)	$6,226

Cost of revenue (exclusive of depreciation and amortization)	4,233	—	(275)	3,958
Gross profit	1,993	275	—	2,268
Operating expenses:				
General and administrative	3,112	404	—	3,516
Depreciation and amortization	902	26	—	928
Impairment of intangibles and fixed assets	—	—	—	—
Litigation settlement	—	—	—	—
Total Operating expenses	4,014	430	—	4,444
Loss from operations	(2,021)	(155)	—	(2,176)
Other expense	(12)	—		(12)
Loss before income tax	(2,033)	(155)	—	(2,188)
Income tax expense	—	—	—	—
Net loss	(2,033)	(155)	—	(2,188)
Less: Net loss attributable to non-controlling interest	—	—	—	—
Net loss attributable to the shareholders of Premier Exhibitions, Inc.	$ (2,033)	$ (155)	$ —	$(2,188)

	Nine Months Ended November 30, 2012 (In thousands)			
	Exhibition Management	**RMS Titanic**	**Elimination**	**Total**
Revenue	$ 32,802	$ 1,922	$ (1,922)	$32,802
Cost of revenue (exclusive of depreciation and amortization)	16,774	—	(1,922)	14,852
Gross profit	16,028	1,922	—	17,950
Operating expenses:				
General and administrative	10,654	822		11,476
Depreciation and amortization	2,570	79	—	2,649
Total Operating expenses	13,224	901	—	14,125
Income from operations	2,804	1,021	—	3,825
Other expense	(185)	—	—	(185)
Income before income tax	2,619	1,021	—	3,640

Income tax expense	200	77	—	277
Net income	2,419	944	—	3,363
Less: Net income attributable to non-controlling interest	(16)	—	—	(16)
Net income attributable to the shareholders of Premier Exhibitions, Inc.	$ 2,403	$ 944	$ —	$3,347

	Nine Months Ended November 30, 2011 (In thousands)			
	Exhibition Management	RMS Titanic	Elimination	Total
Revenue	$ 24,166	$ 1,061	$ (1,061)	$24,166
Cost of revenue (exclusive of depreciation and amortization)	13,895	—	(1,061)	12,834
Gross profit	10,271	1,061	—	11,332
Operating expenses:				
General and administrative	9,250	1,083	—	10,333
Depreciation and amortization	2,805	133	—	2,938
Impairment of intangibles and fixed assets	358	—	—	358
Litigation settlement	783	—	—	783
Total Operating expenses	13,196	1,216	—	14,412
Loss from operations	(2,925)	(155)	—	(3,080)
Other income	2	—		2
Loss before income tax	(2,923)	(155)	—	(3,078)
Income tax expense	39	—	—	39
Net loss	(2,962)	(155)	—	(3,117)
Less: Net loss attributable to non-controlling interest	239	—	—	239
Net loss attributable to the shareholders of Premier Exhibitions, Inc.	$ (2,723)	$ (155)	$ —	$(2,878)

Summary of assets by segment

The Company's assets by segment are reflected in the following table (in thousands):

	As of	
	November 30, 2012	February 29, 2012
Exhibition Management	$ 25,698	$ 15,438
RMS Titanic	7,306	7,465
Corporate and unallocated	1,140	2,714

Total assets	$ 34,144	$ 25,617

Expenditures for additions to long-lived assets by segment

Expenditures for additions to long-lived assets by segment for the nine months ended November 30, 2012 and 2011, respectively are reflected in the table below (in thousands):

	Nine Months Ended November 30,	
	2012	2011
Exhibition Management	$ 392	$ 966
RMS Titanic	153	262
Total capital expenditures	$ 545	$ 1,228

Income (Loss) Per Share Data	9 Months Ended Nov. 30, 2012
Income (Loss) Per Share Data [Abstract]	
Income (Loss) Per Share Data	**2. Income (Loss) Per Share Data** Basic per share amounts exclude dilution and are computed using the weighted average number of common shares outstanding for the period. Diluted per share amounts reflect the potential reduction in earnings per share that could occur if equity based awards were exercised or converted into common stock, unless the effects are anti-dilutive (i.e., the exercise price is greater than the average market price of the common shares). Potential common shares are determined using the treasury stock method and include common shares issuable upon exercise of outstanding stock options and warrants. The following table sets forth the computation of basic and diluted net income (loss) per share. Since the three month periods ended November 30, 2012 and 2011 and the nine month period ended November 30, 2011 resulted in a net loss, the impact of dilutive effects of stock options was not added to the weighted average shares.

	Three Months Ended November 30,		Nine Months Ended November 30,	
	2012	2011	2012	2011
Numerator:				
Net income (loss) attributable to shareholders (in thousands)	$(629)	$(2,188)	$3,347	$(2,878)
Denominator:				
Basic weighted-average shares outstanding	48,029,592	47,427,251	47,988,433	47,362,196
Effect of dilutive stock options and warrants	—	—	1,106,494	—
Diluted weighted-average shares outstanding	48,029,592	47,427,251	49,094,927	47,362,196
Net income (loss) per share:				

Basic	$(0.01)	$(0.05)	$0.07	$(0.06)
Diluted	$(0.01)	$(0.05)	$0.07	$(0.06)

Equity based awards not included in the per share computation because the option exercise price was greater than the average market price of the common shares are reflected in the following table.

	Three Months Ended November 30,		Nine Months Ended November 30,	
	2012	2011	2012	2011
Warrants	6,000	60,000	6,000	60,000
Stock options	1,145,032	1,446,698	1,145,032	1,446,698
Total	1,151,032	1,506,698	1,151,032	1,506,698

Condensed Consolidated Balance Sheets (Parenthetical) (USD $) In Thousands, except Share data, unless otherwise specified	Nov. 30, 2012	Feb. 29, 2012
Condensed Consolidated Balance Sheets [Abstract]		
Allowance for doubtful accounts	$ 325	$ 311
Merchandise inventory, net of reserve	82	22
Property and equipment, net of accumulated depreciation	16,958	14,183
Exhibition licenses, net of accumulated amortization	5,615	5,470
Other receivables, net of allowance for doubtful accounts	480	206
Film and gaming assets, net of accumulated amortization	$ 319	$ 175
Common stock, par value	$ 0.0001	$ 0.0001
Common stock, shares authorized	65,000,000	65,000,000
Common stock, shares issued	48,047,430	47,883,927
Common stock, shares outstanding	48,045,421	47,881,918
Treasury stock, shares	2,009	2,009

Consignment Agreement	9 Months Ended Nov. 30, 2012
Legal Proceedings and Contingencies/ Consignment agreement [Abstract]	
Consignment agreement	**12. Consignment agreement** On December 20, 2011, Premier entered into an agreement with Guernsey's auction house to conduct a sale of the Company's Titanic artifact collection and related intellectual property. Both the legal form of an ultimate transaction and the use of the proceeds are to be determined by the Board of Directors at a later date.

Document and Entity Information	9 Months Ended Nov. 30, 2012	Jan. 07, 2013
Document and Entity Information [Abstract]		
Entity Registrant Name	PREMIER EXHIBITIONS, INC.	
Entity Central Index Key	0000796764	
Document Type	10-Q	
Document Period End Date	Nov. 30, 2012	
Amendment Flag	false	
Document Fiscal Year Focus	2013	
Document Fiscal Period Focus	Q3	
Current Fiscal Year End Date	--02-28	
Entity Filer Category	Smaller Reporting Company	
Entity Common Stock, Shares Outstanding		49,071,026

RMS Titanic Sale	9 Months Ended Nov. 30, 2012
Rms Titanic Sale [Abstract]	
RMS Titanic Sale	**13. RMS Titanic Sale** Letter of Intent On October 15, 2012, the Company announced that it had entered into a non-binding letter of intent with an entity representing a group of individuals (the "Consortium") working to effect a purchase of the stock of RMS Titanic, Inc., for educational, regional economic development and cultural purposes for a price of $189 million. The letter of intent is confidential, and is subject to the parties negotiating binding purchase agreements, obtaining requisite financing commitments and other approvals. The letter of intent represents the first formalization of the process in which the Company and the Consortium seek to combine efforts to place the Titanic assets in a permanent home and to monetize the assets for the benefit of the Company's shareholders. The execution of the letter of intent does not guarantee that a purchase will be consummated with the Consortium. The letter of intent is designed to allow the Consortium the opportunity to secure its financing sources, prepare to handle and house the collection of artifacts and to continue its efforts to establish public and private support for the venture.

Condensed Consolidated Statements of Comprehensive Income (Loss) (Unaudited) (USD $) In Thousands, except Share data, unless otherwise specified	3 Months Ended		9 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011
Revenue:				
Exhibition revenue	$ 5,453	$ 5,582	$ 25,024	$ 21,592
Merchandise revenue	2,209	644	7,108	2,574
Management fee	250		611	
Licensing fee			59	
Total revenue	7,912	6,226	32,802	24,166
Cost of revenue:				
Exhibition costs	3,559	3,689	12,206	11,931
Cost of merchandise sold	863	269	2,646	903
Total cost of revenue (exclusive of depreciation and amortization shown separately below)	4,422	3,958	14,852	12,834
Gross profit	3,490	2,268	17,950	11,332
Operating expenses:				
General and administrative	3,304	3,516	11,476	10,333
Depreciation and amortization	918	928	2,649	2,938
Impairment of intangibles and fixed assets				783
Litigation settlement			783	358
Total operating expenses	4,222	4,444	14,125	14,412
Income (loss) from operations	(732)	(2,176)	3,825	(3,080)
Interest expense	(112)	(4)	(286)	(4)
Gain on debt modification	10		81	
Other income (expense)	3	(8)	20	6
Income (loss) before income taxes	(831)	(2,188)	3,640	(3,078)
Income tax expense	49		277	39
Net income (loss)	(880)	(2,188)	3,363	(3,117)
Less: Net (income)/ loss attributable to non-controlling interest	251		(16)	239
Net income (loss) attributable to the shareholders of Premier Exhibitions, Inc.	(629)	(2,188)	3,347	(2,878)
Net income (loss) per share:				
Basic income (loss) per common share	$ (0.01)	$ (0.05)	$ 0.07	$ (0.06)
Diluted income (loss) per common share	$ (0.01)	$ (0.05)	$ 0.07	$ (0.06)
Shares used in basic per share calculations	48,029,592	47,427,251	47,988,433	47,362,196
Shares used in diluted per share calculations	48,029,592	47,427,251	49,094,927	47,362,196
Comprehensive income (loss)	$ (629)	$ (2,230)	$ 3,354	$ (2,903)

Non-controlling Interest	9 Months Ended Nov. 30, 2012
Non-controlling Interest [Abstract]	
Non-controlling Interest	**7. Non-controlling Interest**

S2BN Entertainment Corporation

The Company and S2BN Entertainment Corporation ("S2BN") terminated their joint venture to develop, design and produce future exhibitions. The Company and S2BN entered into this joint venture arrangement on May 14, 2010 whereby each entity owned 50 percent of the joint venture and shared equally in the funding requirements and profits and losses of the joint venture exhibitions.

The Company entered into a License Agreement (the "Agreement") with Playboy Enterprises International, Inc. ("Playboy") in May of 2008 for the right to present and promote new exhibitions related to the Playboy brand. The Company and S2BN agreed to jointly develop, design, and produce a Playboy exhibit, and S2BN agreed to reimburse 50 percent of the enumerated costs incurred related to this initial exhibit concept under the joint venture arrangement.

Although the Company did not have a controlling financial interest in the joint venture, we determined that consolidation was appropriate due to assessment of the Company's participation in the financial and operational decisions of the joint venture made in the ordinary course of business, as outlined in Accounting Standards Codification ("ASC") ASC 810-10-25. Therefore, the joint venture's results were consolidated into the Company's financial statements and reflected as a non-controlling interest.

On August 25, 2011, the Company notified Playboy that the joint venture was terminating the Agreement pursuant to a unilateral termination right the Company had negotiated that included the waiver of the $300 thousand termination fee otherwise payable, if the termination was effected prior to the end of August 2011. While the Agreement provided that the joint venture would still owe Playboy a final license fee installment of $150 thousand despite any such termination, the Company and S2BN also contend that Playboy had previously breached the Agreement, and the joint venture accordingly reserved its rights to pursue all remedies and damages (which would include withholding any such final license fee installment). Due to the termination of the agreement with Playboy, the Company recorded an impairment charge of $217 thousand for Playboy licenses, net of accumulated amortization. The Company also recorded an impairment charge of $141 thousand for construction in progress comprised of expenses incurred in the creation of the Playboy exhibit. The total impairment charge of $358 thousand is included in Impairment of intangibles and fixed assets on the Condensed Consolidated Statement of Comprehensive Income (Loss) for the nine months ended November 30, 2011.

Due to the termination of the Agreement and the related impairments, S2BN's investment in the joint venture through its payment of 50 percent of the costs of the potential exhibit has been fully impaired. An impairment charge of $197 thousand is reflected in Net loss attributable to non-controlling interest on the Condensed Consolidated Statements of Comprehensive Income (Loss) for the nine months ended November 30, 2011.

During the portion of fiscal 2012 that the Agreement was in effect, the Company incurred expenditures for exhibition rights of $50 thousand and received $77 thousand in reimbursements from S2BN for its share of total development costs incurred to date.

Arts and Exhibitions International, LLC

On April 20, 2012, the Company's Premier Exhibition Management LLC subsidiary and its wholly owned subsidiary, PEM Newco, LLC ("Newco"), entered into a purchase agreement with AEG Live LLC, AEG Exhibitions LLC, and Arts and Exhibitions International, LLC pursuant to which Newco purchased substantially all of the assets of Arts and Exhibitions International, LLC ("AEI"). The assets purchased include the rights and tangible assets relating to four currently touring exhibitions known as "King Tut II," "Cleopatra," "America I Am" and "Real Pirates." The Company granted a 10% interest in Premier Exhibition Management LLC ("PEM") to AEG Live valued at $4.8 million as part of this transaction. The Company used level 3 inputs based upon Financial Accounting Statement Board ("FASB") Accounting Standards Codification 820, "Fair Value Measurements and Disclosures" ("ASC 820") to value AEG Live's interest in PEM. The Company projected the future discounted cash flow by projecting the statement of operations and the probability of achievement to determine the fair value of the assets. During the three and nine months ended November 30, 2012, the net income (loss) related to the non-controlling interest in PEM was $(251) thousand and $16 thousand, respectively.

Capital Stock and Stock-Based Compensation	9 Months Ended Nov. 30, 2012
Capital Stock and Stock-Based Compensation [Abstract]	
Capital Stock and Stock-Based Compensation	**6. Capital Stock and Stock-Based Compensation** During the nine months ended November 30, 2012, the Company's Chief Executive Officer and President received 250,000 stock appreciation rights and 99,074 restricted stock units under the Premier Exhibitions, Inc. 2009 Equity Incentive Plan. 48,611 stock appreciation rights and 79,681 restricted stock units vested on June 29, 2012, with the remainder vesting in thirty equal parts each month thereafter. The stock appreciation rights will be settled in cash, and expire five years from the date of grant. The restricted stock units will be settled in stock and have a weighted average price of $2.70 per share. The grant price of the stock appreciation rights is $2.70, with a fair market value at the date of grant of $1.72. We used the Black-Scholes model to calculate the fair value using a risk-free interest rate of .39%, a volatility rate of 80.47%, an annual dividend rate of 0% and an expiration date of June 29, 2017. As of November 30, 2012 the Company has accrued a liability of approximately $158 thousand for the stock appreciation rights that is included in accounts payable and accrued liabilities on the Condensed Consolidated Balance Sheet. We used the Black-Scholes model to calculate the fair value using a risk-free interest rate of .48%, a volatility rate of 94.61%, an annual dividend rate of 0% and an expiration date of June 29, 2017 to calculate the liability at November 30, 2012. During the nine months ended November 30, 2012, the Company's Chief Executive Officer and President surrendered 28,577 shares of stock worth approximately $78 thousand to satisfy his tax obligations with respect to the vesting of restricted stock units issued pursuant to the Company's Equity Incentive Plan. These shares were surrendered at an average price of $2.70 per share based upon the closing price of the Company's common stock on the day of vesting. During the three months ended November 30, 2012, the Company's General Counsel and Senior Vice President Business Affairs surrendered 6,690 shares of stock worth approximately $18 thousand to satisfy his tax obligations with respect to the vesting of restricted stock units issued pursuant to the Company's Equity Incentive Plan. These shares were surrendered at an average price of $2.80 per share based upon the closing price of the Company's common stock on the day of vesting. On August 23, 2012, at the Annual Meeting of Shareholders, our shareholders approved the Premier Exhibitions, Inc. 2009 Equity Incentive Plan, as amended (the "Amended 2009 Plan"). The Amended 2009 Plan became effective as of June 6, 2012, the date the Board approved the Amended 2009 Plan subject to shareholder approval, and will continue in effect until June 6, 2022, or such earlier date as our Board of Directors may determine. The Amended 2009 Plan increased the number of shares available for grant under the 2009 Equity Incentive Plan from 3,000,000 to 5,000,000. The Amended 2009 Plan provides that "full-value awards," meaning all awards other than stock options and stock appreciation rights, will be counted against the Amended 2009 Plan limit in a 2-to-1 ratio. Stock options and stock

appreciation rights will be counted against the Amended 2009 Plan limit in a 1-to-1 ratio. The amendments also provide that dividend equivalents with respect to awards that vest based on the achievement of performance objectives shall be accumulated until such awards are earned, and the dividend equivalents shall not be paid if the performance objectives are not satisfied.

Our non-employee Directors, employees and consultants are eligible to participate in the Amended 2009 Plan, which provides for a full range of awards, including stock options, stock appreciation rights, restricted stock, restricted stock units, performance units, performance shares, dividend equivalents, and other awards relating to shares of our common stock. The awards are payable in shares, in cash, in a combination of shares and cash, or by any other method determined by our Compensation Committee.

Asset Purchase Agreement and Related Matters (Tables)	9 Months Ended Nov. 30, 2012
Asset Purchase Agreement and Related Matters [Abstract]	
Summary of allocation of purchase price	A summary of the allocation of the purchase price of the Arts and Exhibition International, LLC acquisition is presented as follows in thousands:

Consideration:	
Non-recourse note payable	$7,117
Non-controlling interest in PEM, Inc.	4,800
Fair value of total consideration	$11,917
Recognized amount of identifable assets aquired:	
Prepaid expenses	$7,735
Fixed assets: Exhibitry	3,564
Long-term exhibition costs	618
Total identifable assets	$11,917

Schedule of net income

The pro forma information below includes the effect of the TTE and AEI acquisitions as if they had been consummated as of March 1, 2011 (in thousands). The unaudited pro forma financial information is not necessarily indicative of either future results of operations or results that might have been achieved had the acquisitions been consummated as of March 1, 2011.

	Three Months Ended November 30,			Nine Months Ended November 30,	
	2012	2011		2012	2011
Total revenue	$ 7,849	$ 6,586	Total revenue	$ 32,754	$ 25,582
Loss from operations	(775)	(2,091)	Income (loss) from operations	3,746	(2,740)
Net loss	(566)	(2,209)	Net income (loss)	3,417	(2,851)

Background and Basis of Presentation (Policies)

9 Months Ended Nov. 30, 2012

Background and Basis of Presentation [Abstract]

Description of Business

Description of Business

Premier Exhibitions, Inc. and subsidiaries (the "Company" or "Premier") is in the business of presenting to the public museum-quality touring exhibitions around the world. Since our establishment, we have developed, deployed and operated unique exhibition products that are presented to the public in exhibition centers, museums and non-traditional venues. Income from exhibitions is generated primarily through ticket sales, third-party licensing, sponsorships and merchandise sales.

Titanic Ventures Limited Partnership ("TVLP"), a Connecticut limited partnership, was formed in 1987 for the purpose of exploring the wreck of the Titanic and it's surrounding oceanic areas. In May of 1993, RMS Titanic, Inc. ("RMST") entered into a reverse merger under which RMST acquired all of the assets and assumed all of the liabilities of TVLP and TVLP became a shareholder of RMST. In October of 2004, we reorganized and Premier Exhibitions, Inc. became the parent company of RMST and RMST became a wholly-owned subsidiary. Additional subsidiaries were established in order to operate the various domestic and international exhibitions of the Company.

Our exhibitions regularly tour outside the United States of America ("U.S."). Approximately 1% of our revenues and 14% of attendance for the three months ended November 30, 2012 compared with 13% and 16%, respectively for the three months ended November 30, 2011 resulted from exhibition activities outside the U.S. Some of our financial arrangements with our international trade partners are based upon foreign currencies, which exposes the Company to the risk of currency fluctuations between the U.S. dollar and the currencies of the countries in which our exhibitions are touring.

Corporate Structure

Corporate Structure

On September 29, 2011, the Company announced that it intended to separate its operations into two operating subdivisions. The change is intended to better position the Company to pursue strategic alternatives and manage both businesses independently.

Our business has been divided into an exhibition management division and a content division. The content division is the Company's existing subsidiary, RMST, which holds all of the Company's rights with respect to the Titanic assets and is the salvor-in-possession of the Titanic wreck site. These assets include title to all of the recovered artifacts in the Company's possession, in addition to all of the intellectual property (data, video, photos, maps, etc.) related to the recovery of the artifacts and scientific study of the ship.

The exhibition management division includes our exhibition operations and merchandising operations. We formed a new entity, Premier Exhibition Management LLC ("PEM"), to manage all of the Company's exhibition operations. This includes the operation and management of our Bodies, Titanic (pursuant to an intercompany agreement with RMST) and Dialog in the Dark exhibitions and merchandising related to these exhibits. PEM will also pursue "fee for service" arrangements to manage exhibitions based on content owned or controlled by third parties. On April 20, 2012, Premier Exhibition Management LLC and its wholly owned subsidiary, PEM Newco, LLC (“Newco”), both subsidiaries of the Company, entered into a purchase agreement with AEG Live LLC, AEG Exhibitions LLC, and Arts and Exhibitions International, LLC (the “AEI Purchase Agreement”) pursuant to which Newco purchased substantially all of the assets of Arts and Exhibitions International, LLC (“AEI”). The assets purchased include the rights and tangible assets relating to four currently touring exhibitions known as “King Tut II,” “Cleopatra,” “America I Am” and “Real Pirates.” The acquired assets include rights agreements with the owners of the artifacts and intellectual property comprising the exhibitions, museum/venue agreements for existing exhibition venues, sponsorship agreements, a warehouse lease and an office lease. In addition, the acquired assets include intellectual property related to proposed future exhibitions that the Company may further develop and produce. The Company will operate any such additional properties under its exhibition management subsidiary. Subsequent to the asset purchase, Newco changed its name to Arts and Exhibitions International, LLC.

As part of the purchase price for the assets of AEI, 10% of the ownership interest in Premier Exhibition Management LLC was transferred to AEG Live LLC. This ownership interest is reported as a “non-controlling interest” in our financial statements, and the financials of Premier Exhibition Management LLC are reported on a consolidated basis.

The exhibition management division also includes our exhibition merchandising business, conducted under the Company’s wholly owned subsidiary, Premier Merchandising, LLC. This entity has purchased the merchandise rights related to the AEI exhibition properties, and also pursues other exhibition merchandising opportunities.

The restructuring of the Company and changes in its management reflect that Premier has two operating segments – Exhibition Management and RMS Titanic.

Corporate Management

Corporate Management

Effective June 29, 2012, the Board of Directors of the Company appointed Samuel Weiser to the position of President and Chief Executive Officer. Mr. Weiser is currently a director of the Company, and will continue to serve in that capacity. Mr. Weiser, age 52, served as Interim Chief Financial Officer of the Company from May 2011 until June 27, 2011, and as Interim President and Chief Executive Officer from November 28, 2011 through June 29, 2012.

On June 29, 2012, the Company and Mr. Weiser also entered into an Employment Agreement (the “Agreement”). The Agreement provides for Mr. Weiser’s employment for an indefinite term as President and Chief Executive Officer of the Company. The Agreement may be terminated by either party at any time, subject to certain severance provisions provided in the Agreement. Pursuant to the agreement, the Company will pay Mr. Weiser a salary of $360,000 per year. In addition, Mr. Weiser will receive 250,000 stock appreciation rights and 99,074 restricted stock units under the Premier Exhibitions, Inc. 2009 Equity Incentive Plan. 48,611 stock appreciation rights and 79,681 restricted stock units vested immediately, with the remainder vesting in thirty equal parts each month thereafter. The stock appreciation rights will be settled in cash, and expire five years from the date of grant. The restricted stock units will be settled in stock. Upon a termination without cause or by Mr. Weiser for good reason, as such terms are defined in the employment agreement. Mr. Weiser would be entitled to six months’ salary as severance plus vesting of his equity awards. Effective with the signing of this Agreement, the parties terminated the existing consulting agreement between the Company, Foxdale

Management, LLC and Mr. Weiser pursuant to which he provided services as Interim President and Chief Executive Officer.

The Company also announced on July 2, 2012, that the Board of Directors of the Company appointed John Norman to the position of President of Arts and Exhibitions International, LLC (formerly PEM Newco, LLC), a subsidiary of Premier Exhibition Management LLC, which is a subsidiary of the Company, effective June 25, 2012. Mr. Norman, age 52, previously served as President of the Arts and Exhibitions International division of AEG Live, until the Company's April 2012 acquisition of substantially all of its assets. Mr. Norman previously served as Co-President and Chief Operating Officer of Clear Channel Exhibitions, and prior thereto as Senior Vice President of SFX Entertainment.

On June 25, 2012, Arts and Exhibitions International, LLC, and Mr. Norman also entered into an Employment Agreement (the "Norman Agreement"). The Norman Agreement provides for Mr. Norman's employment for a two year term as President of Arts and Exhibitions International, LLC (formerly PEM Newco, LLC). The Agreement may be terminated by either party at any time, subject to certain severance provisions provided in the Agreement. Pursuant to the agreement, the Company will pay Mr. Norman a salary of $320,000 per year. In addition, Mr. Norman has the opportunity to earn an annual cash bonus of up to 100% of his base salary. The bonus is calculated as (a) 15% of the management fee earned by Arts and Exhibitions International, LLC, above the minimum management fee earned pursuant to the AEI Purchase Agreement with AEG Live, LLC, plus (b) 10% of the gross profit of Arts and Exhibitions International, LLC, that is based on new content, plus (c) 2.5% of the annual EBITDA of Premier Exhibition Management LLC. Upon a termination without cause or by Mr. Norman for good reason, as such terms are defined in the Norman Agreement; Mr. Norman would be entitled to six months' salary as severance.

On December 5, 2012, the Company also announced that Robert Brandon, General Counsel and Senior Vice President Business Affairs of the Company, would not be extending his employment agreement and would cease being an officer of the Company as of January 4, 2013.

Basis of Presentation

Basis of Presentation

When we use the terms "Premier," "Company," "we," "us" and "our," we mean Premier Exhibitions, Inc., a Florida corporation and its subsidiaries. We have prepared the accompanying unaudited condensed consolidated financial statements and unaudited notes to the condensed consolidated financial statements pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") and accounting principles generally accepted in the United States ("U.S. GAAP") regarding interim financial reporting. Accordingly, they do not contain all of the information and notes required by U.S. GAAP for complete financial statements and should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for our fiscal year ended February 29, 2012. In our opinion, the accompanying unaudited condensed consolidated financial statements reflect all adjustments (consisting of only normal recurring adjustments) considered necessary for a fair presentation of our financial condition as of November 30, 2012, our results of operations for the three and nine months ended November 30, 2012 and 2011 and cash flows for the nine months ended November 30, 2012 and 2011. The data in the consolidated balance sheet as of February 29, 2012 was derived from our audited consolidated balance sheet as of February 29, 2012, as presented in our Annual Report on Form 10-K for our fiscal year ended February 29, 2012. The unaudited condensed consolidated financial statements include the accounts of Premier and its subsidiaries after the elimination of all significant intercompany accounts and transactions. Our operating results for the nine months ended November 30, 2012 are not necessarily indicative of the operating results that may be expected for the full fiscal year ending February 28, 2013 ("fiscal 2013").

Significant Accounting Policies

Significant Accounting Policies

For a description of significant accounting policies, see the Summary of Significant Accounting Policies footnote to the Financial Statements included in the Company's 2012 Annual Report on Form 10-K. There have been no material changes to the Company's significant accounting policies since the filing of the Company's 2012 Annual Report on Form 10-K.

Use of Estimates

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from reported results using those estimates.

Recent Accounting Pronouncements

Recent Accounting Pronouncements

Recently Adopted

Presentation of Comprehensive Income

In June 2011, the FASB issued new accounting guidance related to the presentation of other comprehensive income ("OCI"). This guidance eliminates the option to present components of OCI as part of the statement of changes in shareholders' equity, which was the option that the Company used to present OCI. The guidance allows for a one-statement or two-statement approach, outlined as follows:

- One-statement approach: Present the components of net income and total net income, the components of OCI and a total for OCI, along with the total of comprehensive income in a single continuous statement.
- Two-statement approach: Present the components of net income and total net income in the statement of net income. A statement of OCI would immediately follow the statement of net income and include the components of OCI and a total for OCI, along with the total of comprehensive income.

The guidance also requires an entity to present on the face of the financial statements any reclassification adjustments for items that are reclassified from OCI to net income. The guidance is effective for interim and annual periods beginning after December 15, 2011. The Company adopted the guidance effective March 1, 2012. The adoption of this guidance did not have an effect on the Company's financial position or results of operations, but only impacted how certain information related to OCI is presented in the financial statements.

Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs

In May 2011, the FASB issued amendments to its accounting guidance related to fair value measurements in order to more closely align its disclosure requirements with those in International Financial Reporting Standards ("IFRS"). This guidance clarifies the application of existing fair value measurement and disclosure requirements and also changes certain principles or requirements for measuring fair value or for disclosing information about fair value measurements. The guidance is effective for interim and annual periods beginning after December 15, 2011. The Company adopted the guidance effective March 1, 2012. The adoption of this guidance did not have a material effect on the Company's financial position or results of operations.

Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Comprehensive Income in Accounting Standards Update No. 2011-05 (ASU 2011-05)

In December 2011, the FASB amended its recently issued accounting guidance by deferring the effective date pertaining to the presentation of reclassifications of items out of accumulated comprehensive income. All other requirements in ASU 2011-05 are not affected by this deferral. The guidance is effective for interim and annual periods beginning after December 15, 2011. The Company adopted the guidance effective March 1, 2012. The adoption of this guidance did not have an effect on the Company's financial position or results of operations, but only impacted how certain information related to OCI is presented in the financial statements.

Presentation of Comprehensive Income

Presentation of Comprehensive Income

In June 2011, the FASB issued new accounting guidance related to the presentation of other comprehensive income ("OCI"). This guidance eliminates the option to present components of OCI as part of the statement of changes in shareholders' equity, which was the option that the Company used to present OCI. The guidance allows for a one-statement or two-statement approach, outlined as follows:

- One-statement approach: Present the components of net income and total net income, the components of OCI and a total for OCI, along with the total of comprehensive income in a single continuous statement.
- Two-statement approach: Present the components of net income and total net income in the statement of net income. A statement of OCI would immediately follow the statement of net income and include the components of OCI and a total for OCI, along with the total of comprehensive income.

The guidance also requires an entity to present on the face of the financial statements any reclassification adjustments for items that are reclassified from OCI to net income. The guidance is effective for interim and annual periods beginning after December 15, 2011. The Company adopted the guidance effective March 1, 2012. The adoption of this guidance did not have an effect on the Company's financial position or results of operations, but only impacted how certain information related to OCI is presented in the financial statements.

Fair Value Measurement

Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs

In May 2011, the FASB issued amendments to its accounting guidance related to fair value measurements in order to more closely align its disclosure requirements with those in International Financial Reporting Standards ("IFRS"). This guidance clarifies the application of existing fair value measurement and disclosure requirements and also changes certain principles or requirements for measuring fair value or for disclosing information about fair value measurements. The guidance is effective for interim and annual periods beginning after

December 15, 2011. The Company adopted the guidance effective March 1, 2012. The adoption of this guidance did not have a material effect on the Company's financial position or results of operations.

Accumulated Comprehensive Income

Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Comprehensive Income in Accounting Standards Update No. 2011-05 (ASU 2011-05)

In December 2011, the FASB amended its recently issued accounting guidance by deferring the effective date pertaining to the presentation of reclassifications of items out of accumulated comprehensive income. All other requirements in ASU 2011-05 are not affected by this deferral. The guidance is effective for interim and annual periods beginning after December 15, 2011. The Company adopted the guidance effective March 1, 2012. The adoption of this guidance did not have an effect on the Company's financial position or results of operations, but only impacted how certain information related to OCI is presented in the financial statements.

Asset Purchase Agreement and Related Matters	9 Months Ended Nov. 30, 2012
Asset Purchase Agreement and Related Matters [Abstract]	
Asset Purchase Agreement and Related Matters	

10. Asset Purchase Agreement and Related Matters

Transaction – Orlando

On October 17, 2011, the Company entered into an Asset Purchase Agreement to purchase the assets of a Titanic-themed exhibition (Titanic: The Experience or "TTE") in Orlando, Florida from Worldwide Licensing & Merchandising, Inc. and its shareholder, G. Michael Harris (together, "Worldwide"). Pursuant to the Agreement, the Company purchased the assets of the Orlando exhibition from Worldwide in an installment sale. The Company agreed to pay Worldwide directly a total of $800 thousand over a two-year period, and also agreed to assume rental and other arrearages owed by Worldwide, totaling $720 thousand, which the Company will pay over a four-year period. On June 29, 2012 the Company and Worldwide entered into an amendment to the Asset Purchase Agreement to amend the payment schedule in exchange for a reduction in the total payments to $1,430,000. On November 26, 2012 the Company and Worldwide entered into an amendment to the Asset Purchase Agreement to amend the payment schedule in exchange for a reduction in the total payments to $1,418,000.

We have also entered into an Assignment of and Second Amendment to Lease (the "Lease Agreement") with George F. Eyde Orlando, LLC and Louis J. Eyde Orlando, LLC (together, "Landlord") and Worldwide, which provides for a lease of the current exhibition space for five years, with an optional early termination after three years. The Lease Agreement reflects the Company's rental obligations and also the assumed rental arrearages paid on behalf of Worldwide as part of the consideration for the Asset Purchase Agreement.

Transaction - Arts and Exhibitions International, LLC

On April 20, 2012, Premier Exhibition Management LLC and its wholly owned subsidiary, PEM Newco, LLC ("Newco"), both subsidiaries of the Company, entered into a purchase agreement with AEG Live LLC, AEG Exhibitions LLC, and Arts and Exhibitions International, LLC pursuant to which Newco purchased, effective April 20, 2012, substantially all of the assets of Arts and Exhibitions International, LLC ("AEI"). The assets purchased include the rights and tangible assets relating to four currently touring exhibitions known as "King Tut II," "Cleopatra," "America I Am" and "Real Pirates." The acquired assets include rights agreements with the owners of the artifacts and intellectual property comprising the exhibitions, museum/venue agreements for existing exhibition venues, sponsorship agreements, a warehouse lease and an office lease. Unless renewed, our license to exhibit "King Tut II" will expire during fiscal 2013. We have been notified by the Egyptian government that the license to exhibit "Cleopatra", originally set to expire during fiscal 2014, will be terminated by the end of fiscal 2013. In addition, the acquired assets include intellectual property related to proposed future exhibitions that the Company may further develop and produce. The Company will operate any such additional properties under its exhibition management subsidiary.

Pursuant to the Purchase Agreement, Newco purchased the exhibition properties and assets of AEI in exchange for the issuance to AEG of a 10% equity interest in PEM and a non-recourse and non-interest bearing promissory note in the initial principal amount of $14,187,000 and with a maturity date of February 28, 2017 (the "Promissory Note"). While no cash consideration was paid upon the closing of the transaction, the Company incurred approximately $610,000 in transaction related expenses for investment banking, legal, and accounting fees of the acquired business, of which $500,000 was recognized in fiscal year 2013 and $110,000 in fiscal year 2012. Newco has also assumed substantially all of the agreements and obligations associated with the acquired assets arising after the closing date, but AEG will retain the obligation to pay the rights fees that accrue on existing exhibitions, which payments are expected to total

$3.2 million. When AEG pays these fees, the balance of the Promissory Note will be increased by the amount of the payment(s).

Pursuant to the Promissory Note, Newco will make payments to AEG equal to (a) 100% of net revenues from exhibition bookings entered into by AEG or pending as of closing and transferred to Newco pursuant to the Purchase Agreement, (b) 100% of net revenues from future bookings, after payment to PEM of a 10% booking fee, (c) 100% of the net revenues from the future sale of any tangible exhibitry, equipment and other fixed assets comprising the acquired assets, and (d) 20% of the net revenues from proposed exhibitions acquired from AEG that are ultimately developed and presented. “Net revenues” are determined after deduction by Newco of the direct expenses of operating the exhibitions. Newco is also entitled to retain, before remitting any payments on the Promissory Note, a management fee in the following amount: (a) 5% of gross revenues (after deducting any PEM booking fees) for calendar year 2012; and (b) 10% of gross revenues (after deducting any PEM booking fees) for each calendar year thereafter; provided that the management fee shall not be less than the following minimum fees: $697 thousand in calendar year 2012; $750 thousand in calendar year 2013; $500 thousand in calendar year 2014; and $250 thousand in each of calendar years 2015 and 2016.

If the Promissory Note is paid in full prior to the maturity date, Newco will pay AEG 40% of any additional net revenues derived from operation of the acquired assets thereafter through the maturity date, after deduction of the 10% management fee and the 10% booking fee, if applicable. If the Promissory Note is not satisfied in full at the maturity date, Newco shall satisfy any shortfall by, at its option, selling some or all of the remaining acquired tangible assets, returning some or all the remaining acquired tangible assets to AEG, or paying the applicable portion of the value of the remaining tangible assets to AEG.

Due to the non-recourse nature of the Promissory Note, if the proceeds from the acquired exhibitions and asset sales described above are not sufficient to satisfy the Promissory Note in full on or prior to the maturity date, then none of the Company, PEM or Newco will have any liability with respect to any shortfall.

A summary of the allocation of the purchase price of the Arts and Exhibition International, LLC acquisition is presented as follows in thousands:

Consideration:	
Non-recourse note payable	$7,117
Non-controlling interest in PEM, Inc.	4,800
Fair value of total consideration	$11,917
Recognized amount of identifable assets aquired:	
Prepaid expenses	$7,735
Fixed assets: Exhibitry	3,564
Long-term exhibition costs	618
Total identifable assets	$11,917

The pro forma information below includes the effect of the TTE and AEI acquisitions as if they had been consummated as of March 1, 2011 (in thousands). The unaudited pro forma financial information is not necessarily indicative of either future results of operations or results that might have been achieved had the acquisitions been consummated as of March 1, 2011.

	Three Months Ended November 30,			Nine Months Ended November 30,	
	2012	2011		2012	2011
Total revenue	$ 7,849	$ 6,586	Total revenue	$ 32,754	$ 25,582

Loss from operations	(775)	(2,091)	Income (loss) from operations	3,746	(2,740)
Net loss	(566)	(2,209)	Net income (loss)	3,417	(2,851)

Transaction – Exhibit Merchandising, LLC

On July 12, 2012 the Company purchased substantially all of the assets of Exhibit Merchandising, LLC for $125 thousand from TIX Corporation and Exhibit Merchandising, LLC. The assets purchased consisted of inventory valued at $25 thousand and fixed assets valued at $100 thousand.

As part of the asset purchase of Exhibit Merchandising, LLC, we obtained the rights to sell all merchandise related to “Tutankhamun and the Golden Age of the Pharaohs”, “Cleopatra: The Exhibition” and “Real Pirates.”

Legal Proceedings and Contingencies	9 Months Ended Nov. 30, 2012
Legal Proceedings and Contingencies/ Consignment agreement [Abstract]	
Legal Proceedings and Contingencies	**8. Legal Proceedings and Contingencies**

Status of Salvor-in-Possession and Interim Salvage Award Proceedings

The Company has been party to a salvage case titled *RMS Titanic, Inc. v. The Wrecked and Abandoned Vessel, et al., in rem* for nearly 20 years. The Company has served as sole salvor-in-possession of the Titanic wreck site since 1994. On August 12, 2010, the U. S. District Court for the Eastern District of Virginia (the "District Court") issued an opinion granting a salvage award to RMST based upon the Company's work in recovering and conserving over three thousand artifacts from the wreck of Titanic during its expeditions conducted in 1993, 1994, 1996, 1998, 2000, and 2004 (the "Post 1987 Artifacts"). The Company was awarded 100 percent of the fair market value of the artifacts, which the District Court set at approximately $110 million. The District Court reserved the right to determine whether to pay the Company a cash award from proceeds derived from a judicial sale, or in the alternative, to issue the Company an *in-specie* award of title to the artifacts with certain covenants and conditions which would govern their maintenance and future disposition.

On August 15, 2011, the District Court granted an *in-specie* award of title to the artifacts to RMST for the Post 1987 Artifacts. Title to the Post 1987 Artifacts comes with certain covenants and conditions drafted and negotiated by the Company and the United States government. These covenants and conditions govern the maintenance and future disposition of the artifacts. These covenants and conditions include the following:

- The approximately 2,000 "1987 Artifacts" and the approximately 3,500 "Post 1987 Artifacts" must be maintained as a single collection;
- The combined collections can only be sold together, in their entirety, and any buyer would be subject to the same conditions applicable to RMST; and
- RMST must comply with provisions that guarantee the long-term protection of all of the artifacts. These provisions include the creation by RMST of a reserve fund (the "Reserve Fund"). The Reserve Fund is irrevocably pledged to and held for the exclusive purpose of providing a performance guarantee for the maintenance and preservation of the Titanic collection for the public interest. The Company will pay into the Reserve Fund a minimum of twenty five thousand dollars ($25 thousand) for each future fiscal quarter until the corpus of such Reserve Fund equals five million dollars ($5 million). Though not required under the covenants and conditions, the Company may make additional payments into the Reserve Fund as it deems appropriate, consistent with its prior representations to the Court and sound fiscal operations. The Company established the Reserve Fund and funded it with $25 thousand during November 2011 and continues to fund it with quarterly $25 thousand payments. The current balance in the Reserve Fund is $125,000.

During these proceedings, on July 2, 2004, the District Court also rendered an opinion and order in which it held that it would not recognize a 1993 Proces-Verbal, pursuant to which the government of France granted RMST title to all artifacts recovered from the wreck site during the

1987 expedition (the “1987 Artifacts”). RMST appealed the July 2, 2004 District Court order to the Appellate Court. On January 31, 2006, the Appellate Court reversed the lower court’s decision to invalidate the 1993 Proces-Verbal, pursuant to which the government of France granted RMST title to all artifacts recovered from the wreck site during the 1987 expedition. As a result, the Appellate Court tacitly reconfirmed that RMST owns the approximately 2,000 artifacts recovered during the 1987 expedition. These artifacts were not part of the August 2011 award, but are now subject to the covenants and conditions agreed to by the Company.

Status of International Treaty Concerning the Titanic Wreck

The U.S. Department of State (the “State Department”) and the National Oceanic and Atmospheric Administration of the U.S. Department of Commerce (“NOAA”) are working together to implement an international treaty (the “Treaty”) with the governments of the United Kingdom, France and Canada concerning the Titanic wreck site. If implemented in this country, this treaty could affect the way the District Court monitors our salvor-in-possession rights to the Titanic. These rights include the exclusive right to recover artifacts from the wreck site, claim possession of and perhaps title to artifacts recovered from the site, and display recovered artifacts. Years ago we raised objections to the State Department regarding the participation of the U.S. in efforts to reach an agreement governing salvage activities with respect to the Titanic. The proposed Treaty, as drafted, did not recognize our existing salvor-in-possession rights to the Titanic. The United Kingdom signed the Treaty in November 2003, and the U.S. signed the Treaty in June 2004. For the Treaty to take effect, the U.S. must enact implementing legislation. As no implementing legislation has been passed, the Treaty currently has no binding legal effect.

In August, 2011, the State Department and NOAA resubmitted draft legislation to Congress. Since that time, RMST has worked with the U.S. government to develop a number of textual modifications to this proposed implementing legislation to address the Company’s concerns. Recently, the members of the United States Congress have sponsored this revised legislation and it is now making its ways through the legislative process. RMST has taken efforts support the passage of this revised implementing legislation into law. The Company believes that the passage of this legislation, as modified by RMST, will recognize the Company’s past and future role with regard to the wreck site.

Other Litigation

The Company is also from time to time party to collection actions to recover amounts owed by promoters and other parties, particularly international promoters and partners. In *RMS Titanic, Inc. v. Citywest Productions and H.S.S. Trading as the Mansfield Group,* we sued in Dublin, Ireland to collect approximately $1.3 million owed by a promoter who licensed and presented a Titanic exhibition in Dublin. We were successful in obtaining judgment against the parties for the full amount of the claim. During the proceedings, the defendants went into receivership, which is an insolvency process under the laws of Ireland. This receivable was fully reserved in fiscal year 2011 and written off in fiscal year 2012. Recovery in this case is unlikely.

On August 5, 2011, the Company filed suit in the U.S. District Court for the Southern District of New York against Gunther Von Hagens, and his company, Plastination Company, Inc. The suit alleges that Von Hagens and Plastination breached a settlement agreement with the Company, tortiously interfered with the Company’s business, conspired against the Company and engaged in unfair competition practices. These claims relate to information Von Hagens and Plastination provided to ABC News and other third-parties about the origin of the human anatomy specimens licensed by the Company and used in its human anatomy exhibitions. The Company has sued for unspecified damages. The case is still in its early stages and the recovery is not reasonably estimable.

On February 24, 2012, the Company filed suit against Dr. Hong-Jin Sui, Hoffen Global Ltd., and Arnie Geller in the Circuit Court in and for Hillsborough County, Florida. The Company alleges that Messrs. Sui and Hoffen breached certain contractual obligations relating to rights of first refusal and opportunities to match competing offers for the lease of sets of plastinated human anatomical specimens, leading to the opening of a series of exhibitions in Europe competitive with those of the Company. Mr. Geller, the Company's former CEO, is alleged to have tortiously interfered with the Company's contractual rights in connection with the European exhibitions. All of the defendants have now been served with the Complaint and discovery is now underway. The amount of any potential recovery is not reasonably estimable at this time.

On August 7, 2012, the Company filed suit against Marmargar, Inc. in the United States District Court for the Northern District of Georgia, Atlanta Division. The Company filed suit in response to a claim by Marmargar regarding amounts allegedly due Marmargar pursuant to two alleged contracts with the Company. In particular, Marmargar seeks four percent of all monies received by the Company from a future sale of the Titanic artifacts. The Company denies all claims of Marmargar. In its lawsuit, the Company seeks a judgment from the Court declaring that the alleged contracts are unenforceable and that the Company does not owe Marmargar any monies. The case has been transferred to the United States District Court for the Eastern District of Virginia, Norfolk Division, where Marmargar has consented to jurisdiction. Marmargar has filed a counterclaim seeking to enforce the two alleged contracts. The case is in its very early stages, and the Company cannot reasonably predict its outcome.

From time to time the Company is or may become involved in other legal proceedings that result from the operation of its exhibitions and business.

Settled Litigation

On July 30, 2009, Sports Immortals, Inc. and its principals, Joel Platt and Jim Platt (together, "Sports Immortals"), filed an action against the Company in the Circuit Court of the Fifteenth Judicial District in Palm Beach County, Florida for claims arising from their license agreement with the Company under which the Company obtained rights to present sports memorabilia exhibitions utilizing the Sports Immortals, Inc. collection. The plaintiffs alleged that the Company breached the contract when the Company purported to terminate it in April of 2009, and they sought fees and stock warrant agreements required under the agreement. The Company filed its answer and counterclaims on September 7, 2009. Answering the complaint, the Company denied plaintiffs' allegations and maintained that the Sports Immortals, Inc. license agreement was properly terminated. The Company counterclaimed against the plaintiffs for breach of contract, fraudulent inducement and misrepresentation, breach of the covenant of good faith and fair dealing, and violation of Florida's deceptive and unfair practices act. On August 16, 2011, the Company and Sports Immortals entered into a Settlement and Release Agreement (the "Agreement"). In exchange for full settlement and release of all claims of Sports Immortals, pursuant to the Agreement the Company agreed to pay $475 thousand currently, $475 thousand on the first anniversary of settlement, and to exchange certain warrants previously issued to Jim Platt and Joel Platt for warrants with an exercise price set at the market price on the date of settlement of $1.82. An expense of $6 thousand for the exchange of these warrants is included in

General and administrative expenses for the year ended February 29, 2012. In third quarter of fiscal 2010, the Company accrued $167 thousand as an estimate of the cost to settle this litigation. An additional expense of $783 thousand was recorded in second quarter of fiscal 2012. The first installment of the settlement agreement of $475 thousand was paid on September 7, 2011. The remaining $475 thousand settlement payable was paid during the second quarter of fiscal 2013.

In April 2011, the Company filed suit in the U.S. District Court for the Northern District of Georgia against Serge Grimaux and his companies, including Serge Grimaux Presents, Inc. and 9104-5773 Quebec, Inc. The suit alleges that Grimeaux failed to pay over $800 thousand due and owing the Company under a series of license agreements pursuant to which Mr. Grimaux and his entities presented the Company's Titanic and human anatomy exhibitions in venues throughout Canada. The Company settled this litigation on November 10, 2011 for $375 thousand, of which $175 thousand has been received and the remainder of which is subject to collection. As of November 30, 2012 a net receivable of $148 thousand is included in the Company's accounts receivable.

Proposed Legislation and Government Inquiries

On May 23, 2008, the Company entered into an Assurance of Discontinuance (the "Assurance") with the Attorney General of the State of New York. The Assurance resolves the inquiry initiated by the Attorney General's Office regarding our New York City exhibition, "Bodies…The Exhibition." Subject to the provisions of the Assurance, the Company has continued to operate the exhibition in New York City. Although most of its requirements under the Assurance have now been concluded, the Company will continue to post certain disclosures regarding the sourcing of the specimens in the exhibition as long as that exhibition operates in New York City. The Company has voluntarily agreed to similar disclosures with the states of Washington, Missouri, and Oklahoma.

Legislatures in a few states have considered legislation or passed bills that would restrict our ability to present human anatomy exhibitions in their states, such as by banning human anatomy exhibitions, requiring a permit to present such an exhibition, or imposing restrictions on how or where such exhibitions could be presented. The Company cannot predict whether any such legislation will be adopted or, if adopted, how such legislation might affect its ability to conduct human anatomy exhibitions. Additional states could introduce similar legislation in the future. Any such legislation could prevent or impose restrictions on the Company's ability to present our human anatomy exhibitions in the applicable states.

From time to time, the Company has or may receive requests and inquiries from governmental entities which result from the operation of our exhibitions and business. As a matter of policy, the Company will cooperate with any such inquiries.

Revenue Examinations

As of November 30, 2012, the Internal Revenue Service ("IRS") was conducting an examination of the Company's federal tax return for the fiscal year ended February 28, 2010. Although no final determination has been received by the Company as of November 30, 2012, we believe that the IRS will not assert any liability related to this exam. We have agreed on tentative settlements with the IRS related to several of the issues raised in its audit of our February 28, 2010 tax year. Additionally, the IRS has completed its examination of the Company's federal tax returns for the fiscal years ended February 28(29), 2009, 2008 and 2007, with no significant adjustments required. These settlements are subject to formal review and approval by the IRS.

This proceeding is expected to be concluded within the next 12 months. In addition to the review by the IRS, the Company is, at times, under review by various state revenue authorities. The Company believes that adequate provisions for resolution of all contingencies, claims and pending litigation have been made for probable losses and that the ultimate outcome of these actions will not have a material adverse effect on the Company’s financial condition.

Purchase and Registration Rights Agreements	9 Months Ended Nov. 30, 2012
Purchase and Registration Rights Agreements [Abstract]	
Purchase and Registration Rights Agreements	

9. Purchase and Registration Rights Agreements

On October 31, 2011, the Company and Lincoln Park Capital Fund, LLC ("LPC"), entered into a Purchase Agreement (the "LPC Purchase Agreement") and a Registration Rights Agreement (the "Registration Rights Agreement"), whereby the Company has the right to sell, at its sole discretion, to LPC up to $10 million of the Company's common stock, over a 36-month period (any such shares sold being referred to as the "Purchase Shares"). Under the Registration Rights Agreement, the Company agreed to file a registration statement with the SEC covering the Purchase Shares and the Commitment Shares (as defined below).

The LPC Purchase Agreement and Registration Rights Agreement were entered into following the termination by mutual agreement of previous purchase agreements and registration rights agreements dated May 20, 2011 and October 19, 2011, which provided for a substantially similar financing transaction between the Company and LPC. The October 19, 2011 agreements were terminated in order to enable the parties to reduce the maximum number of shares of the Company's common stock issuable in connection with the proposed financing transaction. The October 19, 2011 agreements replaced a previous purchase agreement and registration rights agreement dated May 20, 2011. The previous agreements were terminated by mutual agreement of the Company and LPC in order to eliminate the ability of the Company to sell Initial Purchase Shares of $1.25 million to LPC on the commencement of the Agreement, and to eliminate warrants that may have been issued under the original agreements if the Company had elected to sell the Initial Purchase Shares.

The registration statement filed pursuant to the Registration Rights Agreement has been declared effective by the SEC. The Company generally now has the right, but not the obligation, over a 36-month period, to direct LPC to periodically purchase the Purchase Shares in specific amounts under certain conditions at the Company's sole discretion. The purchase price for the Purchase Shares will be the lower of (i) the lowest trading price on the date of sale or (ii) the arithmetic average of the three lowest closing sale prices for the common stock during the 12 consecutive business days ending on the business day immediately preceding the purchase date. In no event, however, will the Purchase Shares be sold to LPC below the floor price as defined in the LPC Purchase Agreement.

In consideration for entering into the purchase agreement between the Company and LPC dated May 20, 2011, the Company issued to LPC 149,165 shares of common stock as an initial commitment fee. Under the October 30, 2011 Purchase Agreement, the Company is also required to issue up to 149,165 shares of common stock as commitment shares on a pro rata basis as the Company directs LPC to purchase the Company's shares under the Purchase Agreement. The LPC Purchase Agreement may be terminated by the Company at any time at the Company's discretion without any cost to the Company. The proceeds that may be received by the Company under the LPC Purchase Agreement are expected to be used for general corporate purposes, including working capital.

Under the LPC Purchase Agreement, the Company has agreed that, subject to certain exceptions, it will not, during the term of the LPC Purchase Agreement, effect or enter into an agreement to effect any issuance of common stock or securities convertible into, exercisable for or exchangeable for common stock in a "Variable Rate Transaction," which means a transaction in which the Company:

- issues or sells any debt or equity securities that are convertible into, exchangeable or exercisable for, or include the right to receive additional shares of common stock either (A) at a conversion price, exercise price or exchange rate or other price that is based upon and/or varies with the trading prices of or quotations for the shares of common stock at any time after the initial issuance of such debt or equity securities, or (B) with a conversion, exercise or exchange price that is subject to being reset at some future date after the initial issuance of such debt or equity security or upon the occurrence of specified or contingent events directly or indirectly related to our business or the market for the common stock; or
- enters into any agreement, including, but not limited to, an equity line of credit, whereby it may sell securities at a future determined price.

The Company has also agreed to indemnify LPC against certain losses resulting from its breach of any of its representations, warranties or covenants under the agreements with LPC.

During the year ended February 29, 2012 the Company sold 275,000 shares for $634,675 and issued 158,632 commitment shares under this agreement. No shares were issued or sold during the three or nine months ended November 30, 2012.

Segment Information	9 Months Ended Nov. 30, 2012

Segment Information [Abstract]

Segment Information

11. Segment Information

The Company has two reportable segments - Exhibition Management and RMS Titanic. The Exhibition Management segment involves the management of all of the Company’s exhibition operations, including the operation and management of Premier’s Bodies, Titanic (through an inter-company agreement with RMST), and Dialog in the Dark exhibitions as well as the operation and management of the AEI properties known as “King Tut II,” “Cleopatra,” “America I Am” and “Real Pirates.” The exhibition management division also includes our exhibition merchandising business, conducted under the Company’s wholly owned subsidiary, Premier Merchandising, LLC. The RMS Titanic segment manages the Company’s rights to the Titanic assets, including title to all of the recovered artifacts in the Company’s possession and all of the intellectual property (video, photos, maps, etc.) related to the recovery of the artifacts and research of the ship. In addition, the RMS Titanic segment manages the Company’s responsibilities as salvor-in-possession of the Titanic wreck site.

Revenue derived from exhibitions presented outside of the U.S. was $93 thousand and $0.8 million for the three months ended November 30, 2012 and 2011, respectively and $1.1 million and $4.9 million for the nine months ended November 30, 2012 and 2011, respectively. The Company’s foreign exhibitions are all touring. As such, the concentration of foreign income in any period is fluid and changes as exhibitions are moved, normally every four to six months.

All reported revenues were derived from external customers, with the exception of $0.4 million and $1.9 million reported for the RMS Titanic segment for the three months and nine months ended November 30, 2012, respectively and $0.3 million and $1.1 million for the three months and nine months ended November 30, 2011, respectively. This revenue represents a royalty fee paid by the Exhibition Management segment for the use of Titanic assets in its exhibits, and is reflected as a corresponding cost of revenue in the Exhibition Management segment. Revenue earned and expenses charged between segments are eliminated in consolidation.

Certain corporate expenses are allocated based on intercompany agreements between PRXI, PEM and RMST for shared services.

The following tables reflect the condensed consolidated statements of operations for the three and nine months ended November 30, 2012 and 2011 by segment (in thousands):

	Three Months Ended November 30, 2012 *(In thousands)*			
	Exhibition Management	**RMS Titanic**	**Elimination**	**Total**
Revenue	$ 7,912	$ 425	$ (425)	$7,912
Cost of revenue (exclusive of depreciation and amortization)	4,847	—	(425)	4,422

Gross profit	3,065	425	—	3,490
Operating expenses:				
General and administrative	3,146	158		3,304
Depreciation and amortization	892	26	—	918
Total Operating expenses	4,038	184	—	4,222
Income (loss) from operations	(973)	241	—	(732)
Other expense	(99)	—	—	(99)
Income (loss) before income tax	(1,072)	241	—	(831)
Income tax expense	15	34	—	49
Net income (loss)	(1,087)	207	—	(880)
Less: Net loss attributable to non-controlling interest	251	—	—	251
Net income (loss) attributable to the shareholders of Premier Exhibitions, Inc.	$ (836)	$ 207	$ —	$(629)

	Three Months Ended November 30, 2011 (In thousands)			
	Exhibition Management	RMS Titanic	Elimination	Total
Revenue	$ 6,226	$ 275	$ (275)	$6,226
Cost of revenue (exclusive of depreciation and amortization)	4,233	—	(275)	3,958
Gross profit	1,993	275	—	2,268
Operating expenses:				
General and administrative	3,112	404	—	3,516
Depreciation and amortization	902	26	—	928
Impairment of intangibles and fixed assets	—	—	—	—
Litigation settlement	—	—	—	—
Total Operating expenses	4,014	430	—	4,444
Loss from operations	(2,021)	(155)	—	(2,176)
Other expense	(12)	—		(12)
Loss before income tax	(2,033)	(155)	—	(2,188)
Income tax expense	—	—	—	—

Net loss	(2,033)	(155)	—	(2,188)
Less: Net loss attributable to non-controlling interest	—	—	—	—
Net loss attributable to the shareholders of Premier Exhibitions, Inc.	$ (2,033)	$ (155)	$ —	$(2,188)

	Nine Months Ended November 30, 2012 (In thousands)			
	Exhibition Management	RMS Titanic	Elimination	Total
Revenue	$ 32,802	$ 1,922	$ (1,922)	$32,802
Cost of revenue (exclusive of depreciation and amortization)	16,774	—	(1,922)	14,852
Gross profit	16,028	1,922	—	17,950
Operating expenses:				
General and administrative	10,654	822		11,476
Depreciation and amortization	2,570	79	—	2,649
Total Operating expenses	13,224	901	—	14,125
Income from operations	2,804	1,021	—	3,825
Other expense	(185)	—	—	(185)
Income before income tax	2,619	1,021	—	3,640
Income tax expense	200	77	—	277
Net income	2,419	944	—	3,363
Less: Net income attributable to non-controlling interest	(16)	—	—	(16)
Net income attributable to the shareholders of Premier Exhibitions, Inc.	$ 2,403	$ 944	$ —	$3,347

	Nine Months Ended November 30, 2011 (In thousands)			
	Exhibition Management	RMS Titanic	Elimination	Total
Revenue	$ 24,166	$ 1,061	$ (1,061)	$24,166
Cost of revenue (exclusive of depreciation and amortization)	13,895	—	(1,061)	12,834
Gross profit	10,271	1,061	—	11,332
Operating expenses:				

General and administrative	9,250	1,083	—	10,333
Depreciation and amortization	2,805	133	—	2,938
Impairment of intangibles and fixed assets	358	—	—	358
Litigation settlement	783	—	—	783
Total Operating expenses	13,196	1,216	—	14,412
Loss from operations	(2,925)	(155)	—	(3,080)
Other income	2	—		2
Loss before income tax	(2,923)	(155)	—	(3,078)
Income tax expense	39	—	—	39
Net loss	(2,962)	(155)	—	(3,117)
Less: Net loss attributable to non-controlling interest	239	—	—	239
Net loss attributable to the shareholders of Premier Exhibitions, Inc.	$ (2,723)	$ (155)	$ —	$(2,878)

The assets in the Exhibition Management segment include exhibitry, leasehold improvements, venue license agreements, and other assets necessary for operation of the Company's exhibitions and its merchandising division. The RMS Titanic segment contains all of the Titanic assets (other than the Orlando "Titanic: The Experience" exhibition and certain Titanic exhibition venue license agreements entered into by PEM), including title to all of the recovered artifacts in the Company's possession and all related intellectual property (video, photos, maps, etc.). The Company's assets by segment are reflected in the following table (in thousands):

	As of	
	November 30, 2012	February 29, 2012
Exhibition Management	$ 25,698	$ 15,438
RMS Titanic	7,306	7,465
Corporate and unallocated	1,140	2,714
Total assets	$ 34,144	$ 25,617

Expenditures for additions to long-lived assets by segment for the nine months ended November 30, 2012 and 2011, respectively are reflected in the table below (in thousands):

	Nine Months Ended November 30,	
	2012	2011
Exhibition Management	$ 392	$ 966
RMS Titanic	153	262
Total capital expenditures	$ 545	$ 1,228

Legal Proceedings and Contingencies (Details Textual) (USD $)	1 Months Ended	9 Months Ended						9 Months Ended	
	Nov. 30, 2011	Nov. 30, 2012 Artifacts	Nov. 30, 2011	Sep. 07, 2011	Aug. 15, 2011 1987 Artifacts [Member] Artifacts	Aug. 15, 2011 Post 1987 Artifacts [Member] Artifacts	Nov. 30, 2012 RMST [Member] Artifacts	Nov. 30, 2012 Minimum [Member]	Nov. 30, 2012 Maximum [Member]
Legal Proceedings and Contingencies (Textual) [Abstract]									
Recovery of artifacts		3,000					2,000		
Payment of trust account		$ 25,000	$ 25,000					$ 25,000	$ 5,000,000
Number of artifacts					2,000	3,500			
Payments for settlement		475,000							
Payments for legal settlement on first anniversary		475,000							
Warrant exchange expense included in general and administrative expense		6,000							
Legal Proceedings and Contingencies (Additional Textual) [Abstract]									
Tenure of salvage		20 years							
Percentage, fair market value of artifacts		100.00%							
Fair market value of artifacts		110,000,000							
Current balance of trust account		125,000							
Amount owed by a promoter		1,300,000							
Exercise price of warrants		1.82							
Accrued estimated cost to settle litigation		167,000							
Litigation settlement	375,000	783,000	358,000						
Non payment of license fee		800,000							
Amount received from litigation		175,000							
First installment of settlement agreement				475,000					
Accounts payable and accrued liabilities		475,000							
Net receivable from litigation		$ 148,000							

Total Comprehensive Income (Loss) (Tables)

9 Months Ended Nov. 30, 2012

Total Comprehensive Income (Loss) [Abstract]

Summary of total comprehensive income (loss)

The following table provides a summary of total comprehensive income (loss) for the applicable periods (in thousands):

	Three Months Ended November 30,		Nine Months Ended November 30,	
	2012	2011	2012	2011
Net income (loss) attributable to the shareholders of Premier Exhibitions, Inc.	$ (629)	$ (2,188)	$ 3,347	$ (2,878)
Other comprehensive income (loss):				
Unrealized loss on marketable securities	—	(2)	—	(5)
Net foreign currency translation gain (loss)	—	(40)	7	(20)
Total comprehensive income (loss)	$ (629)	$ (2,230)	$ 3,354	$ (2,903)

Income (Loss) Per Share Data (Details) (USD $) In Thousands, except Share data, unless otherwise specified	3 Months Ended		9 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011
Numerator:				
Net income (loss) attributable to shareholders	$ (629)	$ (2,188)	$ 3,347	$ (2,878)
Denominator:				
Basic weighted-average shares outstanding	48,029,592	47,427,251	47,988,433	47,362,196
Effect of dilutive stock options and warrants			1,106,494	
Diluted weighted-average shares outstanding	48,029,592	47,427,251	49,094,927	47,362,196
Net income (loss) per share:				
Basic	$ (0.01)	$ (0.05)	$ 0.07	$ (0.06)
Diluted	$ (0.01)	$ (0.05)	$ 0.07	$ (0.06)

Segment Information (Details 2) (USD $) In Thousands, unless otherwise specified	9 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011
Summary of long-lived assets		
Total capital expenditures	$ 545	$ 1,228
Exhibition Management [Member]		
Summary of long-lived assets		
Total capital expenditures	392	966
RMS Titanic [Member]		
Summary of long-lived assets		
Total capital expenditures	$ 153	$ 262

Condensed Consolidated Statements of Cash Flow (Unaudited) (USD $) In Thousands, unless otherwise specified	9 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011
Cash flows from operating activities:		
Net income (loss)	$ 3,363	$ (3,117)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	2,649	2,938
Impairment of intangibles and fixed assets		783
Lease abandonment	(439)	(458)
Gain on debt modification	(81)	
Stock-based compensation	649	529
Allowance for doubtful accounts	288	41
Net gain on disposal of assets		(27)
Changes in operating assets and liabilities, net of effect of acquisitions:		
(Increase)/decrease in accounts receivable	(296)	1,760
Increase in merchandise inventory, net of reserve	(260)	(173)
Decrease in notes receivable		200
Increase in prepaid expenses	(69)	(471)
(Increase)/decrease in other assets	(78)	64
Increase in long-term development costs	(160)	
Decrease in income taxes receivable	91	59
Increase in other receivables	(273)	(122)
Decrease in accounts payable and accrued liabilities	(364)	(951)
Decrease in deferred revenue	(164)	(31)
Increase in income taxes payable	153	
Total adjustments	1,646	3,716
Net cash provided by operating activities	5,009	599
Cash flows from investing activities:		
Purchases of property and equipment	(545)	(966)
Proceeds from disposal of assets		27
Acquisition of assets of Exhibit Merchandising, LLC	(125)	
Titanic expedition costs incurred		(262)
Purchases of certificates of deposit		(4)
Decrease in artifacts	47	14
Non-controlling investment in consolidated joint venture		77
Net cash used in investing activities	(623)	(1,114)
Cash flows from financing activities:		
Proceeds from option and warrant exercises	136	8
Purchase of treasury stock	(96)	
Payments on capital lease obligations	(2)	
Payments on notes payable	(625)	(161)

Net cash used in financing activities	(587)	(153)
Effects of exchange rate changes on cash and cash equivalents	7	(20)
Net increase (decrease) in cash and cash equivalents	3,806	(688)
Cash and cash equivalents at beginning of period	2,344	3,764
Cash and cash equivalents at end of period	6,150	3,076
Supplemental disclosure of cash flow information:		
Cash paid during the period for interest	52	
Cash paid during the period for taxes	33	37
Supplemental disclosure of non-cash investing and financing activities:		
Unrealized loss on marketable securities		(5)
Assets purchased with notes payable	11,917	
Purchases of property and equipment under capital leases	$ 115	

Notes Payable and Capital Lease Obligations	9 Months Ended Nov. 30, 2012
Notes Payable and Capital Lease Obligations [Abstract]	
Notes Payable and Capital Lease Obligations	**5. Notes Payable and Capital Lease Obligations** On October 17, 2011, the Company entered into an Asset Purchase Agreement to purchase the assets of a Titanic-themed exhibition (*Titanic: The Experience or "TTE"*) in Orlando, Florida from Worldwide Licensing & Merchandising, Inc. and its shareholder, G. Michael Harris (together, "Worldwide"). Pursuant to the agreement, the Company purchased the assets of the Orlando exhibition from Worldwide in an installment sale. The Company agreed to pay Worldwide a total of $800 thousand over a two-year period, and also agreed to assume rental and other arrearages owed by Worldwide, totaling $720 thousand, which the Company will pay over a four-year period. Based upon an imputed interest rate of 7.6%, the net present value of these payments was approximately $1.4 million as of the date of the transaction. On June 29, 2012 the Asset Purchase Agreement was amended to accelerate certain payments to Worldwide. To induce the Company into this agreement, Worldwide agreed to forgive one payment of $90 thousand. Based upon the imputed interest rate of 7.6%, this represented a decrease in the note of approximately $71 thousand, which is included in non-operating income (expense) as a gain on debt modification. On November 26, 2012 the Asset Purchase Agreement was amended to accelerate the final payment to Worldwide. To induce the Company into this agreement, Worldwide agreed to reduce the final payment by approximately $12 thousand dollars. The final payment was also reduced by approximately $6 thousand to repay accounts receivable owed to the Company. Based upon the imputed interest rate of 7.6%, this represented a decrease in the note of approximately $10 thousand, which is included in non-operating income (expense) as a gain on debt modification. The final payment of $62 thousand was made in December 2012. As of November 30, 2012 the short-term portion of the note payable was $245 thousand and the long-term portion was $166 thousand. On April 20, 2012, Premier Exhibition Management LLC and its wholly owned subsidiary, PEM Newco, LLC, both subsidiaries of the Company, entered into a purchase agreement with AEG Live LLC, AEG Exhibitions LLC, and Arts and Exhibitions International, LLC pursuant to which Newco purchased substantially all of the assets of Arts and Exhibitions International, LLC ("AEI"). The assets purchased include the rights and tangible assets relating to four currently touring exhibitions known as "King Tut II," "Cleopatra," "America I Am" and "Real Pirates." The Company issued a non-recourse non-interest bearing note of $14.2 million as part of this transaction. The Company originally recorded the note at $14.2 million. The book value of the note was reduced by $6.2 million for the amount that is not expected to be repaid based upon the terms of the note related to the expected future cash flows of the AEI exhibitions and $0.9 million related to the discount of the note to its net present value at an imputed interest rate of 5.75%. Based upon the expected repayment amount of $8.0 million and an imputed interest rate of 5.75%, the fair value of this note was approximately $7.1 million as of April 20, 2012. As of November 30, 2012, the balance sheet reflects the short-term portion of the note payable at $1.0 million and the long-term portion at $0.0 million.

On October 8, 2012, the Company entered into two capital leases for the use of computer equipment. The value of the equipment leased was $115 thousand. Future payments are $2,600 per month for the first three years and $1,700 per month for the final two years of leases. As of November 30, 2012, the balance sheet reflects the short-term portion of capital lease obligations of $24 thousand and the long-term portion of $89 thousand.

Income (Loss) Per share Data (Details 1)	3 Months Ended		9 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011
Equity based awards not included in per share computation				
Equity based awards not included in per share computation	1,151,032	1,506,698	1,151,032	1,506,698
Warrants [Member]				
Equity based awards not included in per share computation				
Equity based awards not included in per share computation	6,000	60,000	6,000	60,000
Stock Options [Member]				
Equity based awards not included in per share computation				
Equity based awards not included in per share computation	1,145,032	1,446,698	1,145,032	1,446,698

Asset Purchase Agreement and Related Matters (Details Textual) (USD $)	9 Months Ended					9 Months Ended					12 Months Ended		
	Nov. 30, 2012	Nov. 26, 2012	Jun. 29, 2012	Apr. 20, 2012	Oct. 17, 2011	Nov. 30, 2012 Forecast [Member]	Nov. 30, 2012 2012 [Member]	Nov. 30, 2012 2013 [Member]	Nov. 30, 2012 2014 [Member]	Nov. 30, 2012 Arts and Exhibitions International, LLC [Member]	Feb. 29, 2012 Arts and Exhibitions International, LLC [Member]	Apr. 20, 2012 Arts and Exhibitions International, LLC [Member]	Jul. 12, 2012 Exhibit Merchandising LLC [Member]
Asset Purchase Agreement and Related Matters (Textual) [Abstract]													
License expiry								2013	2014				
Non-recourse and non-interest bearing promissory note	$ 14,187,000												
Promissory note maturity date	Feb. 28, 2017												
Business acquisition transactions						610,000							
Percentage of gross revenues	10.00%						5.00%						
Acquisition-related cost included in general and administrative expenses										110,000	500,000		
Acquisition of assets	11,917,000				800,000							14,200,000	125,000
Assets purchased consisted of inventory valued													25,000
Fixed assets valued													100,000
Asset Purchase Agreement and Related Matters (Additional Textual) [Abstract]													
Asset Purchase Agreement Date	Oct. 17, 2011												
Asset purchase agreement aggregate consideration paying period	2 years												
Asset purchase agreement rental and other arrearages assumed paying period	4 years												
Lease exhibitions period	5 years												
Lease exhibition termination period	3 years												
Amendment to asset purchase agreement		1,418,000	1,430,000										
Payments to rental and other arrearages					720,000								
Payments to rights fees	3,200,000												
Equity interest	10.00%			10.00%									
Percentage of net revenues from exhibition bookings	100.00%												
Percentage of net revenues from future bookings	100.00%												
Percentage of booking fee	10.00%												
Percentage of net revenues from future sale	100.00%												
Percentage of net revenues from proposed exhibitions	20.00%												
2012	697,000												
2013	750,000												
2014	500,000												
2015	250,000												
2016	$ 250,000												
Business acquisition additional revenues	40.00%												
Percentage of management fee	10.00%												
Percentage of booking fee	10.00%												

Income (Loss) Per Share Data (Tables)	9 Months Ended Nov. 30, 2012
Income (Loss) Per Share Data [Abstract]	
Computation of basic and diluted net income (loss) per share	The following table sets forth the computation of basic and diluted net income (loss) per share. Since the three month periods ended November 30, 2012 and 2011 and the nine month period ended November 30, 2011 resulted in a net loss, the impact of dilutive effects of stock options was not added to the weighted average shares.

	Three Months Ended November 30,		Nine Months Ended November 30,	
	2012	2011	2012	2011
Numerator:				
Net income (loss) attributable to shareholders (in thousands)	$(629)	$(2,188)	$3,347	$(2,878)
Denominator:				
Basic weighted-average shares outstanding	48,029,592	47,427,251	47,988,433	47,362,196
Effect of dilutive stock options and warrants	—	—	1,106,494	—
Diluted weighted-average shares outstanding	48,029,592	47,427,251	49,094,927	47,362,196
Net income (loss) per share:				
Basic	$(0.01)	$(0.05)	$0.07	$(0.06)
Diluted	$(0.01)	$(0.05)	$0.07	$(0.06)

Equity based awards not included in per share computation	Equity based awards not included in the per share computation because the option exercise price was greater than the average market price of the common shares are reflected in the following table.

Three Months Ended November 30,	Nine Months Ended November 30,

	2012	2011	2012	2011
Warrants	6,000	60,000	6,000	60,000
Stock options	1,145,032	1,446,698	1,145,032	1,446,698
Total	1,151,032	1,506,698	1,151,032	1,506,698