

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

APPLIANCE RECYCLING CENTERS OF AMERICA, INC.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

03814F-20-5
(CUSIP Number)

Isaac Capital Group LLC
3525 Del Mar Heights Road, Suite 765
San Diego, CA 92130
(858) 259-6666

Jon Isaac
3525 Del Mar Heights Road, Suite 765
San Diego, CA 92130
(858) 259-6666

With a copy to:
Derek D. Bork
Thompson Hine LLP
3900 Key Center
127 Public Square
Cleveland, Ohio 44114
(216) 566-5500

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 2, 2015
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

This Amendment No. 3 to Statement of Beneficial Ownership on Schedule 13D (this "Amendment No. 3") amends the Statement of Beneficial Ownership on Schedule 13D filed by the Reporting Persons on December 18, 2014, as amended (as amended, "Schedule 13D" or this "Statement"), with respect to the common stock (the "Common Stock"), of Appliance Recycling Centers of America, Inc., a Minnesota corporation (the "Company"). Capitalized terms used but not defined in this Amendment No. 3 shall have the meanings set forth in the Schedule 13D. Except as amended and supplemented by this Amendment No. 3, the Schedule 13D remains unchanged.

Item 4. Purpose of the Transaction.

On February 2, 2015, Isaac Capital Group LLC sent to the Company the letters attached hereto as Exhibits 99.1 and 99.2.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

- 99.1 Letter, dated February 2, 2015, from Isaac Capital Group LLC to the Board of Directors of Appliance Recycling Centers of America, Inc.
- 99.2 Inspection Demand, dated February 3, 2015.

Pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the Reporting Persons have entered into an agreement with respect to the joint filing of this Amendment No. 3, which agreement is set forth on the signature page to this Statement.

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this Statement is true, complete and correct.

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of this Statement on Schedule 13D with respect to the Common Stock of the Company.

Dated: February 4, 2015

ISAAC CAPITAL GROUP LLC

/s/ Jon Isaac
John Isaac
Managing Member

/s/ Jon Isaac
Jon Isaac

Isaac Capital Group

February 2, 2015

Dean R. Pickerell
Edward R. Cameron
Randy L. Pearce
Steve Lowenthal7400 Excelsior Boulevard
Minneapolis, Minnesota 55426Re: Board of Directors of Appliance Recycling Centers of America, Inc. (the "Company")

Gentlemen:

We are in receipt of a letter dated January 30, 2015 from the Company's Chief Executive Officer. This letter is in response to that letter.

We were quite surprised that it was the Company's Chief Executive Officer who would respond to our board presentation and request for board representation. A company's management clearly has a conflict of interest when it comes to matters of board control and changes in management. We would have expected that the board's response would naturally come from the board and not from an obviously conflicted party. Nevertheless, we are presuming the board supports management's position in these matters, and we are therefore responding to that letter, but to the appropriate body.

We were also quite surprised at the dismissive nature of Mr. Eisenschenk's letter. The letter seems to be saying that you have considered all that we have to say and that you expect to never hear from us again. I can assure you that quite the contrary is true. **We will not rest until we have the board representation to which we are entitled.**

Mr. Eisenschenk's letter proudly, albeit summarily, refers to a provision of Minnesota law that he seems to hope will conclusively cause us to be eliminated as a problem for him. Unfortunately, Mr. Eisenschenk's eager reference to the Business Combinations provisions of Minnesota law are in error. Had Mr. Eisenschenk read the statute more carefully, he would know that the statute does not preclude the Company's board from considering or completing a sale transaction that is in the best interests of the Company's shareholders. The Company's board has a fiduciary obligation to review and consider transactions that have the potential to maximize shareholder value. Mr. Eisenschenk's letter falls far short of fulfilling the board's duties. Quite to the contrary, Mr. Eisenschenk's letter indicates a strong desire for the board not to consider any transaction that might threaten management and his position.

In any event, we presented multiple ideas for increasing shareholder value during our presentation to the board. Mr. Eisenschenk's hasty letter responded to none of these other ideas. In the past 20 years, the board has caused the Company's stock price to drop by more than 84%. In the past 10 years, the board's impact on the Company's stock price is a loss of more than 25%. Shareholders have been left with no returns—only losses and a **significant potential tax liability in California that would provide only further losses for shareholders**. Shareholders are entitled to returns, and they are entitled to a board who will seek those returns, not summarily dismiss proposals that could finally generate returns for shareholders. **To repeat, we will not rest until we have the board representation to which we are entitled.**

Your board is hereby put on notice that we will be presenting to shareholders a competing slate of directors to be elected at the Company's 2015 annual meeting of shareholders.

Having been notified that we intend to nominate a slate of new directors, you are hereby put on notice of your board's obligations under law not to interfere with or impede our ability to rightfully raise these nominations for shareholders. In the event that your board takes action to interfere with or impede our ability to raise these nominations--or the shareholders to vote on these nominations--we will act promptly to protect our rights and the rights of the Company's shareholders. In the unfortunate event of any such interference, your board will be exposing itself to potential personal liabilities that we will be sure to enforce. **You will be subject to potential personal liability if you impede with our lawful rights to nominate a competing board slate that shareholders can vote on.**

In this regard, we hereby call on the board to promptly call and hold its 2015 annual meeting of shareholders.

Having been put on notice that we intend to submit a competing slate of director candidates, and that the current board may soon be replaced **you are also hereby put on notice not to take any self-serving actions that seek to promote the interests of the current board and/or management at the expense of shareholders, such as payout of hefty bonuses and/or modifications to any employment contracts, including changes to payouts of severances.** If the board takes any such self-serving actions, we will hold the board accountable.

Respectfully,

/s/ Jon Isaac
Jon Isaac
Isaac Capital Group

3525 Del Mar Heights Rd, Suite 765, San Diego, CA 92130
Tel (858) 259-6666 Fax (858) 259-6661

February 3, 2015

Via E-mail and FedEx

Dean R. Pickerell, Director
Edward R. Cameron, Director
Randy L. Pearce, Director
Steve Lowenthal, Director
Mark G. Eisenschenk, Chief Executive Officer
Denis E. Grande, Secretary
7400 Excelsior Boulevard
Minneapolis, Minnesota 55426

Re: Inspection and Copying Demand for Company Documents and Records

Gentlemen:

This letter is written on behalf of Isaac Capital Group LLC ("Isaac Capital"). Isaac Capital is the holder of 663,201 shares of Common Stock, without par value (the "Common Stock"), of Appliance Recycling Centers of America, Inc. (the "Company"), representing approximately 11.46% of the Company's outstanding shares, based on the 5,788,318 shares of Common Stock reported by the Company to be outstanding as of November 6, 2014 in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (the "SEC") with respect to its quarterly period ended September 27, 2014. Isaac Capital has disclosed these holdings in an Amended Statement on Schedule 13D filed with the SEC on January 15, 2015.

This document inspection demand is made pursuant to Section 302A.461 of the Minnesota Business Corporations Act, Section 6.8 of the Company's By-laws dated December 26, 2007, and the common law of the State of Minnesota. Section 6.8 of the Company's By-laws dated December 26, 2007 provides as follows:

"Inspection of Books by Shareholders. Upon written demand shareholders shall for any purpose, as provided by statute, be permitted to examine and copy the share register; records of shareholder and Board proceedings; the articles of incorporation and amendments; the bylaws and amendments; reports made to shareholders within the last three (3) years; voting trust agreements; a statement of names and addresses of its Directors and principal officers; and financial statements prepared for distribution to the shareholders or to a government agency as matter of public record. Shareholders shall for any proper purpose and upon written demand be permitted to examine and copy other corporate records."

Pursuant to Section 302A.461 of the Minnesota Business Corporations Act, Section 6.8 of the Company's By-laws dated December 26, 2007, and the common law of the State of Minnesota, Isaac Group, as a shareholder of the Company, hereby demands the right to inspect and have copies of the following documents and records of the Company:

1. A complete record or list of the Company's shareholders, certified by its transfer agent and/or registrar, setting forth the name and address of each shareholder and the number of shares of Common Stock registered in the name of each such shareholder as of the date of this request or as of the most recent available date, which date shall in no case be earlier than the record date for the Company's 2014 annual meeting of shareholders (such most recent date, the "Record Date");

2. A magnetic computer tape list of the Company's shareholders setting forth the name and address of each shareholder and number of shares of Common Stock registered in the name of each such shareholder as of the date of this request or as of the Record Date, and a hard copy printout of such magnetic computer tape;

3. All daily transfer sheets showing changes in the lists of the Company's shareholders that are in or come into the possession and/or control of the Company;

4. All information that is in, or that comes into the Company's or its transfer agent's possession and/or control, or that can reasonably be obtained, pursuant to Rule 14b-2 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), from brokers, dealers, banks, clearing agencies, voting trusts or nominees of any central certificate depository system concerning the number and identity of, and the number of shares held by, the actual beneficial owners of the Common Stock, including (a) the Securities Position Listing and omnibus proxy issued by The Depository Trust Company ("DTC") for the Record Date and any other record date; (b) all "Weekly Security Position Listing Daily Closing Balances" reports issued by DTC; and (c) all lists (and computer tapes and printouts as described in Item 2 above) containing the name, address and number of shares of Common Stock attributable to any participant in any employee stock ownership, incentive, profit sharing, savings, retirement, stock option, stock purchase, restricted stock, dividend reinvestment or other comparable plan of the Company in which the decision whether to vote shares of Common Stock held by such plan is made, directly or indirectly, individually or collectively, by the participants in the plan and the methods by which Isaac Capital or its agents may communicate with each such participant;

5. All lists, tapes and other information that are in or come into the possession and/or control of the Company, or that can reasonably be obtained, pursuant to Rules 14b-1 and 14b-2 under the Exchange Act, that set forth the names and addresses of, and the number of shares held by, the beneficial owners of the Common Stock, including, but not limited to, any list of non-objecting or consenting beneficial owners ("NOBOs" or "COBOs") in the format of a printout and magnetic computer tape listing in descending order balance;

6. Any and all omnibus proxies and correspondent participant listings with respect to all nominees and respondent banks that are currently in effect;

7. A correct and complete copy of the articles of incorporation of the Company, as amended and/or restated to date;

8. A correct and complete copy of the by-laws of the Company, as amended and/or restated to date;

9. Correct and complete copies of all minutes of all meetings of the board of directors of the Company and any and all committees thereof during the past three years;

10. Correct and complete copies of all materials, documents, presentations, board books, agreements, spreadsheets, financial analyses and other materials provided or made available to the directors in connection with any board or committee meeting held during the past three years or otherwise in connection with the service of the board during the past three years;

11. Any and all documents within the possession and/or control of the Company relating to the tax audit of the California Board of Equalization relating to the Company's California operations during 2011, 2012 and 2013 or any other year, including without limitation any and all documents provided to the Company's board of directors relating to such matter, any and all internal Company memos or analyses relating to the Company's decision not to pay sales tax in the State of California or any assessment of the Company's potential exposure or likelihood of prevailing in the audit with respect to the tax positions taken by it, and any and all written communications (and any summaries or notes of verbal communications) with, to or from any agents, employees or representatives of the State of California in connection with any such audit;

12. Any and all written communications (and any summaries or notes of verbal communications) with, to or from any agents, employees or representatives of any other state or subdivision or body thereof with respect to any other tax audit conducted or threatened during the past three years;

13. The information and records specified in Items 1 through 6 above as of any record date for any shareholder meeting or action set by the Company's board of directors, by operation of law or otherwise, between the date hereof and the date of the Company's 2015 annual meeting of shareholders or any other meeting of shareholders held in lieu thereof; and

14. Any and all modifications, amendments, additions or deletions of or to any and all records referred to in Items 1 through 13 above through the date of the Company's 2015 annual meeting of shareholders or any other meeting of shareholders held in lieu thereof.

Isaac Capital is making this request in its role as a shareholder of the Company, in good faith, for the purpose of identifying the shareholders that it may contact in connection with a solicitation of proxies to be effected in accordance with the Exchange Act. Isaac Capital has a proper purpose relevant to its legitimate interest as a shareholder for making this demand, which is to obtain information that is necessary for Isaac Capital to (a) communicate with other shareholders of the Company regarding the Company's business, financial condition, management, board control and voting of its Common Stock, (b) review and investigate potential breaches of fiduciary duties or other wrongdoing by the board of directors of the Company, (c) nominate director candidates for election by the Company's shareholders at an annual or special meeting of shareholders, or directly through a consent solicitation, and solicit proxies and/or consents from shareholders of the Company in connection therewith, (d) communicate potential tender offers or other offers to shareholders of the Company to acquire some or all of the outstanding shares of Common Stock of the Company, and (e) communicate with other shareholders of the Company in connection with any of the foregoing. Isaac Capital confirms that the requested documents and records are directly connected with Isaac Capital's purpose described above. Isaac Capital will not use the requested documents or records for any improper purpose, or in ways other than for the stated purpose, under applicable law. This demand is hereby verified and acknowledged by the undersigned in accordance with applicable law.

Please contact the undersigned regarding the time and place that we may inspect these books and records. Isaac Capital will forego this demand if the Company will voluntarily furnish to it copies of all of the information requested above. The Company is hereby authorized to deliver the information requested above to Thompson Hine LLP, 3900 Key Center, 127 Public Square, Cleveland, Ohio 44114, Attn: Derek D. Bork.

Isaac Capital has designated, and hereby designates, Thompson Hine LLP, its partners and employees, and any other persons designated by Isaac Capital or Thompson Hine LLP, acting together, singly or in any combination, to conduct, as its agents, the inspection and copying herein requested.

Please also be advised that this demand is not intended to constitute a request under Rule 14a-7 of the Exchange Act. Isaac Capital expressly reserves the right to make a request pursuant to such Rule as it deems appropriate in the future.

Please be reminded of your board's obligations—and potential liabilities—arising out of any actions that you might take in an attempt to thwart or impede the ability of the Company's shareholders to exercise their rights to vote, consent or otherwise take action under applicable law and the Company's articles of incorporation and by-laws with respect to the election of Isaac Capital's proposed nominees to the Company's board of directors. In the unfortunate event that your board takes action to interfere with the ability of the Company's shareholders to exercise any such rights, we will act immediately to protect these rights under applicable law.

Respectfully,

/s/ Derek D. Bork
Derek D. Bork

cc: Brian J. Lamb, Thompson Hine LLP