

ECHELON CORP  
Form 10-Q  
August 08, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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 June 30, 2014

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

000-29748

(Commission file number)

ECHELON CORPORATION

(Exact name of registrant as specified in its charter)

Delaware 77 0203595

(State or other jurisdiction of (IRS Employer incorporation or organization) Identification Number)

550 Meridian Avenue

San Jose, CA 95126

(Address of principal executive office and zip code)

(408) 938 5200

(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 filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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

As of July 31, 2014, 43,541,245 shares of the registrant's common stock were outstanding.



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 FOR THE QUARTER ENDED JUNE 30, 2014  
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**FORWARD-LOOKING INFORMATION**

This report contains forward-looking statements within the meaning of the U.S. federal securities laws that involve risks and uncertainties. Certain statements contained in this report are not purely historical including, without limitation, statements regarding our expectations, beliefs, intentions, anticipations, commitments or strategies regarding the future that are forward-looking. These statements include those discussed in Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations, including "Critical Accounting Estimates," "Results of Operations," "Off-Balance-Sheet Arrangements and Other Critical Contractual Obligations," "Liquidity and Capital Resources," and "Recently Issued Accounting Standards," and elsewhere in this report.

In this report, the words "may," "could," "would," "might," "will," "should," "plan," "forecast," "anticipate," "believe," "expect," "estimate," "predict," "potential," "continue," "future," "moving toward" or the negative of these terms or other similar expressions also identify forward-looking statements. Our actual results could differ materially from those forward-looking statements contained in this report as a result of a number of risk factors including, but not limited to, those set forth in the section entitled "Factors That May Affect Future Results of Operations" and elsewhere in this report. You should carefully consider these risks, in addition to the other information in this report and in our other filings with the SEC.

All forward-looking statements and reasons why results may differ included in this report are made as of the date of this report, and we assume no obligation to update any such forward-looking statement or reason why such results might differ, except as required by law.

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## PART I. FINANCIAL INFORMATION

## ITEM 1. UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## ECHELON CORPORATION

## CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands)

(Unaudited)

	June 30, 2014	December 31, 2013
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$18,880	\$14,648
Restricted cash	6,250	—
Short-term investments	25,997	42,987
Accounts receivable, net <sup>1</sup>	8,260	10,522
Inventories	5,619	6,445
Deferred cost of goods sold	1,561	1,649
Other current assets	1,874	2,040
Total current assets	68,441	78,291
Property and equipment, net	16,716	18,670
Goodwill	4,985	8,390
Other long term assets	803	777
Total assets	\$90,945	\$106,128
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$4,747	\$5,424
Accrued liabilities	5,621	7,395
Current portion of lease financing obligations	2,370	2,257
Deferred revenues	6,523	6,125
Total current liabilities	19,261	21,201
<b>LONG-TERM LIABILITIES:</b>		
Lease financing obligations, excluding current portion	14,711	15,928
Other long-term liabilities	933	1,022
Total long-term liabilities	15,644	16,950
<b>STOCKHOLDERS' EQUITY:</b>		
Common stock	468	466
Additional paid-in capital	355,716	354,680
Treasury stock	(28,130)	(28,130)
Accumulated other comprehensive income	982	1,015
Accumulated deficit	(273,429)	(260,843)
Total Echelon Corporation stockholders' equity	55,607	67,188
Noncontrolling interest in subsidiary	433	789
Total stockholders' equity	56,040	67,977
Total liabilities and stockholders' equity	\$90,945	\$106,128

<sup>1</sup> Includes related party receivable of \$112,000 and \$1.6 million as of June 30, 2014 and December 31, 2013, respectively.

See accompanying notes to condensed consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share amounts)

(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Revenues:				
Product	\$14,207	\$24,208	\$30,335	\$48,458
Service	832	628	2,495	1,560
Total revenues <sup>(2)</sup>	15,039	24,836	32,830	50,018
Cost of revenues:				
Cost of product <sup>(1)</sup>	7,072	12,558	15,811	25,636
Cost of service <sup>(1)</sup>	447	323	852	651
Total cost of revenues	7,519	12,881	16,663	26,287
Gross profit	7,520	11,955	16,167	23,731
Operating expenses:				
Product development <sup>(1)</sup>	4,397	5,122	9,470	11,866
Sales and marketing <sup>(1)</sup>	3,864	4,020	7,506	8,513
General and administrative <sup>(1)</sup>	3,580	3,234	7,350	7,120
Goodwill impairment charges	3,388	—	3,388	—
Loss on write down of property, equipment and other	687	—	687	—
Litigation charges	—	—	—	3,452
Restructuring charges	—	—	—	2,522
Total operating expenses	15,916	12,376	28,401	33,473
Loss from operations	(8,396)	(421)	(12,234)	(9,742)
Interest and other (expense) income, net	(70)	(164)	(59)	120
Interest expense on lease financing obligations	(280)	(312)	(568)	(633)
Loss before provision for income taxes	(8,746)	(897)	(12,861)	(10,255)
Income tax expense	106	106	81	143
Net loss	\$(8,852)	\$(1,003)	\$(12,942)	\$(10,398)
Net loss attributable to noncontrolling interest	239	176	356	324
Net loss attributable to Echelon Corporation stockholders	(8,613)	(827)	(12,586)	(10,074)
Net loss per share:				
Basic	\$(0.20)	\$(0.02)	\$(0.29)	\$(0.23)
Diluted	\$(0.20)	\$(0.02)	\$(0.29)	\$(0.23)
Shares used in computing net loss per share:				
Basic	43,325	43,000	43,295	42,965
Diluted	43,325	43,000	43,295	42,965

<sup>(1)</sup> See Note 4 for summary of amounts included representing stock-based compensation expense.<sup>(2)</sup> Includes related party amounts of \$427 and \$4,187 for the three months ended June 30, 2014 and 2013,

respectively; and related party amounts of \$1,976 and \$6,077 for the six months ended June 30, 2014 and 2013, respectively. See Note 12 for additional information on related party transactions.

See accompanying notes to condensed consolidated financial statements.





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ECHELON CORPORATION  
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS  
 (In thousands)  
 (Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Net loss	\$ (8,852	) \$ (1,003	) \$ (12,942	) \$ (10,398
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustment	36	169	(30	) (277
Unrealized holding loss on available-for-sale securities	(2	) —	(3	) —
Total other comprehensive loss	34	169	(33	) (277
Comprehensive loss	\$ (8,818	) \$ (834	) \$ (12,975	) \$ (10,675
Less: comprehensive loss attributable to noncontrolling interest	\$ 239	\$ 176	\$ 356	\$ 324
Comprehensive loss attributable to Echelon Corporation Stockholders	\$ (8,579	) \$ (658	) \$ (12,619	) \$ (10,351

See accompanying notes to condensed consolidated financial statements.

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ECHELON CORPORATION  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Six Months Ended	
	June 30,	
	2014	2013
<b>CASH FLOWS PROVIDED BY (USED IN) OPERATING ACTIVITIES:</b>		
Net loss including noncontrolling interest	\$(12,942	) \$(10,398
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	1,845	2,101
Goodwill impairment charges	3,388	—
Increase in allowance for doubtful accounts	49	32
Loss on disposal of and write down of property, equipment and other	692	22
Reduction of (increase in) accrued investment income	7	(5
Stock-based compensation	1,306	1,222
Change in operating assets and liabilities:		
Accounts receivable	2,213	504
Inventories	824	4,751
Deferred cost of goods sold	72	(498
Other current assets	167	(304
Accounts payable	(1,032	) (2,381
Accrued liabilities	(1,659	) 3,939
Deferred revenues	402	978
Deferred rent	(21	) (17
Net cash used in operating activities	(4,689	) (54
<b>CASH FLOWS PROVIDED BY (USED IN) INVESTING ACTIVITIES:</b>		
Purchases of available for sale short term investments	(8,993	) (25,968
Proceeds from maturities and sales of available for sale short term investments	25,972	25,973
Change in other long term assets	(45	) 11
Capital expenditures	(400	) (542
Net cash provided by (used in) investing activities	16,534	(526
<b>CASH FLOWS PROVIDED BY (USED IN) FINANCING ACTIVITIES:</b>		
Principal payments of lease financing obligations	(1,104	) (1,013
Proceeds from exercise of stock options	17	—
Restricted cash used as collateral for line of credit	(6,250	) —
Repurchase of common stock from employees for payment of taxes on vesting of restricted stock units and upon exercise of stock options	(262	) (263
Net cash used in financing activities	(7,599	) (1,276
EFFECT OF EXCHANGE RATE CHANGES ON CASH	(14	) (269
NET CHANGE IN CASH AND CASH EQUIVALENTS	4,232	(2,125
<b>CASH AND CASH EQUIVALENTS:</b>		

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Beginning of period	14,648	18,876
End of period	\$18,880	\$16,751

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:

Cash paid for interest on lease financing obligations	\$562	\$628
Cash paid for income taxes	\$164	\$228
See accompanying notes to condensed consolidated financial statements.		

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ECHELON CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Summary of Significant Accounting Policies:

Basis of Presentation

The condensed consolidated financial statements include the accounts of Echelon Corporation, a Delaware corporation, its wholly-owned subsidiaries, and a subsidiary in which it has a controlling interest (collectively referred to as the “Company”). The Company reports noncontrolling interests in consolidated entities as a component of equity separate from the Company’s equity. All material inter-company transactions between and among the Company and its consolidated subsidiaries and other consolidated entities have been eliminated in consolidation.

While the financial information furnished is unaudited, the condensed consolidated financial statements included in this report reflect all adjustments (consisting only of normal recurring adjustments) which the Company considers necessary for the fair presentation of the results of operations for the interim periods covered, and of the financial condition of the Company at the date of the interim balance sheet. The results for interim periods are not necessarily indicative of the results for the entire year. The condensed consolidated financial statements should be read in conjunction with the Company’s consolidated financial statements for the year ended December 31, 2013 included in its Annual Report on Form 10 K.

There have been no material changes to the Company’s significant accounting policies as compared to the significant accounting policies described in our Annual Report on Form 10 K for the fiscal year ended December 31, 2013.

Risks and Uncertainties

The Company’s operations and performance depend significantly on worldwide economic conditions and their impact on purchases of the Company’s products, as well as the ability of suppliers to provide the Company with products and services in a timely manner. The impact of any of the matters described below could have an adverse effect on the Company’s business, results of operations and financial condition.

The Company’s sales are currently concentrated with a relatively small group of customers, as approximately 48.7% and 47.9% of net revenues for the three and six months ended June 30, 2014, respectively were derived from six customers. Customers in any of the Company’s target market sectors may experience unexpected reductions in demand for their products and consequently reduce their purchases from us, resulting in either the loss of a significant customer or a notable decrease in the level of sales to a significant customer. In addition, if any of these customers are unable to obtain the necessary capital to operate their business, they may be unable to satisfy their payment obligations to the Company.

The Company utilizes third-party contract electronic manufacturers to manufacture, assemble, and test its products. As a result of current credit market conditions, if any of these third-parties were unable to obtain the necessary capital to operate their business, they may be unable to provide the Company with timely services or to make timely deliveries of products.

Due to the continuing worldwide economic situation, coupled with the fact that the Company’s Grid customers generally procure products that have been customized to meet their requirements, the Company has limited visibility into ultimate product demand, which makes sales forecasting more difficult. As a result, anticipated demand may not materialize, which could subject the Company to increased levels of excess and obsolete inventories.

From time to time, the Company has experienced shortages or interruptions in supply for certain products or components used in the manufacture of the Company’s products that have been or will be discontinued. In order to ensure an adequate supply of these items, the Company has occasionally purchased quantities of these items that are in excess of the Company’s then current estimate of short-term requirements. For example, to ensure supply, the Company procured a substantial quantity of a certain component used in one of its Grid products. If the long-term requirements do not materialize as originally expected, or if the Company develops alternative solutions that no longer employ these items and the Company is not able to dispose of these excess products or components, the Company could be subject to increased levels of excess and obsolete inventories.

Recently, in our effort to manage our costs and inventory risks, we decreased our inventory levels of certain products. If there is an unexpected increase in demand for these items, we might not be able to supply our customers with

products in a timely manner.

On August 6, 2014, the Company announced its intention to scale back the Grid business to support existing customers only, unless we are able to find a buyer for the Grid business in the very near future. The Company anticipates recording

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restructuring and other related charges in connection with the strategic decision, the size of which will be determined in the third quarter of 2014.

### Use of Estimates

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make judgments, assumptions, and estimates that affect amounts reported in the Condensed Consolidated Financial Statements and accompanying notes. Significant estimates and judgments are used for revenue recognition, performance-based equity compensation, inventory valuation, allowance for warranty costs, and other loss contingencies. In order to determine the carrying values of assets and liabilities that are not readily apparent from other sources, the Company bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes to be reasonable under the circumstances. Actual results experienced by the Company may differ materially from management's estimates.

### Recently Issued Accounting Standards

On May 28, 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard is effective for the Company on January 1, 2017. Early application is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU 2014-09 will have on its consolidated financial statements and related disclosures. The Company has not yet selected a transition method nor has it determined the effect of the standard on its ongoing financial reporting.

### Revenue Recognition

The Company's revenues are derived from the sale and license of its products and to a lesser extent, from fees associated with training, technical support, and custom software design services offered to its customers. Product revenues consist of revenues from hardware sales and software licensing arrangements. Service revenues consist of product technical support (including software post-contract support services), training, and custom software development services.

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery to the customer's carrier (and acceptance, as applicable) has occurred, the sales price is fixed or determinable, collectability is probable, and there are no post-delivery obligations. For non-distributor hardware sales, including sales to third party manufacturers, these criteria are generally met at the time of delivery to the customer's carrier. However, for arrangements that contain contractual acceptance provisions, revenue recognition may be delayed until acceptance by the customer or the acceptance provisions lapse unless the Company can objectively demonstrate that the contractual acceptance criteria have been satisfied, which is generally accomplished by establishing a history of acceptance for the same or similar products. For sales made to the Company's distributor partners, revenue recognition criteria are generally met at the time the distributor sells the products through to its end-use customer. Service revenue is recognized as the training services are performed, or ratably over the term of the support period.

The Company accounts for the rights of return, price protection, rebates, and other sales incentives offered to distributors of its products as a reduction in revenue. With the exception of sales to distributors, the Company's customers are generally not entitled to return products for a refund. For sales to distributors, due to contractual rights of return and other factors that impact our ability to make a reasonable estimate of future returns and other sales incentives, revenues are not recognized until the distributor has shipped its products to the end customer.

The Company's multiple deliverable revenue arrangements are primarily related to sales of its Grid products, which may include, within a single arrangement, electricity meters, data concentrators and related hardware (collectively, the "Hardware"); NES system software; Element Manager software; post-contract customer support ("PCS") for the NES system and Element Manager software; extended warranties for the Hardware; and, occasionally, specified enhancements or upgrades to software used in the NES system. With the exception of the NES system software, each of these deliverables is considered a separate unit of accounting. The NES system software functions together with an electricity meter to deliver its essential functionality and any related software license fee is charged for on a per meter basis. Therefore, the NES system software and an electricity meter are combined and considered a single unit of

accounting. The Element Manager software is not considered to be part of an electricity meter's essential functionality and, therefore, Element Manager software and any related PCS continues to be accounted for under industry specific software revenue recognition guidance. However, all other NES system deliverables are no longer within the scope of industry specific software revenue recognition guidance.

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The Company allocates revenue to each element in a multiple-element arrangement based upon their relative selling price. The Company determines the selling price for each deliverable using vendor specific objective evidence (“VSOE”) of selling price or third party evidence (“TPE”) of selling price, if it exists. If neither VSOE nor TPE of selling price exists for a deliverable, the Company uses its best estimated selling price (“BESP”) for that deliverable. Since the use of the residual method is eliminated under the new accounting standards, any discounts offered by the Company are allocated to each of the deliverables. Revenue allocated to each element is then recognized when the basic revenue recognition criteria is met for the respective element.

Consistent with its methodology under previous accounting guidance, if available, the Company determines VSOE of fair value for each element based on historical stand-alone sales to third parties or from the stated renewal rate for the elements contained in the initial contractual arrangement. The Company currently estimates selling prices for its PCS and extended warranties based on VSOE of fair value.

In many instances, the Company is not currently able to obtain VSOE of fair value for all deliverables in an arrangement with multiple elements. This may be due to the Company infrequently selling each element separately or not pricing products within a narrow range. When VSOE cannot be established, the Company attempts to estimate the selling price of each element based on TPE. TPE would consist of competitor prices for similar deliverables when sold separately. Generally, the Company’s offerings contain significant differentiation such that the comparable pricing of products with similar functionality cannot be obtained. Furthermore, the Company is unable to reliably determine the stand-alone selling prices for similar products of its competitors. Therefore, the Company is typically not able to obtain TPE of selling price.

When the Company is unable to establish a selling price using VSOE or TPE, which is generally the case for the Hardware and certain specified enhancements or upgrades to the Company’s NES software, the Company uses its BESP in determining the allocation of arrangement consideration. The objective of BESP is to determine the price at which the Company would transact a sale if the product or service were sold on a stand-alone basis. BESP is generally used for offerings that are not typically sold on a stand-alone basis or for new or highly customized offerings. The Company establishes pricing for its products and services by considering multiple factors including, but not limited to, geographies, market conditions, competitive landscape, internal costs, gross margin objectives, and industry pricing practices. The determination of pricing also includes consultation with and formal approval by the Company’s management, taking into consideration the Company’s go-to-market strategy. These pricing practices apply to both the Company’s Hardware and software products.

Based on an analysis of pricing stated in contractual arrangements for its Hardware products in historical multiple-element transactions and, to a lesser extent, historical standalone transactions, the Company has concluded that it typically prices its Hardware within a narrow range of discounts when compared to the price listed on the Company’s standard pricing grid for similar deliverables (i.e., similar configuration, volume, geography, etc.). Therefore, the Company has determined that, for its current Hardware for which VSOE or TPE is not available, the Company’s BESP is generally comprised of prices based on a narrow range of discounts from pricing stated in its pricing grid.

When establishing BESP for the Company’s specified software enhancements or upgrades, the Company considers multiple factors including, but not limited to, the relative value of the features and functionality being delivered by the enhancement or upgrade as compared to the value of the software product to which the enhancement or upgrade relates, as well as the Company’s pricing practices for NES system software PCS packages, which may include rights to the specified enhancements or upgrades.

The Company regularly reviews VSOE and has established a review process for TPE and BESP. The Company maintains internal controls over the establishment and updates of these estimates. There were no material impacts during the three and six months ended June 30, 2014, resulting from changes in VSOE, TPE, or BESP, nor does the Company expect a material impact from such changes in the near term.

### Deferred Revenue and Deferred Cost of Goods Sold

Deferred revenue consists substantially of amounts billed or payments received in advance of revenue recognition. Deferred cost of goods sold related to deferred product revenues includes direct product costs and applied overhead.



Deferred cost of goods sold related to deferred service revenues includes direct labor costs and applied overhead. Once all revenue recognition criteria have been met, the deferred revenues and associated cost of goods sold are recognized.

**Restricted Cash**

As of June 30, 2014, restricted cash consists of cash balances maintained by the Company with an investment advisor. These balances are carried at fair value and are collateral for a \$5.0 million line of credit issued to the Company by its primary

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bank. As of June 30, 2014, the Company's primary bank has issued, against the line of credit, one standby letter of credit totaling \$113,000. As of June 30, 2014, no amounts had been drawn against the line of credit or the letter of credit.

Because the Company's agreement with the lender prevents the Company from withdrawing these funds, they are considered restricted. The company intends to invest these cash balances in permitted treasury bills, beginning in the third quarter of 2014.

**Goodwill**

Effective in the fourth quarter of 2013, the Company changed the way it managed the business to focus the business on two operating segments based on homogeneity of products and technology- Grid and IIoT. As a result, the Company, with the assistance of an external service provider, reallocated goodwill of the Company to the Grid and IIoT operating segments using a relative fair value approach. Each operating segment's fair value was determined based on comparative market values and discounted cash flows. Goodwill is tested for impairment using a two-step approach. The Company evaluates goodwill, at a minimum, on an annual basis during the first quarter and whenever events and changes in circumstances suggest that the carrying amount may not be recoverable. Impairment of goodwill is tested at the reporting unit level by comparing the reporting unit's carrying amount, including goodwill, to the fair value of the reporting unit. The fair values of the reporting units are estimated using a combination of the income approach and the market approach. If the carrying amount of the reporting unit exceeds its fair value, goodwill is considered impaired and a second step is performed to measure the amount of impairment loss, if any. There was no indication of impairment when goodwill was reallocated to the new operating segments, as the respective fair values of each substantially exceed their carrying values (including goodwill) as of December 31, 2013.

For the quarter ended June 30, 2014, the Company concluded there were indicators of potential goodwill impairment for the Company's Grid business, including continued weakness and increased uncertainty in the Grid market; changes in the extent and manner of use of the unit's long-lived assets; and changes in our long-term strategy for the Grid business. As a result of identifying indicators of impairment, the Company performed an impairment test of goodwill as of June 30, 2014.

In performing Step 1 of the impairment test, the Company estimated the fair value of the reporting unit using the income approach. The income approach is based on a discounted cash flow analysis and calculates the fair value of the reporting unit by estimating the after-tax cash flows attributable to the reporting unit and then discounting the after-tax cash flows to a present value, using a weighted average cost of capital ("WACC"). The cash flows used in the income approach were based on two exit scenarios, cash flows associated with a wind down and cash flows associated with a sale. Management's assumptions included forecasted revenues and operating income for the wind down scenario and estimated proceeds from the sale of the business based on known third-party interest. We calculated the fair value for the Grid business by using a probability weighted average of the estimated fair value from both scenarios, with significantly higher weight placed on the wind down scenario.

Based on the above analysis, it was determined that the carrying value of the Grid business, including goodwill, exceeded the fair value of the reporting unit, requiring the Company to perform Step 2 of the goodwill impairment test to measure the amount of impairment loss, if any. In performing Step 2 of the goodwill impairment test, the Company compared the implied fair value of the reporting unit's goodwill to its carrying value of goodwill. This test resulted in a non-cash, goodwill impairment charge of \$3.4 million, which was recognized during the three months ended June 30, 2014. This charge had no impact on our cash flows or our compliance with debt covenants.

The following table sets forth the balance of the Grid reporting unit's goodwill as of June 30, 2014 and December 31, 2013 (in thousands):

	Dec 31, 2013	Additions	Impairments	March 31, 2014	Additions	Impairments	June 30, 2014
Goodwill, gross	\$3,388	—	—	3,388	—	—	\$3,388

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Accumulated impairment losses	—	—	—	—	—	3,388	3,388
Total goodwill, net	\$3,388	—	—	3,388	—	(3,388)	\$—

As of June 30, 2014, the remaining goodwill is attributable to the IIoT reporting unit. There have been no goodwill impairment losses related to the IIoT reporting unit.

The fair value estimates used in the goodwill impairment analysis required significant judgment. The Company's fair value estimates for purposes of determining the goodwill impairment charge are considered Level 3 fair value measurements. We based our fair value estimates on assumptions that we believe to be reasonable but that are inherently uncertain, including

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estimates of future revenues and operating margins, potential proceeds from a third-party, weighted average cost of capital, probability weighting of exit scenarios and assumptions about the overall economic climate and the competitive environment for our business. Our estimates assume that revenues will decline into the foreseeable future. There can be no assurance that our estimates and assumptions will prove to be accurate predictions of the future. If our assumptions regarding business plans, competitive environments or anticipated operating results are not correct, we may be required to record additional goodwill impairment charges in future periods.

### Long-Lived Assets

We evaluate the recoverability of property, plant and equipment in accordance with ASC No. 360, Accounting for the Property, Plant, and Equipment ("ASC No. 360"). We perform periodic reviews to determine whether facts and circumstances exist that would indicate that the carrying amounts of property, plant and equipment might not be fully recoverable. If facts and circumstances indicate that the carrying amount of property, plant and equipment might not be fully recoverable, we compare projected undiscounted net cash flows associated with the related asset or group of assets over their estimated remaining useful lives against their respective carrying amounts. In the event that the projected undiscounted cash flows are not sufficient to recover the carrying value of the assets, the assets are written down to their estimated fair values based on the expected discounted future cash flows attributable to the assets. Evaluation of impairment of property, plant and equipment requires estimates in the forecast of future operating results that are used in the preparation of the expected future undiscounted cash flows. Actual future operating results and the remaining economic lives of our property, plant and equipment could differ from our estimates used in assessing the recoverability of these assets. These differences could result in impairment charges, which could have a material adverse impact on our results of operations.

In light of the facts mentioned in the Goodwill section above, prior to assessing the goodwill for impairment, the Company needed to assess whether the long-lived assets of the Grid business were impaired. As the Company had not yet made a final decision on the outcome of the Grid business as of June 30, 2014, the Company assessed the realizability of long-lived assets using cash flows associated with the two most likely scenarios of this reporting unit (i.e. sale or wind down of the Grid business). The Company applied a probability weighting of the two scenarios, placing significantly more weight on the cash flows associated with a wind down versus the cash flows from the potential sale of the Grid business. The wind down scenario also included an assessment of the residual value of the Grid business' long-lived assets. The results of this analysis showed that the carrying value of the Grid business' long-lived assets exceeded their fair value and accordingly the Company booked a write down of property, equipment and other assets of \$687,000 during the quarter ended June 30, 2014. The remaining book value of the long-lived assets will be depreciated over the revised shorter estimated useful lives.

### 2. Financial Instruments:

The Company's financial instruments consist of cash equivalents, restricted cash, short-term investments, accounts receivable, accounts payable, and lease financing obligations. The carrying value of the Company's financial instruments approximates fair value. Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of investments, which are classified as either cash equivalents, restricted cash or short-term investments, and accounts receivable. With respect to its investments, the Company has an investment policy that limits the amount of credit exposure to any one financial institution and restricts placement of the Company's investments to financial institutions independently evaluated as highly creditworthy. With respect to its accounts receivable, the Company performs ongoing credit evaluations of each of its customers' financial condition. For a customer whose credit worthiness does not meet the Company's minimum criteria, the Company may require partial or full payment prior to shipment. Alternatively, prior to shipment, customers may be required to provide the Company with an irrevocable letter of credit or arrange for some other form of coverage to mitigate the risk of uncollectibility, such as a bank guarantee. Additionally, the Company establishes an allowance for doubtful accounts

and sales return allowances based upon factors surrounding the credit risk of specific customers, historical trends, and other available information.

**Items Measured at Fair Value on a Recurring Basis**

On a recurring basis, the Company measures certain of its financial assets, namely its cash equivalents and available-for-sale investments, at fair value. The Company does not have any financial liabilities measured at fair value on a recurring basis. The fair value of the Company's financial assets measured at fair value on a recurring basis was determined using the following inputs at June 30, 2014 (in thousands):

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	Fair Value Measurements at Reporting Date Using			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money market funds <sup>(1)</sup>	\$6,996	\$6,996	\$—	\$—
U.S. government securities <sup>(2)</sup>	25,997	—	25,997	—
Total	\$32,993	\$6,996	\$25,997	\$—

The fair value of the Company's financial assets measured at fair value on a recurring basis was determined using the following inputs at December 31, 2013 (in thousands):

	Fair Value Measurements at Reporting Date Using			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money market funds <sup>(1)</sup>	\$5,254	\$5,254	\$—	\$—
U.S. government securities <sup>(2)</sup>	42,987	—	42,987	—
Total	\$48,241	\$5,254	\$42,987	\$—

<sup>(1)</sup> Included in cash and cash equivalents in the Company's condensed consolidated balance sheets

<sup>(2)</sup> Represents our portfolio of available for sale securities that is included in short-term investments in the Company's condensed consolidated balance sheets

Cash equivalents consist of either investments with remaining maturities of three months or less at the date of purchase, or money market funds for which the carrying amount is a reasonable estimate of fair value.

The Company's available-for-sale securities consist of U.S. government securities with a minimum and weighted average credit rating of A-1+. The Company values these securities based on pricing from pricing vendors, who may use quoted prices in active markets for identical assets (Level 1 inputs) or inputs other than quoted prices that are observable either directly or indirectly (Level 2 inputs) in determining fair value. However, the Company classifies all of its fixed income available-for-sale securities as having Level 2 inputs. The valuation techniques used to measure the fair value of the Company's financial instruments having Level 2 inputs were derived from non-binding market consensus prices that are corroborated by observable market data, quoted market prices for similar instruments, or pricing models, such as discounted cash flow techniques. The Company's procedures include controls to ensure that appropriate fair values are recorded by comparing prices obtained from a third party independent source.

As of June 30, 2014, the Company's available-for-sale securities had contractual maturities from eight to twelve months and an average remaining term to maturity of three months. As of June 30, 2014, the amortized cost basis, aggregate fair value, and gross unrealized holding gains and losses of the Company's short-term investments by major security type were as follows (in thousands):

	Amortized Cost	Aggregate Fair Value	Unrealized Holding Gains	Unrealized Holding Losses
U.S. government securities	\$25,992	\$25,997	\$5	\$—

The amortized cost basis, aggregate fair value and gross unrealized holding gains and losses for the Company's available-for-sale short-term investments, by major security type, were as follows as of December 31, 2013 (in thousands):

	Amortized Cost	Aggregate Fair Value	Unrealized Holding Gains	Unrealized Holding Losses
U.S. government securities	\$42,979	\$42,987	\$8	\$—



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Market values were determined for each individual security in the investment portfolio. The Company reviews its investments on a regular basis to evaluate whether or not any have experienced an other-than-temporary decline in fair value.

## Items Measured at Fair Value on a Nonrecurring Basis

In addition to assets and liabilities that are measured at fair value on a recurring basis, the company is also required to measure certain items at fair value on a nonrecurring basis.

In the second quarter of 2014, as part of the Company's review of property, equipment and other assets (long-lived assets), and goodwill, as discussed above, an impairment charge of \$687,000 and \$3.4 million was recorded on the long lived assets and goodwill, respectively to write down these assets for the Grid business to their residual value/fair value of \$678,000 and zero, respectively. The impairment was attributable to a combination of factors, including continued weakness and increased uncertainty in the Grid market; changes in the extent and manner of use of the reporting unit's long-lived assets; and changes in our long-term strategy for the Grid business. Fair value was determined based on discounted cash flow analyses, which are unobservable Level 3 inputs. The cash flows used in the income approach were based on two exit scenarios, cash flows associated with a wind down and cash flows associated with a sale. Management's assumptions included forecasted revenues and operating income for the wind down scenario and estimated proceeds from the sale of the business based on known third-party interest. We calculated the fair value for the Grid business by using a probability weighted average of the estimated fair value from both scenarios, with significantly higher weight placed on the wind down scenario.

## 3. Earnings Per Share:

The following is a reconciliation of the numerators and denominators of the basic and diluted net loss per share computations for the three and six months ended June 30, 2014 and 2013 (in thousands, except per share amounts):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Net loss (Numerator):				
Net loss, basic & diluted	\$ (8,613	) \$ (827	) \$ (12,586	) \$ (10,074
Shares (Denominator):				
Weighted average common shares outstanding	43,325	43,000	43,295	42,965
Shares used in basic computation	43,325	43,000	43,295	42,965
Common shares issuable upon exercise of stock options (treasury stock method)	—	—	—	—
Shares used in diluted computation	43,325	43,000	43,295	42,965
Net loss per share:				
Basic	\$ (0.20	) \$ (0.02	) \$ (0.29	) \$ (0.23
Diluted	\$ (0.20	) \$ (0.02	) \$ (0.29	) \$ (0.23

For the three and six months ended June 30, 2014 and 2013, the diluted net loss per share calculation is equivalent to the basic net loss per share calculation as there were no potentially dilutive stock options due to the Company's net loss position. The number of stock options, stock appreciation rights, restricted stock units ("RSUs"), and restricted stock awards ("RSAs") excluded from this calculation for the three and six months ended June 30, 2014 and 2013 was 5,546,747 and 6,034,727, respectively.

## 4. Stockholders' Equity and Employee Stock Option Plans:

## Stock-based Compensation Expense



The following table summarizes stock-based compensation expense for the three and six months ended June 30, 2014 and 2013 and its allocation within the condensed consolidated statements of operations (in thousands):

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	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Cost of revenues:				
Cost of product	\$33	\$(86	) \$141	\$57
Cost of service	4	10	31	25
Operating expenses:				
Product development	(249	) (285	) 94	257
Sales and marketing	216	163	305	471
General and administrative	419	37	735	412
Total	\$423	\$(161	) \$1,306	\$1,222

The current quarter negative expense for the product development department is primarily due to the impact of reversal of expense from cancellation of awards/ options for certain employees whose employment terminated in the second quarter of 2014.

**Stock Award Activity**

The total intrinsic value of options exercised during the three and six month periods ended June 30, 2014 was \$0 and \$3,000, respectively. The total intrinsic value of options exercised during the three and six months ended June 30, 2013 was \$0. The intrinsic value is calculated as the difference between the market value on the date of exercise and the exercise price of the options.

The total fair value of RSUs vested and released during the three and six months ended June 30, 2014 was approximately \$1.9 million and \$2.0 million, respectively. The total fair value of RSUs vested and released during the three and six months ended June 30, 2013 was approximately \$712,000 and \$738,000, respectively. The fair value is calculated by multiplying the fair market value of the Company's stock on the vesting date by the number of shares vested.

**Stock-based Compensation Expense for Awards with Financial-Based Performance Vesting Requirements**

As of June 30, 2014, there were 175,000 unvested RSUs and RSAs, issued in prior years, that were subject to service-based vesting conditions as well as certain financial or other performance-based vesting requirements that must be achieved before vesting can occur.

Through June 30, 2012, cumulative compensation expense of \$317,000 associated with these 175,000 unvested RSUs and RSAs was recognized. From the date of grant through June 30, 2012, the Company had believed it was probable that the associated performance requirements would be achieved and therefore recognized expense on these awards. During the third quarter of 2012, the Company believed that the performance condition was no longer probable of achievement; however the Company had also not yet determined that the performance condition was improbable of achievement. Hence, expense recognition was discontinued beginning in the third quarter of 2012. As of December 31, 2013, the Company determined that the performance condition was improbable of achievement and therefore the cumulative compensation expense of \$317,000 associated with these awards was reversed. The Company continues to believe that the performance condition is improbable of achievement and therefore no expense was booked during the three and six months ended June 30, 2014.

On June 10, 2014, the Company issued performance RSU's as part of the annual refresh grants to employees, that were subject to service-based vesting conditions as well as certain performance-based vesting requirements that must be achieved before vesting can occur. The total value of the RSU's issued was \$2.3 million. These awards vest over a nine month period ending March 14, 2015, provided the performance conditions are met in that timeframe.

5. Significant Customers:

The Company markets its products and services throughout the world to original equipment manufacturers (OEMs) and systems integrators in the building, industrial, transportation, utility/home, and other automation markets. During the three and six months ended June 30, 2014 and 2013, the Company had six customers that accounted for a significant portion of its revenues: Avnet Europe Comm VA ("Avnet"), the Company's primary distributors of its IIoT products in Europe, Duke Energy Corporation ("Duke"), a U.S. utility company; Enel Distribuzione Spa ("Enel"), an Italian utility company; and Goerlitz Aktiengesellschaft ("Goerlitz"), Ubitronix System Solutions GmbH ("Ubitronix") and Telvent Energia y Medioambiente SA

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(“Telvent”), value added resellers of the Company’s Grid products. For the three and six months ended June 30, 2014 and 2013, the percentage of the Company’s revenues attributable to sales made to these customers was as follows:

	Segment	Three Months Ended		Six Months Ended		
		June 30, 2014	2013	June 30, 2014	2013	
Avnet	IIoT	16.5	% 12.4	% 16.7	% 12.5	%
Telvent	Grid	10.5	% 17.9	% 7.2	% 20.0	%
Goerlitz	Grid	9.9	% 4.3	% 5.6	% 3.4	%
Ubitronix	Grid	7.2	% 10.7	% 7.8	% 11.7	%
Enel	IIoT	2.8	% 16.9	% 6.0	% 12.2	%
Duke	Grid	1.8	% 6.3	% 4.6	% 7.8	%
Total		48.7	% 68.5	% 47.9	% 67.6	%

## 6. Commitments and Contingencies:

## Legal Actions

In April 2009, the Company received notice that the receiver for two companies that filed for the Italian law equivalent of bankruptcy protection in May 2004, Finmek Manufacturing SpA and Finmek Access SpA (collectively, the “Finmek Companies”), had filed a lawsuit under an Italian “claw back” law in Padua, Italy against the Company, seeking the return of approximately \$16.7 million in payments received by the Company in the ordinary course of business for components sold by the Company to the Finmek Companies prior to the bankruptcy filing. The Finmek Companies were among Enel’s third party meters manufacturers, and from time to time through January 2004, the Company sold components to the Finmek Companies that were incorporated into the electricity meters that were manufactured by the Finmek Companies and sold to Enel SpA for the Enel Project. The Company believed that the Italian claw back law was not applicable to its transactions with the Finmek Companies, and the claims of the Finmek Companies’ receiver were without merit. However, it was brought to the Company’s attention that a substantial percentage of claw back cases reviewed by the local courts, which are located in the jurisdiction in which the Finmek Companies were headquartered, were being decided in favor of the Finmek Companies. To avoid any possibility of an adverse ruling against the Company, as well as to limit administrative inconvenience and curtail litigation costs, in April 2013, with the consent of its Board of Directors, the Company decided to settle this matter. The Company reached an agreement with respect to a financial settlement of \$3.5 million and recognized a charge for this amount in the first quarter of 2013. This settlement was formalized and became effective in the fourth quarter of 2013, to be paid in two substantially equal installments, one in the fourth quarter of 2013 and the other in the fourth quarter of 2014. The Company did not admit that the Italian claw back law applied to its circumstances as part of this settlement. From time to time, in the ordinary course of business, the Company may be subject to other legal proceedings, claims, investigations, and other proceedings, including claims of alleged infringement of third-party patents and other intellectual property rights, and commercial, employment, and other matters. In accordance with generally accepted accounting principles, the Company makes a provision for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel, and other information and events pertaining to a particular case. While the Company believes it has adequately provided for such contingencies as of June 30, 2014, the amounts of which were immaterial, it is possible that the Company’s results of operations, cash flows, and financial position could be harmed by the resolution of any such outstanding claims.

## Line of Credit

The Company maintains a \$5.0 million secured line of credit with its primary bank, which expires on July 1, 2015. The line of credit is secured by a collateral of first priority on \$6.3 million of the Company’s cash/ investment balance placed in a separate account (presented as restricted cash in the condensed consolidated balance sheets). The line of credit contains certain financial covenants requiring the Company to maintain an overall minimum tangible net worth

level and to maintain a minimum level of liquid assets. As of June 30, 2014, the Company was in compliance with these covenants. As of June 30, 2014, the Company's primary bank has issued, against the line of credit, one standby letter of credit totaling \$113,000. Other than issuing standby letters of credit, the Company has never drawn against the line of credit, nor have amounts ever been drawn against the standby letters of credit issued by the bank.

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## 7. Accumulated Other Comprehensive Income (Loss):

	Foreign currency translation adjustment (Amount in thousands)	Unrealized gain (loss) on available-for-sale securities (Amount in thousands)	Accumulated Other Comprehensive Income (Loss) (Amount in thousands)
Beginning balance at December 31, 2013	\$ 1,007	\$ 8	\$ 1,015
Change during January- March 2014	(66	) (1	) (67
Balance at March 31, 2014	\$941	\$7	\$ 948
Change during April-June 2014	\$36	\$(2	) \$34
Balance at June 30, 2014	\$977	\$5	\$ 982

None of the above amounts have been reclassified to the condensed consolidated statement of operations.

## 8. Inventories:

Inventories are stated at the lower of cost (first in, first out) or market and include material, labor and manufacturing overhead. When required, provisions are made to reduce excess and obsolete inventories to their estimated net realizable value. Inventories consist of the following (in thousands):

	June 30, 2014	December 31, 2013
Purchased materials	\$1,246	\$1,343
Finished goods	4,373	5,102
	\$5,619	\$6,445

## 9. Accrued Liabilities:

Accrued liabilities consist of the following (in thousands):

	June 30, 2014	December 31, 2013
Accrued payroll and related costs	\$2,789	\$3,885
Warranty reserve	494	515
Restructuring charges	—	49
Customer deposits	131	643
Litigation charges	1,863	1,875
Accrued taxes	46	75
Other accrued liabilities	298	353
	\$5,621	\$7,395

## 10. Segment Disclosure:

ASC Topic 280, Segment Reporting, establishes standards for reporting information about operating segments, products and services, geographic areas of operations and major customers. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing business performance. The Company's chief operating decision-making group is the Executive Staff, which is comprised of the Chief Executive Officer and his direct reports (CODM).

Prior to the fourth quarter of 2013, the Company operated as one operating segment. Effective in the fourth quarter of 2013, the Company changed the way it managed the business to focus the business on two operating segments based

on homogeneity of products and technology- Industrial Internet of Things (IIoT) and Grid Modernization (Grid). As a result of the change, product families and services were organized and evaluated within the above mentioned operating segments.

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The Company's IIoT segment sells products and services aimed at Horizontal Embedded Control Platforms, such as LONWORKS and IzoT, which include components, control nodes, and development software, and which are sold typically to Original Equipment Manufacturers (OEMs) to build into their industrial application solutions. These platforms allow a single device to be brought to market as a LONWORKS®, BACnet®, or other protocol-supporting device; and it can be used with any underlying wired or wireless communications link, such as Ethernet, RS-485, Wi-Fi, 15.4, or Echelon's free topology (FT) standard. The IzoT platform provides a smooth migration path for legacy devices to the IIoT. The product portfolio includes Smart Transceivers, SmartServer Controllers, LNS and OpenLNS Operating Systems, Outdoor Lighting Controllers, SmartServer Segment Controllers and PL/RF Bridges.

The Company's Grid segment primarily offers vertical solutions and platform components that connect homes to the grid and allow utilities to accurately collect billing data and vital health statistics with a high degree of field-proven reliability. In addition to usage data required for billing the consumer, this segment's products collect a large number of power quality metrics at the smart meter and from other devices such as distribution transformers. This data can be used in applications such as transformer monitoring, theft detection, and fault detection to guide preventive maintenance and to reduce energy loss. The product portfolio includes Smart Meters, Distributed Control Nodes (DCNs) or Data Concentrators, NES System Software, Element Manager and Control Point Modules.

The Company operates in three main geographic areas: the Americas; Europe, Middle East and Africa ("EMEA"); and Asia Pacific / Japan ("APJ"). Each geographic area provides products and services to the Company's customers located in the respective region. The Company's long-lived assets include property and equipment, goodwill, purchased technology, and deposits on its leased facilities. Long-lived assets are attributed to geographic areas based on the country where the assets are located. As of June 30, 2014 and December 31, 2013, long-lived assets of approximately \$19.5 million and \$24.6 million, respectively, were domiciled in the United States. Long-lived assets for all other locations are not material to the condensed consolidated financial statements.

The CODM allocates resources and assesses performance of operating segments based on a non-GAAP measure of segment contribution margin comprising revenue, direct costs and operating expenses, such as standard cost of goods sold, research and development, and sales and marketing expenses; indirect costs, such as manufacturing overhead and other cost of revenues allocated based on factors including headcount, usage, and revenue, as well as the benefit from allocation of loss to noncontrolling interest (this impact is solely noted in the Grid segment). The CODM does not allocate to the Company's business segments certain operating expenses managed separately at the corporate level. Corporate unallocated expenses include general and administrative costs, stock-based compensation expenses, restructuring charges and other one-time, non-routine charges such as litigation charges and impairment charges. Operating segments do not generate inter-segment revenue. We do not allocate gains and losses from interest and other income, or taxes to operating segments. The accounting policies for each segment are the same as those disclosed by the Company for its condensed consolidated financial statements.



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The following table summarizes financial information for each segment used by the CODM for the three months ended June 30, 2014 (in thousands):

	Grid	IIoT	Shared/ Corporate	Stock Compensation expenses	Adjustments to reconcile to GAAP reported amounts	Company-wide total
Revenues	\$6,058	\$8,981	\$—	\$—	\$—	\$ 15,039
Segment gross profit <sup>1</sup>	2,060	5,497	—	(37	)	7,520
Segment contribution	(1,840 )	1,231	(3,160 )	(423	) —	(4,192 )
Corporate unallocated expenses						
Goodwill impairment charges					\$(3,388 )	\$( 3,388 )
Loss on write down of property, equipment and other <sup>2</sup>					(577 )	(577 )
Interest and other income, net					(70 )	(70 )
Interest expense on lease financing obligations					(280 )	(280 )
Income tax expense					\$106	\$ 106
Net loss attributable to Echelon Corporation Stockholders						\$ (8,613 )

The following table summarizes financial information for each segment used by the CODM for the six months ended June 30, 2014 (in thousands):

	Grid	IIoT	Shared/ Corporate	Stock Compensation expenses	Adjustments to reconcile to GAAP reported amounts	Company-wide total
Revenues	\$12,925	\$19,905	\$—	\$—	\$—	\$ 32,830
Segment gross profit <sup>1</sup>	3,969	12,370	—	(172	)	16,167
Segment contribution	(3,944 )	3,951	(6,614 )	(1,306	) —	(7,913 )
Corporate unallocated expenses						
Goodwill impairment charges					(3,388 )	(3,388 )
Loss on write down of property, equipment and other <sup>2</sup>					(577 )	(577 )
Interest and other income, net					(59 )	(59 )
Interest expense on lease financing obligations					(568 )	(568 )
Income tax expense					\$81	\$ 81
Net loss attributable to Echelon Corporation Stockholders						\$ (12,586 )

<sup>1</sup> Represents unallocated share based compensation expenses considered in GAAP results as part of cost of revenues, but excluded from segment gross profit calculation as presented to the CODM. This amount has been presented to reconcile the segment gross profit to total gross profit presented in the Condensed Consolidated Statement of Operations.

<sup>2</sup> Represents loss on write down of assets, excluding the portion attributable to non-controlling interests.



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The following table summarizes financial information for each segment used by the CODM for the three months ended June 30, 2013 (in thousands):

	Grid	IIoT	Shared/ Corporate	Stock Compensation expenses	Adjustments to reconcile to GAAP reported amounts	Company-wide total
Revenues	\$13,439	\$11,397	\$—	\$—	\$—	\$ 24,836
Segment gross profit <sup>1</sup>	4,693	7,186	—	76		11,955
Segment contribution	(209 )	3,000	(3,197 )	161	—	(245 )
Corporate unallocated expenses						
Litigation charges					—	—
Restructuring charges					—	—
Interest and other income, net					(164 )	(164 )
Interest expense on lease financing obligations					(312 )	(312 )
Income tax expense					\$106	\$ 106
Net loss attributable to Echelon Corporation Stockholders						\$ (827 )

The following table summarizes financial information for each segment used by the CODM for the six months ended June 30, 2013 (in thousands):

	Grid	IIoT	Shared/ Corporate	Stock Compensation expenses	Adjustments to reconcile to GAAP reported amounts	Company-wide total
Revenues	\$26,857	\$23,161	\$—	\$—	\$—	\$ 50,018
Segment gross profit <sup>1</sup>	9,163	14,650	—	(82 )		23,731
Segment contribution	(1,578 )	6,064	(6,708 )	(1,222 )	—	(3,444 )
Corporate unallocated expenses						
Litigation charges					(3,452 )	(3,452 )
Restructuring charges					(2,522 )	(2,522 )
Interest and other income, net					120	120
Interest expense on lease financing obligations					(633 )	(633 )
Income tax expense					\$143	\$ 143
Net loss attributable to Echelon Corporation Stockholders						\$ (10,074 )

<sup>1</sup> Represents unallocated share based compensation expenses considered in GAAP results as part of cost of revenues, but excluded from segment gross profit calculation as presented to the CODM. This amount has been presented to reconcile the segment gross profit to total gross profit presented in the Condensed Consolidated Statement of Operations.

In North America, the Company sells its products primarily through a direct sales organization and select third-party electronics representatives. Outside North America, the Company sells its products through direct sales organizations, value-added resellers, and local distributors, primarily in EMEA and APJ. Revenues are attributed to geographic areas based on the country where the products are shipped to or the services are delivered. Summary revenue information by

geography for the three and six months ended June 30, 2014 and 2013 is as follows (in thousands):

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	Three Months Ended		Six Months Ended	
	June 30, 2014	2013	June 30, 2014	2013
Americas	\$3,496	\$4,736	\$8,641	\$10,805
EMEA	9,180	17,343	18,060	33,923
APJ	2,363	2,757	6,129	5,290
Total	\$15,039	\$24,836	\$32,830	\$50,018

For information regarding the Company's major customers, please refer to Note 5, Significant Customers.

#### 11. Income Taxes:

The provision for income taxes for the three months ended June 30, 2014 and 2013 were \$106,000 and \$106,000, respectively. The provision for income taxes for the six months ended June 30, 2014 and 2013 were \$81,000 and \$143,000, respectively. The difference between the statutory rate and the Company's effective tax rate is primarily due to the impact of foreign taxes, changes in the valuation allowance on deferred tax assets, and changes in the accruals related to unrecognized tax benefits.

As of June 30, 2014 and December 31, 2013, the Company had gross unrecognized tax benefits of approximately \$1.7 million and \$2.1 million, respectively, of which \$573,000 and \$575,000, respectively, if recognized, would impact the effective tax rate on income from continuing operations. The Company's policy is to recognize interest and/or penalties related to unrecognized tax benefits in income tax expense. As of June 30, 2014 and December 31, 2013, the Company had accrued \$104,000 and \$134,000, respectively, for interest and penalties. The \$42,000 reduction in gross unrecognized tax benefits during the six months ended June 30, 2014 was primarily attributable to the expiration of the statute of limitations in certain foreign jurisdictions.

In July 2013, the FASB issued an accounting standard update that provides explicit guidance on the financial statement presentation of an unrecognized tax benefit when a net operating loss carry-forward or a tax credit carry-forward exists, with the purpose of reducing diversity in practice. Under the new standard update, with certain exceptions, the Company's unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward or a tax credit carryforward. This accounting standard update became effective for the Company in the first quarter of 2014. As the Company's disclosures already conform to the required presentation, adoption of this standard does not impact the financial position or results of operations of the Company.

#### 12. Related Parties:

In June 2000, the Company entered into a stock purchase agreement with Enel pursuant to which Enel purchased 3.0 million newly issued shares of its common stock for \$130.7 million. The closing of this stock purchase occurred on September 11, 2000. At the closing, Enel had agreed that it would not, except under limited circumstances, sell or otherwise transfer any of those shares for a specified time period. That time period expired September 11, 2003. To the Company's knowledge, Enel has disposed none of its 3.0 million shares. Under the terms of the stock purchase agreement, Enel has the right to nominate one member of the Company's board of directors. A representative of Enel served on the board until March 14, 2012; no Enel representative is presently on the board.

At the time the Company entered into the stock purchase agreement with Enel, it also entered into a research and development agreement with an affiliate of Enel (the "R&D Agreement"). Under the terms of the R&D Agreement, the Company cooperated with Enel to integrate its LONWORKS technology into Enel's remote metering management project in Italy, the Contatore Elettronico. The Company completed the sale of its components and products for the deployment phase of the Contatore Elettronico project during 2005. During 2006, the Company supplied Enel and its designated manufacturers with limited spare parts for the Contatore Elettronico system. In October 2006, the Company entered into a new development and supply agreement and a software enhancement agreement with Enel. Under the development and supply agreement, Enel and its contract manufacturers purchase additional electronic components and finished goods from the Company. Under the software enhancement agreement, the Company provides software enhancements to Enel for use in its Contatore Elettronico system. The software enhancement agreement, renewed in June 2014, expires in Dec 2014 and the development and supply agreement expires in

December 2015, although delivery of products and services can extend beyond those dates and the agreements may be extended under certain circumstances.

For the three months ended June 30, 2014 and 2013, the Company recognized revenue from products and services sold to Enel and its designated manufacturers of approximately \$427,000 and \$4.2 million, respectively. For the six months ended

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June 30, 2014 and 2013, the Company recognized revenue from products and services sold to Enel and its designated manufacturers of approximately \$2.0 million and \$6.1 million, respectively.

As of June 30, 2014 and December 31, 2013, \$112,000 and \$1.6 million, respectively, of the Company's total accounts receivable balance related to amounts owed by Enel and its designated manufacturers.

## 13. Restructuring:

In May 2012, the Company undertook cost cutting measures by initiating a headcount reduction of 42 full-time employees worldwide, to be terminated between May 2012 and December 2013. In connection with this restructuring plan, in 2012, the Company recorded restructuring charges of approximately \$1.2 million related to termination benefits for these personnel.

The following table sets forth a summary of restructuring activities related to the Company's May 2012 restructuring program (in thousands):

	December 31, 2013	Costs Incurred	Cash Payments	June 30, 2014
Termination benefits	\$49	\$—	\$49	\$—

On February 12, 2013, the Company undertook further restructuring actions affecting approximately 43 employees to be terminated between February 2013 and December 31, 2013, as part of an overall plan to reshape the Company for the future. In connection with this restructuring, the Company recorded and paid restructuring charges of approximately \$2.5 million related to termination benefits for these personnel during 2013.

## 14. Joint Venture:

On March 23, 2012, the Company entered into an agreement with Holley Metering Limited ("Holley Metering"), a designer and manufacturer of energy meters in China, to create a joint venture, Zhejiang Echelon-Holley Technology Co., Ltd. ("Echelon-Holley"). The joint venture is intended to focus on the development and sales of smart energy products for China and rest-of-world markets. The Company has a 51% ownership interest in the joint venture and exercises controlling influence. Therefore, Echelon-Holley's accounts are included in the Company's Condensed Consolidated Financial Statements as of June 30, 2014 and for the three and six months then ended. Holley Metering's interests in Echelon-Holley's net assets are reported in the noncontrolling interest in subsidiary on the Condensed Consolidated Balance Sheet as of June 30, 2014. Net loss attributable to the noncontrolling interest in Echelon-Holley was \$239,000 and \$356,000 during three and six months ended June 30, 2014. Net loss attributable to the noncontrolling interest in Echelon-Holley was \$176,000 and \$324,000 during three and six months ended June 30, 2013, respectively.

As of June 30, 2014, Echelon and Holley Metering had contributed in cash a total of approximately \$4,000,000 in Share Capital, as defined, to Echelon-Holley in proportion to their respective ownership interests.

In connection with the decisions regarding the Grid business announced in August 2014 and described in Item 15, the Company is evaluating its options with respect to Echelon-Holley.

## 15. Subsequent events:

On August 6, 2014, the Company announced its decision to strategically scale back the Grid business significantly to support existing commitments only, unless the Company is able to find a buyer for the business in the very near-term. In conjunction with this action, the Company expects to incur significant severance and other related restructuring costs, which are expected to include cash costs as well as charges or credits related to stock-based compensation expense, and may include facilities, lease termination, asset impairment and other charges. The Company expects to recognize these charges in the quarter ending September 30, 2014.

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

The following discussion should be read in conjunction with the condensed consolidated financial statements and notes thereto included elsewhere in this Quarterly Report. The following discussion contains predictions, estimates, and other forward-looking statements that involve a number of risks and uncertainties about our business. These statements may be identified by the use of words such as “we believe,” “expect,” “anticipate,” “intend,” “plan,” “goal,” “contingent,” “may” and similar expressions. Forward-looking statements include statements that refer to projections of our future financial performance, our anticipated growth and trends in our businesses, and other characterizations of future events or circumstances. In particular, these statements include statements such as: our plan to focus our product development spend in our foundational technology to broaden the applicability of our control networking platform into new markets; our predictions about the smart energy market, increased pricing pressures and worldwide macro-economic conditions; our projections of Grid and IIoT revenues; our mentions regarding the Grid business; our expectation that we will achieve a return on our investment of resources into our products; estimates of our future gross margins and factors affecting our gross margins; statements regarding reinvesting a portion of our earnings from foreign operations; plans to use our cash reserves to strategically acquire other companies, products, or technologies; our projections of our combined cash, cash equivalent and short term investment balance; the sufficiency of our cash reserves to meet cash requirements; our expectations that our IIoT revenues will not fluctuate significantly from foreign currency sales; estimates of our interest income and expense; our belief that we have adequately provided for legal contingencies; and our belief that we have made adequate provisions for tax exposure and legal matters. Such statements are based on our current expectations and could be affected by the uncertainties and risk factors described throughout this filing and particularly in the “Factors That May Affect Future Results of Operations” section. Therefore, our actual results may differ materially and adversely from those expressed in any forward-looking statements. We undertake no obligation to review or update publicly any forward-looking statements for any reason, except as required by law.

**EXECUTIVE OVERVIEW**

Echelon Corporation was incorporated in California in February 1988 and reincorporated in Delaware in January 1989. We are based in San Jose, California, and maintain offices in seven foreign countries throughout Europe and Asia. Our products enable everyday devices — such as air conditioners, appliances, electricity meters, light switches, thermostats, and valves — to be made “smart” and inter-connected, part of an emerging market known as the Industrial Internet of Things (IIoT). Our products can be used to make the management of electricity over the smart grid cost effective, reliable, survivable and instantaneous.

Our proven, open standard, multi-application energy control networking platform powers energy-savings applications for smart grid, smart cities and smart buildings that help customers save on their energy usage, reduce outage duration or prevent them from happening entirely, reduce carbon footprint and more. Today, we offer, directly and through our partners worldwide, a wide range of products and services.

Prior to the fourth quarter of 2013, the Company operated in one operating segment. Effective in the fourth quarter of 2013, the Company changed the way it managed the business to focus the business on two operating segments based on homogeneity of products and technology. As a result of the change, a portion of the Company's personnel organization structure, as well as its products and services, were organized along the following two operating segments:

**IIoT:** This division sells products and services aimed at Horizontal Embedded Control Platforms, such as LONWORKS and IzoT, which include components, control nodes and development software. These products are typically sold to Original Equipment Manufacturers (OEMs) to build into their industrial application solutions. Revenues from these products were previously categorized as Sub-systems revenues (including the majority of our



revenues from the Enel project).

Grid: This division focuses on Echelon's forward-integrated products such as smart meters, devices, and software that allow electric utilities to modernize their methods for collecting billing data and vital statistics on the health and performance of their smart grid. Previously, the majority of our revenues from our Grid solutions were categorized as Systems revenue, with a small portion categorized as Sub-system revenue. In August 2014, we announced our intention to scale back the Grid business to support existing customers only, unless we are able to find a buyer for the Grid business in the very near future.

Our total revenues decreased by 39.4% during the second quarter of 2014 as compared to the same period in 2013, driven by decreased sales of our Grid products and reduced IIoT sales, including Enel. Gross margins increased by 1.9 percentage

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points between the two periods, while overall operating expenses increased by 28.6%. The net effect was a second quarter loss attributable to Echelon Corporation stockholders in 2014 that increased by \$7.8 million as compared to the second quarter of 2013. For the six months ended June 30, 2014, total revenues decreased by 34.4% as compared to the same period in 2013. Gross margins increased by 1.8 percentage points between the two periods, while overall operating expenses decreased by 15.2%. The net effect was a loss attributable to Echelon Corporation stockholders for the first six months in 2014 that increased by \$2.5 million as compared to the first six months of 2013.

The following tables provide an overview of key financial metrics for the three and six months ended June 30, 2014 and 2013 that our management team focuses on in evaluating our financial condition and operating performance (in thousands, except percentages).

	Three Months Ended				
	June 30,				
	2014	2013	\$ Change	% Change	
Net revenues	\$15,039	\$24,836	\$(9,797)	) (39.4)	)%
Gross margin	50.0	% 48.1	% ---	1.9 ppt	
Operating expenses	\$15,916	\$12,376	\$3,540	28.6	%
Net loss attributable to Echelon Corporation Stockholders	\$(8,613)	) \$(827)	) \$(7,786)	) 941.5	%
	Six Months Ended				
	June 30,				
	2014	2013	\$ Change	% Change	
Net revenues	\$32,830	\$50,018	\$(17,188)	) (34.4)	)%
Gross margin	49.2	% 47.4	% ---	1.8 ppt	
Operating expenses	\$28,401	\$33,473	\$(5,072)	) (15.2)	)%
Net loss attributable to Echelon Corporation Stockholders	\$(12,586)	) \$(10,074)	) \$(2,512)	) 24.9	%
	Balance as of				
	June 30,	December 31,			
	2014	2013	\$ Change	% Change	
Cash, cash equivalents, and short-term investments *	\$51,127	\$57,635	\$(6,508)	) (11.3)	)%

\* As of June 30, 2014, includes \$6.3 million of restricted cash presented separately on condensed consolidated balance sheet

Net revenues: Our total revenues decreased by 39.4% during the second quarter of 2014 as compared to the same period in 2013, driven primarily by a \$7.4 million, or 54.9% decrease in sales of our Grid products and services and a \$2.4 million, or 21% decrease in net revenues from our IIoT products. The decrease in our Grid revenues was primarily due to an overall decrease in the level of large-scale deployments of our NES system products in Finland, Austria and the United States as well as reduced Enel revenues due to non-repetition of 2013 data concentrator sales, partly offset by sales to a customer in Germany. With respect to our IIoT segment, the decrease in revenues was mainly due to reductions in sales of metering kits made to Enel, as well as decreases in sales made in the EMEA and Asia-Pacific regions, partially offset by increases in sales made in the Americas region. Our total revenues decreased during the six months ended June 30, 2014 as compared to the same period in 2013 by 34.4%. This was due mainly to decreased sales of Grid products due to an overall decrease in the level of large-scale deployments of our NES system products in Finland, Austria and the United States as well as reduced Enel revenues due to non-repetition of 2013 data concentrator sales, partly offset by sales to a customer in Puerto Rico and unusually high service revenues. With respect to our IIoT segment, the decrease was mainly due to reductions in sales of metering kits made to Enel, as well as reductions in sales in all regions. We do not expect the unusually high maintenance revenues to repeat in the future and anticipate that the service revenues for future quarters will return to more normal levels.

Gross margin: Our gross margins increased by 1.9 and by 1.8 percentage points for the three and six months ended June 30, 2014, respectively, as compared to the same periods in 2013. The increase was primarily due to more of our 2014 sales being attributable to the higher margin IIoT sales, combined with a minor improvement in IIoT gross margins year over year as well as reduced overhead due to improved inventory management. Also, for the six month period, increased service revenues from Grid customers and reductions in operations headcount and overhead spending led to improved margins, partly offset by increases in certain indirect costs, such as reserves for excess and obsolete inventory. We do not expect any continued impact, similar to that from the increased service revenues mentioned above, in the future and anticipate that the gross margins for future quarters will be driven by the mix of segment products and services sold.

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Operating expenses: Our operating expenses increased by 28.6% during the three month period ended June 30, 2014, respectively, as compared to the same period in 2013. The increase during the was primarily due to the \$4.1 million impairment charges related to the Grid business described earlier, partly offset by minor cost savings in routine expenses. Our operating expenses decreased by 15.2% during the six months ended June 30, 2014 as compared to the same period in 2013 primarily due to reduced overall revenues in 2014, reflected in the lower outsider services costs, travel costs and project costs, combined with the impact of reduced compensation related expenses due to the reduced headcount from the 2013 restructuring action. Further, the impacts of the Finmek litigation charge and restructuring charges for the February 2013 restructuring action primarily caused the reductions between the two periods. This reduction was partly offset by the impairment charges booked during the second quarter of 2014.

Net loss attributable to Echelon Corporation Stockholders: We generated a net loss of \$8.6 million during the second quarter of 2014 compared to \$0.8 million during the same period in 2013. This increase in net loss was directly attributable to the \$9.8 million quarter-over-quarter decrease in net revenues and a 28.6% increase in operating expenses (primarily due to impairment charges booked in the quarter), partly offset by the improved margins as discussed above. Excluding the impact of non-cash stock-compensation charges, impairment charges and loss on writedown of assets, our net loss increased by approximately \$3.1 million in the second quarter of 2014 as compared to the same period in 2013. Our net loss increased by \$2.5 million during the six months ended June 30, 2014 as compared to the same period in 2013. This increase was primarily attributable to the reduced revenues and the impairment charges booked in 2014, partly offset by reduced litigation charges, reduced restructuring charges as well as reductions in routine operating expenses due to cost reduction measures taken in the past year and slightly improved margins. Excluding the impact of litigation charges, restructuring charges, loss on writedown of assets, impairment charges and non-cash stock-compensation charges incurred, our net loss increased by approximately \$4.3 million in the first six months of 2014 as compared to the same period in 2013.

Cash, cash equivalents, and short-term investments: During the first six months of 2014, our cash, cash equivalents, and short-term investment balance decreased by 11.3%, from 57.6 million at December 31, 2013 to \$51.1 million at June 30, 2014. This decrease was primarily the result of operational losses incurred year to date and cash used for principal payments on our lease financing obligations during 2014.

**CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Our discussion and analysis of our financial condition and results of operations is based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. Note 1, "Significant Accounting Policies" of Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2013, which we filed with the Securities and Exchange Commission in March 2014, describes the significant accounting policies and methods used in the preparation of our consolidated financial statements. The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to our revenues, stock-based compensation, allowance for doubtful accounts, inventories, and commitments and contingencies. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions.

During the three and six months ended June 30, 2014, there were no material changes to our critical accounting policies or in the matters for which we make critical accounting estimates in the preparation of our condensed consolidated financial statements as compared to those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2013.



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## RESULTS OF OPERATIONS

The following table reflects the percentage of total revenues represented by each item in our Condensed Consolidated Statements of Operations for the three and six months ended June 30, 2014 and 2013:

	Three Months Ended		Six Months Ended		
	June 30, 2014	2013	June 30, 2014	2013	
Revenues:					
Product	94.5	% 97.5	% 92.4	% 96.9	%
Service	5.5	2.5	7.6	3.1	
Total revenues	100.0	100.0	100.0	100.0	
Cost of revenues:					
Cost of product	47.0	50.6	48.2	51.3	
Cost of service	3.0	1.3	2.6	1.3	
Total cost of revenues	50.0	51.9	50.8	52.6	
Gross profit	50.0	48.1	49.2	47.4	
Operating expenses:					
Product development	29.2	20.6	28.8	23.7	
Sales and marketing	25.7	16.2	22.9	17.0	
General and administrative	23.8	13.0	22.4	14.2	
Goodwill impairment charges	22.5	—	10.3	—	
Loss on write down of property, equipment and other	4.6	—	2.1	—	
Litigation charges	—	—	—	6.9	
Restructuring charges	—	—	—	5.0	
Total operating expenses	105.8	49.8	86.5	66.9	
Loss from operations	(55.8	) (1.7	) (37.3	) (19.5	)
Interest and other (expense) income, net	(0.5	) (0.7	) (0.2	) 0.3	
Interest expense on lease financing obligations	(1.9	) (1.2	) (1.7	) (1.3	)
Loss before provision for income taxes	(58.2	) (3.6	) (39.2	) (20.5	)
Income tax expense	0.7	0.4	0.2	0.3	
Net loss	(58.9	)% (4.0	)% (39.4	)% (20.8	)%
Net loss attributable to noncontrolling interest	1.6	% 0.7	% 1.1	% 0.7	%
Net loss attributable to Echelon Corporation stockholders	(57.3	)% (3.3	)% (38.3	)% (20.1	)%

## Revenues

## Total revenues

(Dollars in thousands)	Three Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change
	June 30, 2014	June 30, 2013		
Total revenues	\$15,039	\$24,836	\$ (9,797	) (39.4
			)	)%
(Dollars in thousands)	Six Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change
	June 30, 2014	June 30, 2013		

Total revenues	\$32,830	\$50,018	\$(17,188 )	(34.4 )%
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The \$9.8 million decrease in total revenues for the quarter ended June 30, 2014 as compared to the same period in 2013 was primarily due to a \$7.4 million, or 55%, decrease in sales of our Grid products and services and a \$2.4 million, or 21%, decrease in net revenues from our IIoT products, including sales to Enel. The \$17.2 million decrease in total revenues for the six months ended June 30, 2014 as compared to the same period in 2013 was primarily the result of a \$13.9 million decrease in Grid revenues and a \$3.3 million decrease in IIoT revenues.

## Grid revenues

(Dollars in thousands)	Three Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change
	June 30, 2014	June 30, 2013		
Grid revenues	\$6,058	\$13,439	\$(7,381 )	(54.9 )%

  

(Dollars in thousands)	Six Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change
	June 30, 2014	June 30, 2013		
Grid revenues	\$12,925	\$26,857	\$(13,932 )	(51.9)%

During the three and six months ended June 30, 2014 and 2013, our Grid revenues were derived primarily from a relatively small number of customers who have undertaken large-scale deployments of our NES System products. These deployments generally come to fruition after an extended and complex sales process, and each is relatively substantial in terms of its revenue potential. They vary significantly from one another in terms of, among other things, the overall size of the deployment, the duration of time over which the products will be sold, the mix of products being sold, the timing of delivery of those products, and the ability to modify the timing or size of those projects. This relative uniqueness among each deployment results in significant variability and unpredictability in our Grid revenues. Further, Grid revenues also include sales of data concentrators and related services to Enel, from time to time. Excluding sales of products and services to Enel, which are discussed more fully below, Grid revenues decreased during the three and six months ended June 30, 2014 as compared to the same periods in 2013, by \$5.1 million and \$11.7 million, or 46% and 48%, respectively. This was primarily due to an overall decrease in the level of large-scale deployments of our NES system products in Finland, Austria and the United States, partly offset by sales to a customer in Germany. In addition to the above reasons, for the six month period, the decrease in revenues was partly offset by an increase in revenues due to sales to a customer in Puerto Rico and unusually high service revenues. We do not expect the unusually high maintenance revenues to repeat in the future and anticipate that the service revenues for future quarters will return to more normal levels.

Our ability to recognize revenue for our Grid products depends on several factors, including, but not limited to, the impact on delivery dates of any modifications to existing shipment schedules included in the contracts that have been awarded to us thus far, and in some cases, certain contractual provisions, such as customer acceptance. For arrangements that contain contractual acceptance provisions, revenue recognition may be delayed until acceptance by the customer or the acceptance provisions lapse unless we can objectively demonstrate that the contractual acceptance criteria have been satisfied, which is generally accomplished by establishing a history of acceptance for the same or similar products.

Our Grid revenues have historically been concentrated with a relatively few customers. During the years ended December 31, 2013, 2012 and 2011 approximately 75.1%, 86.3% and 94.2%, respectively, of our Grid revenues were attributable to four customers. We expect that future Grid revenues will continue to be concentrated among a limited number of customers, until we cease operations.





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## IIoT revenues

(Dollars in thousands)	Three Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change
	June 30, 2014	June 30, 2013		
IIoT revenues	\$8,981	\$11,397	\$(2,416 )	(21.2 )%
	Six Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change
(Dollars in thousands)	June 30, 2014	June 30, 2013		
IIoT revenues	\$19,905	\$23,161	\$(3,256 )	(14.1)%

Our IIoT revenues are primarily comprised of sales of our hardware products, and to a lesser extent, revenues we generate from sales of our software products and from our customer support and training offerings. Included in these totals are metering kits sold to Enel.

Excluding sales of metering kits to Enel, which are discussed more fully below, our IIoT revenues decreased by \$920,000 and \$1.4 million, or 10% and 7%, respectively, during the three and six months ended June 30, 2014, as compared to the same period in 2013. This decrease was primarily due to a decreases in sales made in the EMEA and Asia- Pacific regions, and in the Americas as well for the six month period only. Within the IIoT family of products, the decrease was driven primarily from decreased sales of our control and connectivity products.

Our future IIoT revenues will also be subject to further fluctuations in the exchange rates between the United States dollar and the foreign currencies in which we sell these products and services. In general, if the dollar were to weaken against these currencies, our revenues from those foreign currency sales, when translated into United States dollars, would increase. Conversely, if the dollar were to strengthen against these currencies, our revenues from those foreign currency sales, when translated into United States dollars, would decrease. The extent of this exchange rate fluctuation increase or decrease will depend on the amount of sales conducted in these currencies and the magnitude of the exchange rate fluctuation from year to year. The portion of our IIoT revenues conducted in currencies other than the United States dollar, principally the Japanese Yen, was about 4.5% for the six months ended June 30, 2014 and 7.0% for the same period in 2013. To date, we have not hedged any of these foreign currency risks. We do not currently expect that, during 2014, the amount of our IIoT revenues conducted in these foreign currencies will fluctuate significantly from prior year levels. Given the historical and expected future level of sales made in foreign currencies, we do not currently plan to hedge against these currency rate fluctuations. However, if the portion of our revenues conducted in foreign currencies were to grow significantly, we would re-evaluate these exposures and, if necessary, enter into hedging arrangements to help minimize these risks.

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## Enel project revenues (included in Grid and IIoT)

(Dollars in thousands)	Three Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change
	June 30, 2014	June 30, 2013		
Enel Grid revenues	\$112	\$2,376	\$(2,264 )	(95.3 )%
Enel IIoT revenues	\$315	\$1,811	\$(1,496 )	(82.6 )%
Total Enel revenues	\$427	\$4,187	\$(3,760 )	(89.8 )%

(Dollars in thousands)	Six Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change
	June 30, 2014	June 30, 2013		
Enel Grid revenues	\$112	\$2,376	\$(2,264 )	(95.3 )%
Enel IIoT revenues	\$1,864	\$3,701	\$(1,837 )	(49.6 )%
Total Enel revenues	\$1,976	\$6,077	\$(4,101 )	(67.5 )%

In October 2006, we entered into two agreements with Enel, a development and supply agreement and a software enhancement agreement. Under the development and supply agreement, Enel is purchasing additional metering kit and data concentrator products from us. Under the software enhancement agreement, we are providing software enhancements to Enel for use in its Contatore Elettronico system. Enel Project revenues recognized during the three and six months ended June 30, 2014 and 2013, related primarily to shipments of metering kits under the development and supply agreement. Further, in the second quarter of 2013, we shipped data concentrators, which contributed to the decrease in Grid revenues in the three and six month periods in 2014 when compared to 2013. This reduction in Grid revenues for the three and six month periods in 2014 was partly offset by service revenues as the software enhancement agreement was renewed in June 2014. The development and supply agreement expires in December 2015, although delivery of products and services can extend beyond those dates and the agreements may be extended under certain circumstances.

We sell our products to Enel and its designated manufacturers in U.S. dollars. Therefore, the associated revenues are not subject to foreign currency risks.

## Gross Profit and Gross Margin

(Dollars in thousands)	Three Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change
	June 30, 2014	June 30, 2013		
Gross Profit	\$7,520	\$11,955	\$(4,435 )	(37.1 )%
Gross Margin	50.0%	48.1%	N/A	1.9

(Dollars in thousands)	Six Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change
	June 30, 2014	June 30, 2013		
Gross Profit	\$16,167	\$23,731	\$(7,564 )	(31.9 )%
Gross Margin	49.2%	47.4%	NA	1.8



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Gross profit is equal to revenues less cost of goods sold. Cost of goods sold for product revenues includes direct costs associated with the purchase of components, subassemblies, and finished goods, as well as indirect costs such as allocated labor and overhead; costs associated with the packaging, preparation, and shipment of products; and charges related to warranty and excess and obsolete inventory reserves. Cost of goods sold for service revenues consists of employee-related costs such as salaries and fringe benefits as well as other direct and indirect costs incurred in providing training, customer support, and custom software development services. Gross margin is equal to gross profit divided by revenues.

Our gross margins increased by 1.9 and by 1.8 percentage points for the three and six months ended June 30, 2014, respectively, as compared to the same periods in 2013. The increase was primarily due to more of our 2014 sales being attributable to the higher margin IIoT sales, combined with a minor improvement in IIoT gross margins year over year as well as reduced overhead due to improved inventory management. The higher margin IIoT revenues (excluding those made to Enel) comprise approximately 58% and 55% of total revenues for the three and six months ended June 30, 2014, respectively, compared to approximately 39% of total revenues for the same periods in 2013. Also, for the six month period, increased service revenues from Grid customers, which typically generate higher gross margins for us than do product revenues contributed to the increased gross margins. Further, margins improved due to headcount and spending reductions in operations. These increases were partially offset by increases in reserves for excess and obsolete inventory. We do not expect any continued impact, similar to that from the increased service revenues mentioned above, in the future and anticipate that the gross margins for future quarters will be driven by the mix of segment products and services sold.

Our future gross margins will continue to be affected by several factors, including, but not limited to: overall revenue levels, changes in the mix of products sold, periodic charges related to excess and obsolete inventories, warranty expenses, introductions of cost reduced versions of our Grid and IIoT products, changes in the average selling prices of the products we sell, purchase price variances, unexpected increases in demand which could impact our ability to supply our customers in a timely manner due to reduced inventory levels, and fluctuations in the level of indirect overhead spending that is capitalized in inventory. In addition, the impact of foreign exchange rate fluctuations and labor rates may affect our gross margins in the future. We currently outsource the manufacturing of most of our products requiring assembly to CEMs located primarily in China. To the extent labor rates were to rise further, or to the extent the U.S. dollar were to weaken against the Chinese currency, or other currencies used by our CEMs, our costs for the products they manufacture could rise, which would negatively affect our gross margins. Lastly, many of our products, particularly our Grid products, contain significant amounts of certain commodities, such as silver, copper, and cobalt. Prices for these commodities have been volatile, which in turn have caused fluctuations in the prices we pay for the products in which they are incorporated.

## Operating Expenses

## Product Development

(Dollars in thousands)	Three Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change
	June 30, 2014	June 30, 2013		
Product Development	\$4,397	\$5,122	\$(725 )	(14.2 )%
	Six Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change
(Dollars in thousands)	June 30, 2014	June 30, 2013		
Product Development	\$9,470	\$11,866	\$(2,396 )	(20.2 )%

Product development expenses consist primarily of payroll and related expenses for development personnel, facility costs, expensed material, fees paid to third party service providers, depreciation and amortization, and other costs associated with the development of new technologies and products.

Our product development expenses decreased during the three and six months ended June 30, 2014 as compared to the same period in 2013. These decreases were primarily due to reduced compensation costs from lower headcount due to the 2013 restructuring, and the consequential impact on the allocated costs to the product development organization, as well as reduced outside service costs.

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## Sales and Marketing

(Dollars in thousands)	Three Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change
	June 30, 2014	June 30, 2013		
Sales and Marketing	\$3,864	\$4,020	\$(156 )	(3.9 )%

(Dollars in thousands)	Six Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change
	June 30, 2014	June 30, 2013		
Sales and Marketing	\$7,506	\$8,513	\$(1,007 )	(11.8 )%

## Sales and Marketing

Sales and marketing expenses consist primarily of payroll, commissions, and related expenses for sales and marketing personnel, travel and entertainment, facilities costs, advertising and product promotion, and other costs associated with our sales and marketing activities.

The decrease in sales and marketing expenses during the three and six months ended June 30, 2014 as compared to the same periods in 2013 was driven primarily by lower compensation costs due to the 2013 restructuring and lower travel and entertainment expenses.

## General and Administrative

(Dollars in thousands)	Three Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change
	June 30, 2014	June 30, 2013		
General and Administrative	\$3,580	\$3,234	\$346	10.7 %

(Dollars in thousands)	Six Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change
	June 30, 2014	June 30, 2013		
General and Administrative	\$7,350	\$7,120	\$230	3.2 %

## General and Administrative

General and administrative expenses consist primarily of payroll and related expenses for executive, finance, and administrative personnel, professional fees for legal and accounting services rendered to the company, facility costs, insurance, and other general corporate expenses.

General and administrative expenses increased marginally for the three and six months ended June 30, 2014 as compared to the same periods in 2013. This increase was driven primarily by slightly higher stock compensation charges.

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## Goodwill impairment Charges

(Dollars in thousands)	Three Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change	
	June 30, 2014	June 30, 2013			
Goodwill impairment charges	\$3,388	\$—	\$3,388	100.0	%
	Six Months Ended				
(Dollars in thousands)	June 30, 2014	June 30, 2013	2014 over 2013 \$ Change	2014 over 2013 % Change	
Goodwill impairment charges	\$3,388	\$—	\$3,388	100.0	%

In the second quarter of 2014, as part of the Company's review of goodwill as discussed above, an impairment charge of \$3.4 million was recorded on the goodwill for the Grid business to reduce the carrying value to the implied fair value of zero. The impairment was attributable to a combination of factors, including continued weakness and increased uncertainty in the Grid market; changes in the extent and manner of use of the unit's long-lived assets; and changes in our long-term strategy for the Grid business.

## Loss on Write Down of Property, Equipment and Other

(Dollars in thousands)	Three Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change	
	June 30, 2014	June 30, 2013			
Loss on write down of property, equipment and other	\$687	\$—	\$687	100.0	%
	Six Months Ended				
(Dollars in thousands)	June 30, 2014	June 30, 2013	2014 over 2013 \$ Change	2014 over 2013 % Change	
Loss on write down of property, equipment and other	\$687	\$—	\$687	100.0	%

In the second quarter of 2014, as part of the Company's review of the realizability of long-lived assets, a loss on the write down of assets of \$687,000 was recorded for the Grid business to reduce the carrying value to the implied residual value of \$678,000. The impairment was attributable to factors discussed above .

## Litigation Charges

(Dollars in thousands)	Three Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change	
	June 30, 2014	June 30, 2013			
Litigation Charges	\$—	\$—	\$—	—	%
	Six Months Ended				
(Dollars in thousands)	June 30, 2014	June 30, 2013	2014 over 2013 \$	2014 over 2013 %	



			Change	Change	
Litigation Charges	\$—	\$3,452	\$(3,452 )	(100.0 )%	

To avoid any possibility of an adverse ruling against us in relation to the Finmek litigation, as well as to limit administrative inconvenience and curtail litigation costs, we reached an agreement with respect to a tentative financial settlement of \$3.5 million and recognized a charge for this amount in the first quarter of 2013. This settlement was formalized and became effective in the fourth quarter of 2013, to be paid in two substantially equal installments, one in the fourth quarter

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of 2013 and the other in the fourth quarter of 2014. We did not admit that the Italian claw back law applied as part of this settlement.

## Restructuring Charges

(Dollars in thousands)	Three Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change	
	June 30, 2014	June 30, 2013			
Restructuring Charges	\$—	\$—	\$—	—	%

(Dollars in thousands)	Six Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change	
	June 30, 2014	June 30, 2013			
Restructuring Charges	\$—	\$2,522	\$(2,522)	(100.0)	%

On February 12, 2013, the Company undertook restructuring actions affecting 43 employees to be terminated between February 2013 and December 31, 2013, as part of an overall plan to reshape the Company for the future. In connection with this restructuring, the Company recorded restructuring charges of \$2.5 million related to termination benefits for these personnel during the six months ended June 30, 2013.

On August 6, 2014, the Company announced its decision to strategically scale back the Grid business significantly to support existing commitments only, unless the Company is able to find a buyer for the business in the very near-term. In conjunction with this action, the Company expects to incur significant severance and other related restructuring costs, which are expected to include cash costs as well as charges or credits related to stock-based compensation expense, and may include facilities, lease termination, asset impairment and other charges. The Company expects to recognize these charges in the quarter ending September 30, 2014.

## Interest and Other Income (Expense), Net

(Dollars in thousands)	Three Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change	
	June 30, 2014	June 30, 2013			
Interest and Other Income (Expense), Net	\$(70)	\$(164)	\$94	(57.3)	%

(Dollars in thousands)	Six Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change	
	June 30, 2014	June 30, 2013			
Interest and Other Income (Expense), Net	\$(59)	\$120	\$(179)	(149.2)	%

Interest and other expense, net primarily reflects interest earned by our company on cash and short-term investment balances as well as foreign exchange translation gains and losses related to short-term intercompany balances. Interest and other expense, net decreased by \$94,000 during the quarter ended June 30, 2014 as compared to the same period in 2013. This decrease was primarily attributable to the fact that, during the second quarter of 2014, we recognized approximately \$90,000 of foreign currency translation losses, whereas in the second quarter of 2013, we recognized foreign currency translation losses of approximately \$197,000. Interest and other expense, net increased by \$179,000 during the six months ended June 30, 2014 as compared to the same period in 2013. This increase was primarily attributable to the fact that, during the first six months of 2014, we recognized approximately \$110,000 of

foreign currency translation losses, whereas for the same period in 2013, we recognized foreign currency translation gains of approximately \$66,000. These fluctuations are attributable to our foreign currency denominated short-term intercompany balances. We account for translation gains and

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losses associated with these balances by reflecting these amounts as either other income or loss in our condensed consolidated statements of operations. During periods when the U.S. dollar weakens in value against these foreign currencies, the associated translation losses negatively impact other income. Conversely, when the U.S. dollar strengthens, the resulting translation gains favorably impact other income.

We do not currently anticipate interest income on our investment portfolio will improve during 2014 as we expect interest rates to remain historically low. Future gains or losses associated with translating our foreign currency denominated short-term intercompany balances will depend on exchange rates in effect at the time of translation.

## Interest Expense on Lease Financing Obligations

(Dollars in thousands)	Three Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change
	June 30, 2014	June 30, 2013		
Interest Expense on Lease Financing Obligations	\$280	\$312	\$(32 )	(10.3 )%
	Six Months Ended			
(Dollars in thousands)	June 30, 2014	June 30, 2013	2014 over 2013 \$ Change	2014 over 2013 % Change
Interest Expense on Lease Financing Obligations	\$568	\$633	\$(65 )	(10.3 )%

The monthly rent payments we make to our lessor under the lease agreements for our San Jose headquarters site are recorded in our financial statements partially as land lease expense, with the remainder being allocated to principal and interest on the financing liability. "Interest expense on lease financing obligations" reflects the portion of our monthly lease payments that is allocated to interest expense.

Interest expense on lease financing obligations decreased by \$32,000 and \$65,000 during the three and six month periods ended June 30, 2014 as compared to the same periods in 2013, respectively, which was a result of the nature of this expense. As with any amortizing fixed rate loan, payments made earlier in the term of the loan are comprised primarily of interest expense with little being allocated to principal repayment. Payments made later in the term of the loan, however, have an increasing proportion of principal repayment, with less being attributable to interest expense. Accordingly, as we continue to make payments in accordance with our lease obligation, we expect a higher proportion of the payments we make in the future will be allocated to principal repayment and less will be allocated to interest expense.

## Income Tax Expense

(Dollars in thousands)	Three Months Ended		2014 over 2013 \$ Change	2014 over 2013 % Change
	June 30, 2014	June 30, 2013		
Income Tax Expense	\$106	\$106	\$—	— %
	Six Months Ended			
(Dollars in thousands)	June 30, 2014	June 30, 2013	2014 over 2013 \$ Change	2014 over 2013 % Change
Income Tax Expense	\$81	\$143	\$(62 )	(43.4 )%



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The income tax (benefit)/ expense for the three and six months ended June 30, 2014 was \$106,000 and \$81,000, compared to \$106,000 and \$143,000 for the same periods in 2013, respectively. The difference between the statutory rate and our effective tax rate is primarily due to the impact of foreign taxes, changes in the valuation allowance on deferred tax assets, and changes in the accruals related to unrecognized tax benefits.

## Segment Information

(Dollars in thousands)	Three Months Ended		2014 over 2013 \$	2014 over 2013 %	
	June 30, 2014	June 30, 2013			
Segment Contribution					
Grid	\$(1,840 )	\$(209 )	\$(1,631 )	780.4	%
IIoT	\$1,231	\$3,000	\$(1,769 )	(59.0)	)%
	Six Months Ended		2014 over 2013 \$	2014 over 2013 %	
(Dollars in thousands)	June 30, 2014	June 30, 2013			
Segment Contribution					
Grid	\$(3,944 )	\$(1,578 )	\$(2,366 )	149.9	%
IIoT	\$3,951	\$6,064	\$(2,113 )	(34.8)	)%

Note: For discussion related to segment revenues, refer to discussion in revenues section above.

The Grid contribution for the three and six months ended June 30, 2014 as compared to the same periods in 2013 reduced primarily due to reduction in Grid revenues, combined with some marginal increases in provisions for excess and obsolete inventory, partially offset by the reduced operating expenses in line with reduced activity.

The IIoT contribution for the three and six months ended June 30, 2014 as compared to the same periods in 2013 reduced primarily due to reduced IIoT revenues for reasons mentioned above.

**OFF-BALANCE-SHEET ARRANGEMENTS AND OTHER CONTRACTUAL OBLIGATIONS**

**Off-Balance-Sheet Arrangements.** We have not entered into any transactions with unconsolidated entities whereby we have financial guarantees, subordinated retained interests, derivative instruments, or other contingent arrangements that expose our company to material continuing risks, contingent liabilities, or any other obligation under a variable interest in an unconsolidated entity that provides financing, liquidity, market risk, or credit risk support to us.

**Lease Commitments.** In December 1999, we entered into a lease agreement with a real estate developer for our existing corporate headquarters in San Jose, California. In October 2000, we entered into a third lease agreement with the same real estate developer for an additional building at our headquarters site. These leases were scheduled to expire in 2011 and 2013, respectively.

Effective June 2008, the building leases were amended resulting in an extension of the lease term for both buildings through March 2020. The extended leases require minimum lease payments through March 2020 totaling approximately \$48.9 million. Both leases permit us to exercise an option to extend the respective lease for two sequential five-year terms.

In addition, we lease facilities under operating leases for our sales, marketing, and product development personnel located elsewhere within the United States and in eleven foreign countries throughout Europe and Asia, including a land lease for accounting purposes associated with our corporate headquarters facilities. These operating leases expire on various dates through 2020, and in some instances are cancelable with advance notice. Lastly, we also lease certain equipment and, for some of our sales personnel, automobiles. These operating leases are generally less than five years in duration.



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**Purchase Commitments.** We utilize several contract manufacturers who manufacture and test our products requiring assembly. These contract manufacturers acquire components and build product based on demand information supplied by us in the form of purchase orders and demand forecasts. These purchase orders and demand forecasts generally cover periods up to twelve months, and in rare cases, up to eighteen months. We also obtain individual components for our products from a wide variety of individual suppliers. We generally acquire these components through the issuance of purchase orders, and in some cases through demand forecasts, both of which cover periods up to twelve months.

We also utilize purchase orders when procuring capital equipment, supplies, and services necessary for our day-to-day operations. These purchase orders generally cover periods ranging up to twelve months, but in some instances cover a longer duration.

**Indemnifications.** In the normal course of business, we provide indemnifications of varying scope to customers against claims of intellectual property infringement made by third parties arising from the use of our products. Historically, costs related to these indemnification provisions have not been significant. However, we are unable to estimate the maximum potential impact of these indemnification provisions on our future results of operations. As permitted under Delaware law, we have agreements whereby we indemnify our officers and directors for certain events or occurrences while the officer or director is, or was serving, at our request in such capacity. The indemnification period covers all pertinent events and occurrences during the officer's or director's lifetime. The maximum potential amount of future payments we could be required to make under these indemnification agreements is unlimited; however, we have director and officer insurance coverage that would enable us to recover a portion of any future amounts paid. We believe the estimated fair value of these indemnification agreements in excess of the applicable insurance coverage is minimal.

**Royalties.** We have certain royalty commitments associated with the shipment and licensing of certain products. Royalty expense is generally based on a U.S. dollar amount per unit shipped or a percentage of the underlying revenue. Royalty expense, which was recorded as cost of products revenue in our condensed consolidated statements of operations, was approximately \$156,000 and \$276,000 during the three and six months ended June 30, 2014, and \$97,000 and \$224,000 for the same periods in 2013.

We will continue to be obligated for royalty payments in the future associated with the shipment and licensing of certain of our products. While we are currently unable to estimate the maximum amount of these future royalties, such amounts will continue to be dependent on the number of units shipped or the amount of revenue generated from these products.

**Taxes.** We conduct our operations in many tax jurisdictions throughout the world. In many of these jurisdictions, non-income based taxes such as property taxes, sales and use taxes, and value-added taxes are assessed on Echelon's operations in that particular location. While we strive to ensure compliance with these various non-income based tax filing requirements, there have been instances where potential non-compliance exposures have been identified. In accordance with generally accepted accounting principles, we make a provision for these exposures when it is both probable that a liability has been incurred and the amount of the exposure can be reasonably estimated. To date, such provisions have been immaterial, and we believe that, as of June 30, 2014, we have adequately provided for such contingencies. However, it is possible that our results of operations, cash flows, and financial position could be harmed if one or more non-compliance tax exposures are asserted by any of the jurisdictions where we conduct our operations.

**Legal Actions.** In April 2009, the Company received notice that the receiver for two companies that filed for the Italian law equivalent of bankruptcy protection in May 2004, Finmek Manufacturing SpA and Finmek Access SpA (collectively, the "Finmek Companies"), had filed a lawsuit under an Italian "claw back" law in Padua, Italy against Echelon, seeking the return of approximately \$16.7 million in payments received by Echelon in the ordinary course of business for components we sold to the Finmek Companies prior to the bankruptcy filing. The Finmek Companies were among Enel's third party meter manufacturers, and from time to time through January 2004, we sold components to the Finmek Companies that were incorporated into the electricity meters that were manufactured by the Finmek Companies and sold to Enel SpA for the Enel Project. We believed that the Italian claw back law was not applicable to our transactions with the Finmek Companies, and the claims of the Finmek Companies' receiver were without merit.



However, it was brought to our attention that a substantial percentage of claw back cases reviewed by the local courts, which are located in the jurisdiction in which the Finmek Companies were headquartered, were being decided in favor of the Finmek Companies. To avoid any possibility of an adverse ruling against us, as well as to limit administrative inconvenience and curtail litigation costs, in April 2013, with the consent of our Board of Directors, we decided to settle this matter. We reached an agreement with respect to a financial settlement of \$3.5 million and recognized a charge for this amount in the first quarter of 2013. This settlement was formalized and became effective in the fourth quarter of 2013, to be paid in two substantially equal installments, one in the fourth quarter of 2013 and

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the other in the fourth quarter of 2014. We did not admit that the Italian claw back law applied to its circumstances as part of this settlement.

From time to time, in the ordinary course of business, we are subject to legal proceedings, claims, investigations, and other proceedings, including claims of alleged infringement of third-party patents and other intellectual property rights, and commercial, employment, and other matters. In accordance with generally accepted accounting principles, we make a provision for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel, and other information and events pertaining to a particular case. While we believe we have adequately provided for such contingencies as of June 30, 2014, it is possible that our results of operations, cash flows, and financial position could be harmed by the resolution of any such outstanding claims.

**LIQUIDITY AND CAPITAL RESOURCES**

Since our inception, we have financed our operations and met our capital expenditure requirements primarily from the sale of preferred stock and common stock. From inception through June 30, 2014, we raised \$295.0 million from the sale of preferred stock and common stock, including the exercise of stock options and warrants from our employees and directors.

The following table presents selected financial information as of June 30, 2014, and for each of the last three fiscal years (dollars in thousands):

	June 30, 2014	December 31, 2013	2012	2011
Cash, cash equivalents, and short-term investments*	\$51,127	\$57,635	\$61,855	\$58,656
Trade accounts receivable, net	8,260	10,522	15,725	35,215
Working capital	49,180	57,090	72,661	74,922
Stockholders' equity	56,040	67,977	83,795	89,108

\* As of June 30, 2014, includes \$6.3 million of restricted cash presented separately on condensed consolidated balance sheet

As of June 30, 2014, we had \$51.1 million in cash, cash equivalents, restricted cash and short-term investments, a decrease of \$6.5 million as compared to December 31, 2013. Historically, our primary source of cash, other than stock sales, has been receipts from revenue, and to a lesser extent, proceeds from the exercise of stock options by our employees and directors, and the exercise of warrants. Our primary uses of cash have been cost of product revenue, payroll (salaries, commissions, bonuses, and benefits), general operating expenses (costs associated with our offices such as rent, utilities, and maintenance; fees paid to third party service providers such as consultants, accountants, and attorneys; travel and entertainment; equipment and supplies; advertising; and other miscellaneous expenses), acquisitions, capital expenditures, and purchases under our stock repurchase programs.

Cash flows from operating activities. Cash flows from operating activities have historically been driven by net income (loss) levels; adjustments for non-cash charges such as stock-based compensation; depreciation and amortization; changes in accrued investment income; and fluctuations in operating asset and liability balances. Net cash used in operating activities was \$4.7 million for the six months ended June 30, 2014, an increase in cash outflows of approximately \$4.6 million as compared to the same period in 2013. During the six months ended June 30, 2014, net cash used in operating activities was primarily the result of our net loss of \$12.9 million, partially offset by our non-cash impairment charges of \$4.1 million, depreciation and amortization expense of \$1.8 million, stock-based compensation expenses of \$1.3 million, and changes in operating assets and liabilities of \$966,000. The primary components of the \$966,000 net change in our operating assets and liabilities were a \$2.2 million decrease in accounts receivable, \$824,000 decrease in inventories, a \$402,000 increase in deferred revenues and a \$167,000 decrease in other current assets, partially offset by a \$1.7 million decrease in accrued liabilities and a \$1.0 million decrease in accounts payable. Accounts receivable decreased primarily as a result of the timing of collections and revenues in the first six months of 2014 as compared to the same period in 2013, and lower overall revenues between the two periods.

Inventories decreased primarily in accordance with the Company's plan to manage its inventory positions commensurate with the business of each segment, as well as overall reduced business activity. Deferred revenues increased due primarily to increased sales of annual maintenance revenues to Grid customers. Other current assets decreased primarily due to amortization of existing prepaid expenses. Accounts payable decreased due to timing of receipt of certain large invoices, which are to be paid in the second quarter of 2014. Accrued liabilities decreased primarily due to the payment of compensation costs that were accrued as of December 31, 2013.

Net cash used in operating activities was \$54,000 for the six months ended June 30, 2013. During the six months ended June 30, 2013, net cash used in operating activities was primarily the result of our net loss of \$10.4 million, partially

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offset by our stock-based compensation expenses of \$1.2 million, depreciation and amortization expense of \$2.1 million and changes in operating assets and liabilities of \$7.0 million. The primary components of the \$7.0 million net change in our operating assets and liabilities were a \$4.8 million decrease in inventories, a \$3.9 million increase in accrued liabilities, a \$978,000 increase in deferred revenues and a \$504,000 decrease in accounts receivable, partially offset by a \$2.4 million decrease in accounts payable, a \$498,000 increase in deferred cost of goods sold and an increase of \$304,000 in other current assets. Inventories decreased primarily in accordance with the Company's plan to manage its inventory positions better. Accrued liabilities increased primarily due to the accruals for the February 2013 restructuring charges and the tentative settlement of the Finmek litigation. Accounts receivable decreased primarily as a result of the timing of collections and revenues in the first six months of 2013 as compared to the same period in 2012, and lower overall revenues between the two periods. Deferred revenues increased due primarily to increased deferred revenues from sales to distributors of our IIoT products. Accounts payable decreased due to an overall reduction in the level of purchasing activity and timing of expenditures during the first six months of 2013. Deferred cost of goods sold increased in conjunction with the increase in IIoT deferred revenues mentioned above. Other current assets increased primarily due to accrual for unbilled receivables for sales made to Grid customers in Americas.

**Cash flows from investing activities.** Cash flows from investing activities have historically been driven by transactions involving our short-term investment portfolio, capital expenditures, changes in our long-term assets, and acquisitions. Net cash provided by investing activities was \$16.5 million for the six months ended June 30, 2014, an increase in cash inflows of \$17.1 million from the same period in 2013. During the six months ended June 30, 2014, net cash provided by investing activities was primarily the result of proceeds from maturities and sales of available-for-sale short-term investments of \$26.0 million, partially offset by the purchases of available-for-sale short-term investments of \$9.0 million and capital expenditures of \$400,000. Approximately \$6.3 million of the proceeds from above-mentioned sale are now held as restricted cash as of June 30, 2014, as discussed above. Net cash used in investing activities was \$526,000 for the six months ended June 30, 2013. During the six months ended June 30, 2013, net cash used in investing activities was primarily the result of the purchases of available-for-sale short-term investments of \$26.0 million and capital expenditures of \$542,000, partially offset by proceeds from maturities and sales of available-for-sale short-term investments of \$26.0 million.

**Cash flows from financing activities.** Cash flows from financing activities have historically been driven by the proceeds from issuance of common and preferred stock offset by transactions under our stock repurchase programs and principal payments on our lease financing obligations. Net cash used in financing activities was \$7.6 million for the six months ended June 30, 2014, an increase in cash outflows of \$6.3 million as compared to the same period in 2013. During the six months ended June 30, 2014, net cash used in financing activities was primarily the result of 6.3 million of restricted cash used as collateral for the line of credit, \$1.1 million in principal payments on our building lease financing obligations and \$262,000 worth of shares repurchased from employees for payment of employee taxes on vesting of performance shares partially offset by \$17,000 of proceeds from options exercised during the six months ended June 30, 2014. Net cash used in financing activities was \$1.3 million for the six months ended June 30, 2013. During the six months ended June 30, 2013, net cash used in financing activities was primarily the result of \$1.0 million in principal payments on our building lease financing obligations and \$263,000 worth of shares repurchased from employees for payment of employee taxes on vesting of performance shares.

As noted above, our cash and investments totaled \$51.1 million as of June 30, 2014. Of this amount, approximately 4% was held by our foreign subsidiaries. Our intent is to permanently reinvest a significant portion of our earnings from foreign operations, and current plans do not anticipate that we will need funds generated from foreign operations to fund our domestic operations. In the event funds from foreign operations are needed to fund operations in the United States and if U.S. tax has not already been previously provided, we would provide for and pay any additional U.S. taxes due in connection with repatriating these funds.

We use well-regarded investment managers to manage our invested cash. Our portfolio of investments managed by these investment managers is primarily composed of highly rated U.S. government securities, and to a lesser extent, money market funds. All investments are made according to guidelines and within compliance of policies approved by the Audit Committee of our Board of Directors.



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The Company maintains a \$5.0 million secured line of credit with its primary bank, which expires on July 1, 2015. The line of credit is secured by a collateral of first priority on \$6.3 million of the Company's cash placed in a separate account (presented as restricted cash in the condensed consolidated balance sheets). The line of credit contains certain financial covenants requiring the Company to maintain an overall minimum tangible net worth level and to maintain a minimum level of liquid assets. As of June 30, 2014, the Company was in compliance with these covenants. As of June 30, 2014, the Company's primary bank has issued, against the line of credit, one standby letter of credit totaling \$113,000. Other than issuing standby letters of credit, the Company has never drawn against the line of credit, nor have amounts ever been drawn against the standby letters of credit issued by the bank.

The Company reached an agreement with respect to a financial settlement of \$3.5 million related to Finmek litigation. This settlement was formalized and became effective in the fourth quarter of 2013, to be paid in two substantially equal installments, one in the fourth quarter of 2013 and the other in the fourth quarter of 2014.

In conjunction with the decision to exit the Grid business, the Company expects to incur significant severance and other related restructuring costs. The Company expects to pay these charges beginning in the quarter ending September 30, 2014.

In the future, our cash reserves may be used to strategically acquire or invest in other companies, products, or technologies that are complementary to our business. In addition, our combined cash, cash equivalents, and short-term investments balances could be negatively affected by various risks and uncertainties, including, but not limited to, the risks detailed in this Quarterly Report in the section titled "Factors That May Affect Future Results of Operations." For example, any continued weakening of economic conditions or changes in our planned cash outlay could negatively affect our existing cash reserves.

Based on our current business plan and revenue prospects, we believe that our existing cash reserves will be sufficient to meet our projected working capital and other cash requirements for at least the next twelve months. However, we currently expect that our combined cash, cash equivalent, and short-term investment balance will decline during the remainder of 2014. In the event that we require additional financing, such financing may not be available to us in the amounts or at the times that we require, or on acceptable terms. If we fail to obtain additional financing, when and if necessary, our business would be harmed.

**RELATED PARTY TRANSACTIONS**

In June 2000, we entered into a stock purchase agreement with Enel pursuant to which Enel purchased 3.0 million newly issued shares of our common stock for \$130.7 million. The closing of this stock purchase occurred on September 11, 2000. At the closing, Enel had agreed that it would not, except under limited circumstances, sell or otherwise transfer any of those shares for a specified time period. That time period expired September 11, 2003. To our knowledge, Enel has not disposed of any of its 3.0 million shares. Under the terms of the stock purchase agreement, Enel has the right to nominate a member of our board of directors. A representative of Enel served on our board until March 14, 2012; no Enel representative is presently serving on our board.

At the time the Company entered into the stock purchase agreement with Enel, it also entered into a research and development agreement with an affiliate of Enel (the "R&D Agreement"). Under the terms of the R&D Agreement, the Company cooperated with Enel to integrate its LONWORKS technology into Enel's remote metering management project in Italy, the Contatore Elettronico. The Company completed the sale of its components and products for the deployment phase of the Contatore Elettronico project during 2005. During 2006, the Company supplied Enel and its designated manufacturers with limited spare parts for the Contatore Elettronico system. In October 2006, the Company entered into a new development and supply agreement and a software enhancement agreement with Enel. Under the development and supply agreement, Enel and its contract manufacturers purchase additional electronic components and finished goods from the Company. Under the software enhancement agreement, the Company provides software enhancements to Enel for use in its Contatore Elettronico system. The software enhancement agreement, renewed in June 2014, expires in Dec 2014 and the development and supply agreement expires in December 2015, although delivery of products and services can extend beyond those dates and the agreements may be extended under certain circumstances.

For the three months ended June 30, 2014 and 2013, the Company recognized revenue from products and services sold to Enel and its designated manufacturers of approximately \$427,000 and \$4.2 million, respectively. For the six

months ended June 30, 2014 and 2013, the Company recognized revenue from products and services sold to Enel and its designated manufacturers of approximately \$1.9 million and \$6.1 million, respectively.

As of June 30, 2014 and December 31, 2013, \$112,000 and \$1.6 million, respectively, of the Company's total accounts receivable balance related to amounts owed by Enel and its designated manufacturers.

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RECENTLY ISSUED ACCOUNTING STANDARDS

There have been no new recent accounting pronouncements or changes in accounting pronouncements, other than those noted in Note 1 to the condensed consolidated financial statements, during the six months ended June 30, 2014, that are of significance, or potential significance, to our company.

FACTORS THAT MAY AFFECT FUTURE RESULTS OF OPERATIONS

Interested persons should carefully consider the risks described below in evaluating our company. Additional risks and uncertainties not presently known to us, or that we currently consider immaterial, may also impair our business operations. If any of the following risks actually occur, our business, financial condition or results of operations could be materially adversely affected. In that case, the trading price of our common stock would likely decline. Before deciding to purchase, hold or sell our common stock, you should carefully consider the risks described in this section. This section should be read in conjunction with the condensed consolidated financial statements and accompanying notes thereto, and Management's Discussion and Analysis of Financial Condition and Results of Operations included in this Quarterly Report on Form 10-Q.

There can be no guarantee that the IIoT market will develop as expected, or that we will be successful in pursuing opportunities in this market.

We currently intend to devote significant effort and resources to leverage our technology and develop and launch our platform to customers within the IIoT market. The IIoT market is an emerging, evolving and dynamic area with many potential players and undefined market opportunities. Our efforts to capitalize on these opportunities may not be successful in the near term, or at all. If the IIoT market does not materialize as anticipated, or if our product offerings are not accepted and utilized, we will have devoted a significant amount of time and resources without any return on our investment. This could cause us to suffer significant financial losses and could also have a negative impact on our reputation and results of operations, any of which would likely cause our stock price to decline.

Our recent decision to exit the Grid business could also have an impact on our IIoT business. For example, because we will now be substantially dependent on our IIoT business, customers and partners may be less willing to do business with us due to, among other things, perceived concerns regarding our liquidity and financial strength. At this time, it is impossible to predict the precise consequences of our exit from the Grid business on our IIoT business.

We are in the process of exiting the Grid business.

In August 2014, we announced a decision to strategically scale back the Grid business significantly to support existing commitments only, unless we are able to find a buyer for the business in the very near-term. In conjunction with this action, we expect to incur significant severance and other related restructuring costs, which are expected to include cash costs or credits related to stock-based compensation expense, and may include facilities, lease termination, asset impairment and other charges. We are not yet able to quantify the full amount of these costs.

As we exit the Grid business, we will become more dependent on our IIoT business. See "There can be no guarantee that the IIoT market will develop as expected, or that we will be successful in pursuing opportunities in this market" for additional information on the risks associated with the IIoT market.

Our exit from the Grid business will require substantial time and attention from our management team, which may distract them from their efforts on behalf of our IIoT business.

Our Grid revenues may not meet expectations, which could cause volatility in the price of our stock.

We and our partners sell our smart metering and distribution automation products to utilities. For several reasons, sales cycles with utility companies can be extended and unpredictable. Utilities generally have complex budgeting, purchasing, and regulatory processes that govern their capital spending, and their spending is likely to be adversely impacted by continuation of challenging economic conditions. In addition, in many instances, a utility may require one or more field trials of a smart grid system (such as one based on our NES Smart Grid System or our smart grid subsystem products) before moving to a volume deployment. There is also generally an extended development and integration effort required in order to incorporate a new technology into a utility's existing infrastructure. A number of other factors may also need to be addressed before the utility decides to engage in a full-scale deployment of our NES Smart Grid System, including:





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the continuing limited investment in the smart grid markets;

economic factors affecting the individual utility, in particular, and the area in which it operates, in general;

regulatory factors, including public utility commission or similar approvals as well as government mandates, the outcome and timing of which may be affected by matters unrelated to smart grid deployment; standards compliance; or internal utility requirements that may affect the smart metering system or the timing of its deployment;

the time it takes for utilities to evaluate multiple competing bids, negotiate terms, and award contracts for large scale metering system deployments;

the risk of cancellation during deployment due to regulatory, government and geopolitical changes;

the deployment schedule for projects undertaken by our utility or systems integrator customers; and

delays in installing, operating, and evaluating the results of a smart grid field trial that is based on our NES Smart Grid System.

As a result, we can often spend several years working either directly or through a reseller to make a sale to a utility. At the end of that lengthy sales process, particularly in view of increasing competition in the Smart Grid market and continuing economic challenges, there is no guarantee that we will be selected by the utility.

In addition, shipment of Grid products used in smart grid to a particular jurisdiction or customer is generally dependent on either obtaining regulatory approval for the NES meter or other products, including modifications to those products, from a third party for the relevant jurisdiction, or satisfying the customer's internal testing requirements, or both. Further, shipment of Grid products into some jurisdictions requires our contract manufacturers to pass certain tests and meet various standards related to the production of our NES meters. Failure to receive any such approval on a timely basis or at all, or failure to maintain any such approval, would have a material adverse impact on our ability to ship our Grid products, and would therefore have an adverse effect on our results of operations and our financial condition.

Once a utility decides to move forward with a large-scale deployment of a smart grid project that is based on our NES Smart Grid System, the timing of and our ability to recognize revenue on our Grid product shipments will depend on several factors. These factors, some of which may not be under our control, include shipment schedules that may be delayed or subject to modification, other contractual provisions, such as customer acceptance of all or any part of the NES Smart Grid System, our ability to manufacture and deliver quality products according to expected schedules, customer cancellation rights and customer financial standing.

In addition, the revenue recognition rules relating to products such as our NES Smart Grid System may also require us to defer some of our Grid revenues until certain conditions are met in a future period. For example, in 2011, we began shipping hardware products to a customer for which we had not yet delivered a final version of the related firmware.

As a result, we were not able to recognize the revenue associated with that hardware until two quarters later, when the firmware was delivered because payment for the hardware was contingent upon delivery of the firmware.

As a consequence of competition, generally long sales cycles, unpredictable delay factors and revenue recognition policies, our ability to accurately predict the amount of Grid revenues that we may expect to recognize in any given fiscal quarter is likely to be limited. As Grid revenues account for a substantial percentage of our overall revenues, we are likely to have increasing difficulty in projecting our overall financial results. Our inability to accurately forecast future revenues is likely to cause our stock price to be volatile.

Our recent decision to stop selling our Grid products to new customers will impact our Grid revenues going forward. Sales of our products may fail to meet our financial targets, which would harm our results of operations.

If we are unable to receive orders for, ship, and recognize revenue for our products in a timely manner and in line with our targets, our financial results will be harmed. We have invested and intend to continue to invest significant resources in the development and sales of our products, including our Grid products, such as our Smart Grid portfolio of products, and products for sale in the emerging IIoT market. Our long-term financial goals include expectations for a return on these investments, but we may or may not ever realize any return whatsoever on this investment of resources. To date the revenues generated from sales of these Grid products have not consistently yielded gross margins in line with our long term goals for this product line on a sustained basis. Our Grid products also continue to

experience downward pricing pressures due to intense competition. In addition, we have also experienced downward pricing pressures on our IIoT products for the Smart Grid, reducing our gross

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margins for those products. In recent times, we have noted that our market share in the IIoT business has reduced due to increased competition, reduced levels of investment in our LONWORKS product line, and pricing pressures faced around the world.

In order to achieve our financial targets, we must meet the following objectives:

• Increase acceptance of our products in our target markets in order to increase our revenues;

• Achieve acceptance of our products in the IIoT market;

• Increase gross margin from our Grid revenues by continuing to reduce the cost of manufacturing our Grid products, while at the same time managing manufacturing cost pressures associated with commodity prices and foreign exchange fluctuations;

• Manage our operating expenses to a reasonable percentage of revenues; and

• Manage the manufacturing transition to reduced-cost Grid products.

Even if we meet these objectives, there can be no assurance that we will meet our overall financial targets and objectives.

Because a significant portion of our operating expenses are fixed, if we cannot achieve our revenue targets, our use of cash balances would increase, our losses would increase, and/or we would be required to take additional actions necessary to reduce expenses. We cannot assure you that we will meet any or all of these objectives to the extent necessary to achieve our financial goals and, if we fail to achieve our goals, our results of operations are likely to be harmed.

Because the markets for our products are highly competitive, we may lose sales to our competitors, which would harm our revenues and results of operations.

Competition in our markets is intense and involves rapidly changing technologies, evolving industry standards, frequent new product introductions, rapid changes in customer or regulatory requirements, and localized market requirements. Competition in the Grid market has increased as the smart metering industry has faced very slow growth and ongoing consolidation, particularly in Europe. In each of our existing and new target markets, we compete with a wide array of manufacturers, vendors, strategic alliances, systems developers and other businesses.

The principal competitive factors that affect the markets for our products include the following:

• our ability to anticipate changes in customer or regulatory requirements and to develop, or improve our products to meet these requirements in a timely manner;

• the price and features of our products such as adaptability, scalability, functionality, ease of use, and the ability to integrate with other products;

• our product reputation, quality, performance, and conformance with established industry standards;

• our ability to expand our product line to address our customers' requirements;

• our ability to meet a customer's required delivery schedules;

• our customer service and support;

• warranties, indemnities, and other contractual terms; and

• customer relationships and market awareness.

Competitors for our Grid products include ESCO, Elster, Enel, GE, IBM, Iskraemeco, Itron, Kamstrup, Landis+Gyr (a subsidiary of Toshiba), Siemens, and Silver Spring Networks, which directly or through IT integrators such as IBM or telecommunications companies such as Telenor, offer metering systems that compete with our Grid offerings.

In the IIoT market, our competitors include some of the largest companies in the electronics industry, operating either alone or together with trade associations and partners. Key company competitors include companies such as Digi, STMicroelectronics, Maxim, Texas Instruments, and Siemens. Key industry standard and trade group competitors include BACnet, Konnex, DALI, DeviceNet, HART, Profibus, ZigBee, and the ZWave Alliance in the IIoT market, and DLMS in the Grid Modernization market. Each of these standards and/or alliances is backed by one or more competitors. For example, the



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ZigBee alliance includes over 300 member companies with promoter members, such as Ember, Emerson, Freescale, Itron, Kroger, Landis+Gyr (a subsidiary of Toshiba), Philips, Reliant Energy, Schneider Electric, STMicroelectronics, Tendril, and Texas Instruments.

Many of our competitors, alone or together with their trade associations and partners, have significantly greater financial, technical, marketing, service and other resources, significantly greater name recognition, and broader product offerings. In addition, the Grid market is experiencing a trend towards consolidation. As a result, these competitors may be able to devote greater resources to the development, marketing, and sale of their products, and may be able to respond more quickly to changes in customer requirements or product technology. If we are unable to compete effectively in any of the markets we serve, our revenues, results of operations, and financial position would be harmed, and we may be unable to continue operating in the Grid business.

We are dependent on our outsourcing arrangements.

We are dependent on third-party providers for the manufacturing of most of our products requiring assembly. We also rely on third parties, including our joint venture with Holley Metering in China, for portions of our development activities. Many of these third-party providers are located in markets that are subject to political risk, intellectual property misappropriation, corruption, infrastructure problems and natural disasters in addition to country specific privacy and data security risks, given current legal and regulatory environments. The failure of these service providers to meet their obligations and adequately deploy business continuity plans in the event of a crisis and/or the development of significant disagreements, natural or man-made disasters or other factors that materially disrupt our ongoing relationship with these providers could negatively affect our operations.

Because we depend on a limited number of key suppliers and in certain cases, a sole supplier, the failure of any key supplier to produce timely and compliant products could result in a failure to ship products, or could subject us to higher prices, which would harm our results of operations and financial position.

Our future success will depend significantly on our ability to timely manufacture our products cost effectively, in sufficient volumes, and in accordance with quality standards. For most of our products requiring assembly, we rely on a limited number of contract electronic manufacturers (CEMs), principally Jabil and Bel-Fuse (formerly TYCO).

These CEMs procure material and assemble, test, and inspect the final products to our specifications. This strategy involves certain risks, including reduced control over quality, costs, delivery schedules, availability of materials, components, finished products, and manufacturing yields. As a result of these and other risks, our CEMs could demand price increases for manufacturing our products. The Jabil and Bel-Fuse factories, where our products are manufactured, are located in China. The Chinese government maintains programs, whereby labor rates for the manufacture of our products will increase over time. In addition, our agreements with our CEMs make us responsible for components and subassemblies purchased by the CEMs when based on our forecasts or purchase orders.

Accordingly, we will be at risk for any excess and obsolete inventory purchased by our CEMs. Lastly, CEMs can experience turnover, instability, and lapses in manufacturing or component quality, exposing us to additional risks as well as missed commitments to our customers.

We also maintain manufacturing agreements with a limited number of semiconductor manufacturers for the production of key products. Echelon sources the FT 3100 family of transceivers from Cypress Semiconductor. Cypress also is the sole licensee, manufacturer and distributor for the Cypress Neuron, which is an important part of the LONWORKS portfolio. As a result, we or our customers may experience longer lead times and higher pricing for these parts, which could result in reduced orders for our products from these same customers. In addition, Cypress Semiconductor could decide to reduce or cease production of the Neuron chip in the future, at any time, with or without advance notice to us.

We sole source the PL 3100 family of powerline communication transceivers from STMicroelectronics' foundry. The FT 5000 free topology transceiver and the Neuron 5000 are sole sourced from the Taiwan Semiconductor Manufacturing Company (TSMC) foundry through our aggregator Open Silicon. In addition, we currently purchase several key products and components from sole or limited source suppliers with which we do not maintain signed agreements that would obligate them to supply to us on negotiated terms. Any sole source relationship could make us vulnerable to price increases, particularly where we do not maintain long-term supply agreements with the supplier, or

to supply disruptions that would result if the supplier issued an end of life notice with respect to a key product. We are continuing to review the impact that economic factors are having on our suppliers. Some of these suppliers are large, well-capitalized companies, while others are smaller and more highly leveraged. In order to mitigate these risks, we may take actions such as increasing our inventory levels and/or adding additional sources of supply. Such actions may increase our

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costs and increase the risk of excess and obsolete inventories. Even if we undertake such actions, there can be no assurance that we will be able to prevent any disruption in the supply of goods and services we receive from these suppliers.

We may also elect to change any of these key suppliers or to move manufacturing to our Chinese joint venture. As part of such a transition, we may be required to purchase certain raw material and in-process inventory from the existing supplier and resell it to the new source. In addition, if any of our key suppliers were to stop manufacturing our products or supplying us with our key components, it could be expensive and time consuming to find a replacement. Also, as our Grid business grows, we will be required to expand our business with our key suppliers or find additional sources of supply. There is no guarantee that we would be able to find acceptable alternative or additional sources. Additional risks that we face if we must transition between CEMs include:

- moving raw material, in-process inventory, and capital equipment between locations, some of which may be in different parts of the world;

- reestablishing acceptable manufacturing processes with a new work force; and

- exposure to excess or obsolete inventory held by contract manufacturers for use in our products.

The failure of any key manufacturer to produce a sufficient number of products on time, at agreed quality levels, and fully compliant with our product, assembly and test specifications could result in our failure to ship products, which would adversely affect our revenues and gross profit, and could result in claims against us by our customers, which could harm our results of operations and financial position.

If we are not able to develop or enhance our products in a timely manner, our revenues will suffer.

Due to the nature of development efforts in general, we often experience delays in the introduction of new or improved products beyond our original projected shipping date for such products. Historically, when these delays have occurred, we experienced an increase in our development costs and a delay in our ability to generate revenues from these new products. In addition, such delays could cause us to incur penalties if our deliveries are delayed, could otherwise impair our relationship with any of our customers that were relying on the timely delivery of our products in order to complete their own products or projects, or could cause the customer to cancel orders or to seek alternate sources of supply or other remedies. We believe that similar new product introduction delays in the future could also increase our costs and delay our revenues. For example, we plan to reinvest in our foundational technology to broaden the applicability of our control networking platform into new markets, including but not limited to the IIoT market. Any delay in the introduction of new products from such research could impact future revenue targets or forecasts.

For Grid products we are sometimes required to modify products to meet local rules and regulations. We may not be able to increase the price of such products to reflect the costs of such modifications, given competitive markets. In addition, given the long term nature of development activities, we may be required to undertake such modifications prior to receiving firm commitments or orders from our customers. In either of these or other similar scenarios, we may not be able to recover our costs attributable to required product modifications.

We are working with our Chinese joint venture to develop smart metering products. As we expand our development activities in China or elsewhere, our development activities will be exposed to risks, such as protection of intellectual property, investment risk, and labor costs and other matters. We could also be adversely affected by delays or cost increases experienced by third parties that are developing products on our behalf.

Adverse changes in general economic or political conditions in any of the major countries in which we do business could adversely affect our business or operating results.

Our business can be affected by a number of factors that are beyond our control, such as general geopolitical, economic, and business conditions. The ongoing economic slowdown, particularly in Europe, where we have sold many NES Smart Grid products, and the uncertainty over its breadth, depth and duration continue to have a negative effect on our business. In addition, political uncertainty in the countries where we seek to do business may impact the timing, as well as our ultimate ability, of obtaining new customers and implementing new systems.



In addition, there could be a number of follow-on effects from the credit crisis on our business, such as the insolvency of certain of our key customers, which could impair our distribution channels or result in the inability of our customers to obtain credit to finance purchases of our products.

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This uncertainty about future economic and political conditions continues to make it difficult for us to forecast operating results and to make decisions about future investments. We continue to see the effects of the tentative economy on both our Grid and IIoT revenues, particularly in locations where government support for energy-related projects has ended or will end in the near future. More particularly, the smart grid markets continue to be sluggish in many parts of the world that we have targeted.

If economic activity in the U.S. and other countries' economies remains weak, many customers may continue to delay, reduce, or even eliminate their purchases of networking technology products. This could result in reductions in sales of our products, longer sales cycles, slower adoption of our technologies, increased price competition, and increased exposure to excess and obsolete inventory. For example, distributors could decide to reduce inventories of our products. Also, the inability to obtain credit could cause a utility to postpone its decision to move forward with a large scale deployment of our Grid products. If conditions in the global economy, U.S. economy or other key vertical or geographic markets we serve remain uncertain or continue to be weak, we would experience material negative impacts on our business, financial condition, results of operations, cash flow, capital resources, and liquidity. Our joint venture in China may not meet investment, product development, sales and other expectations.

In 2012 we formed a joint venture in Hangzhou, China with Holley Metering, a Chinese company with which we have been developing smart energy products for the Chinese market, as well as certain products for the rest of the world. Operations at the joint venture could expose us to risks inherent in such activities, such as protection of our intellectual property, economic and political stability, labor matters, language and cultural differences, including cultural differences that could be construed as violations of U.S. or other anti-bribery laws; and the need to manage product development, operations and sales activities that are located a long distance from our headquarters. The management of new product development activities, the sharing or transfer of technological capabilities to the joint venture and/ or the establishment of new manufacturing facilities associated with new products in particular, will expose us to risks. For example, it is possible that the product offerings from the joint venture will not be completed on time, will not receive necessary governmental approvals, will not perform as planned, will not meet sales targets or otherwise will not meet market demands. In addition, from time to time in the future, our joint venture partner may have economic or business interests or goals that are different from ours. Although our company currently has a 51% interest in the joint venture, the venture's governing documents call for our partner's approval on certain key matters, so we cannot provide assurance that the joint venture will be able to satisfy our corporate objectives. In addition, the joint venture documents will require us to make equity contributions from time to time up to specified amounts. If the joint venture business does not progress according to our plans and anticipated timing, our investment in the joint venture may not be successful and we may not generate significant revenue from it. As a result of our decisions regarding the Grid business announced in August 2014, we are evaluating our options with respect to the joint venture, and it is possible that we could incur additional costs if, for example, we decide to wind down the joint venture.

We face operational and other risks associated with our international operations.

Risks inherent in our international business activities include, but are not limited to, the following:

- timing of and costs associated with localizing products for foreign countries and lack of acceptance of non-local products in foreign countries;
- that the nature and composition of our products may subject us to any number of additional legal requirements, which might include, but are not limited to, data privacy regulations, import/export regulations and other similar requirements;
- inherent challenges in managing international operations;
- the burdens of complying with a wide variety of foreign laws and any related implementation costs; the applicability of foreign laws that could affect our business or revenues, such as laws that purport to require that we return payments that we received from insolvent customers in certain circumstances; and unexpected changes in regulatory requirements, tariffs, and other trade barriers;
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inherent cultural differences that could make it more difficult to sell our products or could result in allegations that sales activities have violated the U.S. Foreign Corrupt Practices Act or similar laws that prohibit improper payments in connection with efforts to obtain business;

the imposition of tariffs or other trade barriers on the importation of our products;

potentially adverse tax consequences, including restrictions on repatriation of earnings;

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economic and political conditions in the countries where we do business;  
differing vacation and holiday patterns in other countries, particularly in Europe;  
increased costs of labor, particularly in China;  
labor actions generally affecting individual countries, regions, or any of our customers, which could result in reduced demand for, or could delay delivery or acceptance of, our products; and  
international terrorism.

Any of these factors could have a material adverse effect on our revenues, results of operations, and our financial condition.

If we are unable to obtain additional funds when needed, our business could suffer.

We currently expect that our combined cash, cash equivalent, and short-term investment balances will decline during 2014.

As our cash balances decline, customers or potential customers may become less interested in doing business with our company, or we may not satisfy the financial criteria they have established for their suppliers. In addition, from time to time we may also decide to use a portion of our cash balances to settle alleged warranty issues that may arise with our customers or, as noted in the section regarding Legal Actions, in connection with litigation. We may do so even if we do not believe we have liability to our customers or in connection with such litigation, in order to limit our risk, reduce outlays to third party providers, and for administrative convenience. In the future, to the extent that our revenues grow or as we may determine necessary to maintain adequate supply levels, we may experience higher levels of inventory and accounts receivable, which will also use our cash balances. In addition, to the extent we plan to make alternate uses of our facilities, we may incur additional cash expenditures. In addition, we may use our cash reserves to strategically acquire or invest in other companies, products, or technologies that are complementary to our business. Lastly, our combined cash, cash equivalents, and short-term investment balances could be negatively affected by the various risks and uncertainties that we face and any changes in our planned cash outlay could negatively affect our existing cash reserves.

While we do not currently depend on access to the credit markets to finance our operations, there can be no assurance that the current state of the financial markets would not impair our ability to obtain financing in the future, including, but not limited to, our ability to draw on funds under our existing credit facilities or our ability to incur indebtedness or sell equity if that became necessary or desirable. In addition, if we do not meet our revenue targets, our use of our cash balances would increase due to the fact that a significant portion of our operating expenses are fixed. If we were not able to obtain additional financing when needed, or on acceptable terms, our ability to invest in additional research and development resources and sales and marketing resources could be adversely affected, which could hinder our ability to sell competitive products into our markets on a timely basis and harm our business.

The loss of or significant curtailment of purchases by any of our key customers would adversely affect our results of operations and financial condition.

While we generate revenue from numerous customers worldwide, our sales are currently concentrated within a relatively small group of customers and we expect this trend to continue. During the year ended December 31, 2013, a large percentage of our revenue, approximately 50%, came from sales to our top five customers. These customers have a variety of suppliers to choose from and therefore can make substantial demands on us, including demands on product pricing and on contractual terms, which often result in the allocation of risk to us as the supplier. In addition, if upon its expiration, or upon completion of the related project installation, a large customer contract is not replaced with new business of similar magnitude, our revenue and gross margin would be adversely affected. Our ability to maintain strong, long-term relationships with our key customers is essential to our future performance.

Customers in any of our target market sectors could also experience unexpected reductions in demand for their products and consequently reduce their purchases of our products, resulting in either the loss of a significant customer or a decrease in the level of sales to a significant customer. If any of our key customers are unable to obtain the necessary capital to operate their business, they may be unable to satisfy their payment obligations to us. The loss of or significant curtailment of purchases by any one or more of our key customers would adversely affect our results of

operations and financial condition.

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Because we may incur penalties, be liable for damages, or otherwise subject to adverse contractual provisions with respect to sales of our Grid products, we could incur unanticipated liabilities or suffer other negative impacts to our business or operating results.

The agreements governing the sales of our NES Smart Grid System products may expose us to penalties, damages, order cancellations, and other liabilities, or may require us to post bonds or other collateral, in the event of, among other things, late deliveries, late or improper installations or operations, failure to meet product specifications or other product failures, failure to achieve performance specifications, indemnities, or other compliance issues. Even in the absence of such contractual provisions, we may agree, or may be required by law, to assume certain liabilities for the benefit of our customers. In addition, the contractual provisions governing sales of our Grid or other products could give our customers cancellation rights, even in the absence of a material failure by our company, such as upon the failure of conditions that are outside of our control. Such liabilities or rights could have an adverse effect on our financial condition and operating results.

Voluntary and/or industry standards and governmental regulatory actions in our markets could limit our ability to sell our products.

Standards bodies, which are formal and informal associations that attempt to set voluntary, non-governmental product standards, are influential in many of our target markets. We participate in many voluntary and/or industry standards organizations around the world in order to help prevent the adoption of exclusionary standards as well as to promote standards for our products. However, we do not have the resources to participate in all standards processes that may affect our markets and our efforts to influence the direction of those standards bodies in which we do participate may not be successful. Many of our competitors have significantly more resources focused on standards activities and may influence those standards in a way that would be disadvantageous to our products and thereby make it difficult for us to achieve our business and financial objectives.

Many of our products and the industries in which they are used are subject to U.S. and foreign regulation. For example, the power line medium, which is the communications medium used by some of our products, is subject to special regulations in North America, Europe and Japan. In general, these regulations limit the ability of companies to use power lines as a communication medium. In addition, some of our competitors have attempted to use regulatory actions to reduce the market opportunity for our products or to increase the market opportunity for their own products.

In addition, the markets for our Grid and IIoT products may experience a movement towards standards based protocols driven by governmental action, such as those being considered in the U.S. by NIST and in Europe by those related to the EU 441 mandate. We are also attempting to gain widespread adoption for our Open Smart Grid Protocol, which is used by smart meters and other devices within our NES Smart Grid System. To the extent that we do not adopt such protocols or do not succeed in achieving adoption of our own protocols as standards or de facto standards, sales of our Grid and IIoT products may be adversely affected. Moreover, even if our own protocols are adopted as standards, we run the risk that we could lose business to competing implementations.

The adoption of voluntary and/or industry standards or the passage of governmental regulations, for example by state utility commissions or national regulatory bodies such as FERC in the United States and PTB or BSI in Germany, that are incompatible with our products or technology could limit the market opportunity for our products or result in increased costs, which could harm our revenues, results of operations, and financial condition.

We are dependent on technology systems and third-party content that are beyond our control.

Our success in the IIoT market will depend in part on the availability of online services and Internet connections to facilitate data transmission. In most instances, these services will be provided by third parties and will be outside of our control. As a result, it may be difficult to identify the source of problems if they occur. Even when we are not responsible for connectivity or other problems, users of our products may attribute the problem to us. This could diminish our brand and harm our business, divert the attention of our technical personnel from our product development efforts or cause significant customer relations problems.

If our IIoT or Grid solutions become subject to cyber-attacks, or if public perception is that they are vulnerable to cyber-attacks, our reputation and business would suffer.

We have designed our IIoT and Grid products and solutions products to interoperate with other third party products and systems. Although we attempt to safeguard our products and solutions from cybersecurity threats, the potential for cyber

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security attacks continues to evolve in scope and frequency. Advances in and expanding availability of technical tools to enable such attacks, and increasing sophistication of the threats, deepen the risk of potential security failures. This risk expands as new protocols and devices are implemented into our products and systems, and as customer requirements evolve. Should our products or solutions, or the combination of our products into third party systems, fail to prevent or be unable to withstand any such threats or cyber-attacks, or if our partners or customers fail to safeguard the technologies, products or the systems with adequate security policies or otherwise, our business and reputation may be harmed.

We have attempted to design certain of our products to prevent and monitor unauthorized access, misuse, modification or other activities related to those products and the systems into which the products are intended to be placed. Despite our security measures, our products or systems may be subject to unauthorized break ins, viruses, disruptions, high-jacking, cyber terrorism, misuse, or other unauthorized tampering or modification. Should our products fail to perform, or be unable to withstand a cyber-attack, our company could face legal liability, and encounter material adverse financial and reputational harm.

In addition, we believe that there could be incidents of security breaches in the future which could receive a high degree of publicity and visibility, regardless of whether or not the problem is due or related to the performance of our particular products or systems. Any such publicity could have a negative effect on public confidence, or cause a perception that our solutions are or could be subject to similar attacks or breaches, and our business, operating results and financial condition may be materially adversely affected. Such an event could also result in a material adverse effect on the market price of our common stock, independent of the direct effects on our business.

Furthermore, because some of the information collected by some of our solutions, is or could be considered confidential consumer information in some jurisdictions, a cyber-attack could cause a violation of applicable privacy, consumer or security laws, which could cause our company to face financial or legal liability, should a security breach occur, which could have a material adverse effect on the Company.

Information Technology system security failures, cyber-attacks, and other technological breaches could cause harms to the Company.

We also rely on the security of our third party providers to protect our proprietary information and information of our customers. Information technology system failures, including a breach of our or our third party providers' data security, could disrupt our ability to function in the normal course of business by potentially causing, among other things, an unintentional disclosure of customer information. Despite our implementation of security measures or those of our third party providers, information systems may be vulnerable to threats such as computer hacking, cyber-terrorism or other unauthorized attempts by third parties to access, modify or delete our or our customers' data or otherwise disrupt our systems. Any such breach could have a material adverse effect on our business, operating results and our reputation as a provider of data collection, and secure and reliable device connection, collaboration and communications solutions, including legal claims for damages or injunctive relief under state, federal and foreign laws, reputational damage, and decreased revenues.

The sales cycle for our IIoT products is lengthy and unpredictable.

The sales cycle between initial IIoT customer contact and execution of a contract or license agreement with a customer or purchaser of our products, can vary widely. Initially, we must educate our customers about the potential applications of and cost savings associated with our products. If we are successful in this effort, OEMs typically conduct extensive and lengthy product evaluations before making a decision to design our products into their offerings. Once the OEM decides to incorporate our products, volume purchases of our products are generally delayed until the OEM's product development, system integration, and product introduction periods have been completed. In addition, changes in our customers' budgets, or the priority they assign to control network development, could also affect the sales cycle.



We generally have little or no control over these factors, any of which could prevent or substantially delay our ability to complete a transaction and could adversely affect the timing of our revenues and results of operations.

Because our products use components or materials that may be subject to price fluctuations, shortages, interruptions of supply, or discontinuation, we may be unable to ship our products in a timely fashion, which would adversely affect our revenues, harm our reputation and negatively impact our results of operations.

We may be vulnerable to price increases for products, components, or materials, such as silver, copper, and cobalt. We generally do not enter into forward contracts or other methods of hedging against supply risk for these items. In addition, we have in the past and may in the future occasionally experience shortages or interruptions in supply for certain of these items,

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including products or components that have been or will be discontinued, which can cause us to delay shipments beyond targeted or announced dates. We have also recently reduced our inventory levels, which could impact our ability to supply our customers with products in a timely manner if there was an unexpected increase in demand. Such shortages or interruptions could result from events outside our control, as was the case with the earthquake and tsunami in Japan in March 2011. To help address these issues, we may decide from time to time to purchase quantities of these items that are in excess of our estimated requirements. As a result, we could be forced to increase our excess and obsolete inventory reserves to provide for these excess quantities, which could harm our operating results. In addition, if a component or other product goes out of production, we may be required to requalify substitute components or products, or even redesign our products to incorporate an alternative component or product. If we experience any shortage of products or components of acceptable quality, or any interruption in the supply of these products or components, or if we are not able to procure them from alternate sources at acceptable prices and within a reasonable period of time, our revenues, gross profits or both could decrease. In addition, under the terms of some of our contracts with our customers, we may also be subject to penalties if we fail to deliver our products on time.

We are subject to numerous governmental regulations concerning the manufacturing and use of our products. We must stay in compliance with all such regulations and any future regulations. Any failure to comply with such regulations, and the unanticipated costs of complying with future regulations, may adversely affect our business, financial condition, and results of operations.

We manufacture and sell products incorporating electronic components that may contain materials that are subject to government regulation in the locations in which our products are manufactured and assembled, as well as the locations where we sell our products. Since we operate on a global basis, maintaining compliance with regulations concerning the materials used in our products is a complex process that requires continual monitoring of regulations and ongoing compliance procedures. For example, in 2012 the European Union issued recast regulations regarding the “Restriction of the Use of Certain Hazardous Substances in Electrical and Electronic Equipment: (RoHS)” and in 2014, the SEC rules requiring companies to publicly disclose their use of conflict minerals that originated in the Democratic Republic of the Congo (DRC) or an adjoining country (Rule for Disclosing Use of Conflict Minerals) also become effective. The adoption of any unanticipated new regulations that significantly impact the various components we use or require that we use more expensive components would have a material adverse impact on our business, financial condition and results of operations.

Our manufacturing processes, including the processes used by our suppliers, are also subject to numerous governmental regulations that cover both the use of various materials as well as environmental concerns. Since we and our suppliers operate on a global basis, maintaining compliance with regulations concerning our production processes is also a complex process that requires continual monitoring of regulations and ongoing compliance procedures. For example, environmental issues such as pollution and climate change have seen significant legislative and regulatory interest on a global basis. Changes in these areas could directly increase the cost of energy, which may have an impact on the way we or our suppliers manufacture products or use energy to produce our products. In addition, any new regulations or laws in the environmental area might increase the cost of raw materials we use in our products. We are currently unable to predict how any such changes will impact us and if any such impact could be material to our business. Any new law or regulation that significantly increases our costs of manufacturing or causes us or our suppliers to significantly alter the way that our products are manufactured would have a material adverse effect on our business, financial condition and results of operations.

Liabilities resulting from defects in or misuse of our products, whether or not covered by insurance, may delay our revenues and increase our liabilities and expenses.

Our products may contain or may be alleged to contain errors or failures, including those relating to actual or potential security breaches. In addition, our customers or their installation partners may improperly install or implement our products, which could delay completion of a deployment or hinder our ability to win a subsequent award.

Furthermore, because of the low cost and interoperable nature of our IIoT products, LONWORKS technology could be used in a manner for which it was not intended.

Even if we determine that an alleged error or failure in our products does not exist, we may incur significant expense and shipments and revenue may be delayed while we analyze the alleged error or failure. If errors or failures are found in our products, we may not be able to successfully correct them in a timely manner, or at all, and our reputation may suffer. Such errors or failures could delay our product shipments and divert our engineering resources while we attempt to correct them. In addition, we could decide to extend the warranty period, or incur other costs outside of our normal warranty coverage, to help

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address any known errors or failures in our products and mitigate the impact on our customers. This could delay our revenues and increase our expenses.

To address these issues, the agreements we maintain with our customers may contain provisions intended to limit our exposure to potential errors and omissions claims as well as any liabilities arising from them. However, our customer contracts may not effectively protect us against the liabilities and expenses associated with errors or failures attributable to our products.

Defects in our products may also cause us to be liable for losses in the event of property damage, harm or death to persons, claims against our directors or officers, and the like. Such liabilities could harm our reputation, expose our company to liability, and adversely affect our operating results and financial position.

To help reduce our exposure to these types of liabilities, we currently maintain property, general commercial liability, errors and omissions, directors and officers, and other lines of insurance. However, it is possible that such insurance may not be available in the future or, if available, may be insufficient in amount to cover any particular claim, or we might not carry insurance that covers a specific claim. In addition, we believe that the premiums for the types of insurance we carry will continue to fluctuate from period to period. Significant cost increases could also result in increased premiums or reduced coverage limits. Consequently, if we elect to reduce our coverage, or if we do not carry insurance for a particular type of claim, we will face increased exposure to these types of claims.

We are exposed to credit risk and payment delinquencies on our accounts receivable, and this risk has been heightened during the ongoing decline in economic conditions.

We only recognize revenue when we believe collectability is reasonably assured. However, only a relatively small percentage of our outstanding accounts receivables are covered by collateral, credit insurance, or acceptable third-party guarantees. In addition, our standard terms and conditions require payment within a specified number of days following shipment of product, or in some cases, after the customer's acceptance of our products. While we have procedures to monitor and limit exposure to credit risk on our receivables, there can be no assurance such procedures will effectively limit our credit risk and avoid losses. Additionally, when one of our resellers makes a sale to a utility, we face further credit risk, and we may defer revenue, due to the fact that the reseller may not be able to pay us until it receives payment from the utility. This risk could become more magnified during a particular fiscal period if the resellers facing credit issues represent a significant portion of our accounts receivable during that period. As economic conditions change and worsen, certain of our direct or indirect customers may face liquidity concerns and may be unable to satisfy their payment obligations to us or our resellers on a timely basis or at all, which would have a material adverse effect on our financial condition and results of operations. Our revenues are highly concentrated with 50% of our revenues during 2013 being attributable to five customers and 56% of our December 31, 2013 accounts receivable balance being attributable to these same customers. This concentration risk further increases our credit exposure.

We could be materially and adversely affected if it is determined that the book value of goodwill is higher than fair value.

Our balance sheet includes an amount designated as "goodwill" that represents a portion of our assets and our stockholders' equity. In accordance with accounting guidance, the amortization of goodwill has been replaced with an "impairment test," which requires that we compare the fair value of goodwill to its book value at least annually and more frequently if circumstances indicate a possible impairment. We have in the past (including in connection with our decision to exit the Grid business), and may in the future, determine that our goodwill has become impaired. If we determine at any time in the future that the book value of goodwill is higher than fair value then the difference must be written-off, which could materially and adversely affect our reported results of operations.

We have limited ability to protect our intellectual property rights.

Our success depends significantly upon our intellectual property rights, which can vary significantly from jurisdiction to jurisdiction. We rely on a combination of patent, copyright, trademark and trade secret laws, non-disclosure agreements and other contractual provisions to establish, maintain and protect these intellectual property rights, all of which afford only limited protection, particularly in those countries that lack robust or accessible enforcement mechanisms. For example, we have formed a joint venture with Holley Metering to develop and sell certain products in China and rest-of-world markets, and the intellectual property mechanisms available in China are generally less

stringent than those found in the U.S. We have also outsourced certain development activities to third parties. If any of our patents fail to protect our technology, or if we do not obtain patents in certain countries, our competitors may find it easier to offer equivalent or superior technology. In addition, our

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trade secrets or other intellectual property that we license to third parties could be used improperly or otherwise in violation of the license terms.

We have also registered or applied for registration for certain trademarks, and will continue to evaluate the registration of additional trademarks as appropriate. If we fail to properly register or maintain our trademarks, or to otherwise take all necessary steps to protect our trademarks, the value associated with the trademarks may diminish. In addition, if we fail to protect our trade secrets or other intellectual property rights, we may not be able to compete as effectively in our markets.

Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our products or services or use information that we regard as proprietary, or it may not be economically feasible to enforce them. Any of our patents, trademarks, copyrights, trade secrets, or intellectual property rights could be challenged, invalidated or circumvented. In addition, we cannot assure you that we have taken or will take all necessary steps to protect our intellectual property rights. Third parties may also independently develop similar technology without breach of our trade secrets or other proprietary rights. In addition, the laws of some foreign countries, including several in which we operate or sell our products, do not protect proprietary rights to as great an extent as do the laws of the United States, and it may take longer to receive a remedy from a court outside of the United States. Also, some of our products are licensed under shrink-wrap license agreements that are not signed by licensees and therefore may not be binding under the laws of certain jurisdictions.

From time to time, litigation may be necessary to defend and enforce our proprietary rights. As a result, we could incur substantial costs and divert management resources, which could harm our business, regardless of the final outcome. Despite our efforts to safeguard and maintain our proprietary rights both in the United States and abroad, we may be unsuccessful in doing so. Also, the steps that we take to safeguard and maintain our proprietary rights may be inadequate to deter third parties from infringing, misusing, misappropriating, or independently developing our technology or intellectual property rights, or to prevent an unauthorized third party from misappropriating our products or technology.

Future acquisitions, strategic investments, partnerships or alliances could be difficult to identify and integrate, divert the attention of management, disrupt our business, dilute stockholder value and adversely affect our operating results and financial condition.

We may in the future seek to acquire or invest in businesses, products or technologies that we believe could complement or expand our services, enhance our technical capabilities or otherwise offer growth opportunities. The pursuit of potential acquisitions may divert the attention of management and cause us to incur various expenses in identifying, investigating and pursuing suitable acquisitions, whether or not the acquisition purchases are completed. If we acquire businesses, we may not be able to integrate successfully the acquired personnel, operations and technologies, or effectively manage the combined business following the acquisition. We may not be able to find and identify desirable acquisition targets or be successful in entering into an agreement with any particular target. Acquisitions could also result in dilutive issuances of equity securities or the incurrence of debt, which could adversely affect our operating results. In addition, if an acquired business fails to meet our expectations, our operating results, business and financial condition may suffer. Our executive officers and technical personnel are critical to our business.

Our success depends substantially on the performance of our executive officers and key employees. Due to the specialized technical nature of our business, we are particularly dependent on our Chief Executive Officer and other executive officers, as well as our technical personnel. Our future success will depend on our ability to attract, integrate, motivate and retain qualified executive, managerial, technical, sales, and operations personnel, particularly given the overall economic climate and the emphasis on reducing expenses at our company.

Competition for qualified personnel in our business areas is intense, and we may not be able to continue to retain qualified executive officers and key personnel and attract new officers and personnel when necessary. Our product development and marketing functions are largely based in Silicon Valley, which is a highly competitive marketplace. It may be particularly difficult to recruit, relocate and retain qualified personnel in this geographic area. Moreover, the cost of living, including the cost of housing, in Silicon Valley is known to be high. Because we are legally prohibited

from making loans to executive officers, we will not be able to assist potential key personnel as they acquire housing or incur other costs that might be associated with joining our company. In addition, if we lose the services of any of our key personnel and are not able to find suitable replacements in a timely manner, our business could be disrupted, other key personnel may decide to leave, and we may incur increased operating expenses in finding and compensating their replacements.

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As we move product development capabilities to our joint venture in China and other low cost locations around the world, we would also face risks associated with long distance management of such personnel.

If we do not maintain adequate distribution channels, our revenues will be harmed.

We market our Grid products directly, as well as through selected VARs and integration partners. We believe that a significant portion of our Grid sales will be made through our VARs and integration partners, rather than directly by us. To date, our VARs and integration partners have greater experience in overseeing projects for utilities. As a result, if our relationships with our VARs and integration partners are not successful, or if we are not able to create similar distribution channels for our Grid products with other companies in other geographic areas, revenues from sales of our Grid products may not meet our financial targets, which will harm our operating results and financial condition. Historically, significant portions of our IIoT revenues have been derived from sales to distributors, including EBV, the primary independent distributor of our products to OEMs in Europe. Our distributor agreement with Avnet is scheduled to expire in June 2014. If our distributor relationship with Avnet is not successful, our business, revenues, and financial results will suffer.

Agreements with our other distributor partners are generally renewed on an annual basis. If any of these agreements are not renewed, we would be required to locate another distributor or add our own distribution capability to meet the needs of our end-use customers. Any replacement distribution channel could prove less effective than our current arrangements. In addition, if any of our distributor partners fail to dedicate sufficient resources to market and sell our products, our revenues would suffer. Furthermore, if our distributor partners were to significantly reduce their inventory levels for our products, we could expect a decrease in service levels to our end-use customers.

We may be unable to promote and expand acceptance of our open, interoperable control systems over competing protocols, standards, or technologies.

LONWORKS and IzoT technology are open, meaning that many of our technology patents are broadly licensed without royalties or license fees. As a result, our IIoT customers are able to develop hardware and software solutions that compete with some of our products. Because some of our customers are OEMs that develop and market their own control systems, these customers, in particular, could develop competing products based on our open technology. For instance, we have published all of the network management commands required to develop software that competes with our LNS software.

In addition, many of our IIoT competitors are dedicated to promoting closed or proprietary systems, technologies, software and network protocols or product standards that differ from or are incompatible with ours. We also face strong competition from large trade associations that promote alternative technologies and standards for particular vertical applications or for use in specific countries. These include BACnet, DALI, and KNX in the buildings market; DeviceNet, HART, and ProfiBus in the industrial controls market; TCN in the rail transportation market; DLMS in the electric metering market; and Echonet, ZigBee, and Z-Wave in the home control market.

Our technologies, protocols, or standards may not be successful or we may not be able to compete with new or enhanced products or standards introduced by our IIoT product line competitors, which would have a material adverse effect on our revenues, results of operations, and financial condition.

We face currency risks associated with our international operations.

We have operations located in seven countries and our products are sold in many more countries around the world. Revenues from international sales, which include both export sales and sales by international subsidiaries, accounted for about 81%, 75% and 63%, of our total revenues for the years ended December 31, 2013, 2012, and 2011, respectively. We expect that international sales will continue to constitute a significant portion of our total net revenues. Given our high dependency on sales of our products into Europe, the ongoing escalation in the financial crisis in that region could adversely affect our financial results significantly.

Changes in the value of currencies in which we conduct our business relative to the U.S. dollar have caused and could continue to cause fluctuations in our reported financial results. The three primary areas where we are exposed to foreign currency fluctuations are revenues, cost of goods sold, and operating expenses.



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In general, we sell our products to foreign customers primarily in U.S. dollars. As such, fluctuations in exchange rates have had, and could continue to have, an impact on revenues. If the value of the dollar rises, our products will become more expensive to our foreign customers, which could result in their decision to postpone or cancel a planned purchase.

With respect to the relatively minimal amount of our revenues generated in foreign currencies, our historical foreign currency exposure has been related primarily to the Japanese Yen and has not been material to our consolidated results of operations. However, in the future, we expect that some foreign utilities may require us to price our Grid products in the utility's local currency, which will increase our exposure to foreign currency risk.

In addition, for our cost of goods sold, our products are generally assembled by CEMs in China. Although our transactions with these companies are presently denominated in U.S. dollars, in the future they may require us to pay in their local currency, or demand a U.S. dollar price adjustment or other payment to address a change in exchange rates, which would increase our cost to procure our products. This is particularly a risk in China, where any future revaluations of the Chinese currency against the U.S. dollar could result in significant cost increases. In addition, increases in labor costs in the markets where our products are manufactured could also result in higher costs to procure our products. For example, China has recently experienced overall wage increases, which our CEMs have generally passed along to us.

We use the local currency to pay for our operating expenses in the various countries where we have operations. If the value of the U.S. dollar declines as compared to the local currency where the expenses are incurred, our expenses, when translated back into U.S. dollars, will increase. This risk will be heightened as we invest in our joint venture in China.

To date, we have not hedged any of our foreign currency exposures and currently do not maintain any hedges to mitigate our foreign currency risks. Consequently, any resulting adverse foreign currency fluctuations could significantly harm our revenues, cost of goods sold, or operating expenses.

If we sell our NES Smart Grid System products directly to a utility, we may face additional risks.

When we sell our NES Smart Grid System products to an electric utility directly, we may be required to assume responsibility for installing the NES Smart Grid System in the utility's territory, integrating the NES Smart Grid System into the utility's operating and billing system, overseeing management of the combined system, working with other of the utility's contractors, and undertaking other activities. To date, we do not have any significant experience with providing these types of services. As a result, when we sell directly to a utility, it may be necessary for us to contract with third parties to satisfy these obligations. We cannot assure you that we would find appropriate third parties to provide these services on reasonable terms, or at all. Assuming responsibility for these or other services would add to the costs and risks associated with NES Smart Grid System installations, and could also negatively affect the timing of our revenues and cash flows related to these transactions.

Our business may suffer if it is alleged or found that our products infringe the intellectual property rights of others, or if we are unable to secure rights to use the intellectual property rights of others on reasonable terms.

We may be contractually obligated to indemnify our customers or other third parties that use our products in the event our products are alleged to infringe a third party's intellectual property rights. From time to time, we may also receive notice that a third party believes that our products may be infringing patents or other intellectual property rights of that third party. Responding to those claims, regardless of their merit, can be time consuming, result in costly litigation, divert management's attention and resources, and cause us to incur significant expenses. We do not insure against infringement of a third party's intellectual property rights.

As the result of such a claim, we may elect or be required to redesign our products that are alleged to infringe the third party's patents or other intellectual property rights, which could cause those product offerings to be delayed. Or we could be required to cease distributing those products altogether. In the alternative, we could seek a license to the third party's intellectual property. Even if our products do not infringe, we may elect to take a license or settle to avoid incurring litigation costs. However, it is possible that we would not be able to obtain such a license or settle on reasonable terms, or at all.

In some cases, even though no infringement has been alleged, we may attempt to secure rights to use the intellectual property rights of others that would be useful to us. We cannot guarantee that we would be able to secure such rights

on reasonable terms, or at all.

Lastly, our customers may not purchase our products if they are concerned our products may infringe third party intellectual property rights. This could reduce the market opportunity for the sale of our products and services.

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Any of the foregoing risks could have a material adverse effect on our revenues, results of operations, and financial condition.

Fluctuations in our operating results may cause our stock price to decline.

Our quarterly and annual results have varied significantly from period to period, and we have sometimes failed to meet securities analysts' expectations. Moreover, we have a history of losses and cannot assure you that we will achieve sustained profitability in the future. Our future operating results will depend on many factors, many of which are outside of our control, including the following:

- orders may be cancelled;
- the mix of products and services that we sell may change to a less profitable mix;
- shipment, payment schedules, and product acceptance may be delayed;
- our products may not be purchased by utilities, OEMs, systems integrators, service providers and end-users at the levels we project;
- our ability to develop products that comply with future regulations and trade association guidelines;
- we may be required to modify or add to our Grid product offerings to meet a utility's requirements, which could delay delivery and/or acceptance of our products or increase our costs;
- the revenue recognition rules relating to products such as our NES Smart Grid System could require us to defer some or all of the revenue associated with Grid product shipments until certain conditions, such as delivery and acceptance criteria for our software and/or hardware products, are met in a future period;
- our CEMs may not be able to provide quality products on a timely basis, especially during periods where capacity in the CEM market is limited;
- our products may not be manufactured in accordance with specifications or our established quality standards, or may not perform as designed;
- downturns in any customer's or potential customer's business, or declines in general economic conditions, could cause significant reductions in capital spending, thereby reducing the levels of orders from our customers;
- we may incur costs associated with any future business acquisitions; and
- any future impairment charges related to goodwill, other intangible assets, and other long-lived assets, as well as costs or impairment charges associated with leasing excess facilities, required to be recorded under generally accepted accounting principles in the United States may negatively affect our earnings and financial condition.

Any of the above factors could, individually or in the aggregate, have a material adverse effect on our results of operations and our financial condition, which could cause our stock price to decline.

Future regulation of the Internet may slow our growth, resulting in decreased demand for our services and increased costs of doing business.

Access to the Internet is a key component of the IIoT market. State, federal and foreign regulators could adopt laws and regulations that impose additional burdens on companies that conduct business over the Internet. The growth and development of the market for online services may prompt calls for more stringent consumer protection laws or laws that may inhibit the use of Internet-based communications or the information contained in these communications. The adoption of any additional laws or regulations may impact the growth of the IIoT market. Any new legislation or regulations, application of laws and regulations from jurisdictions whose laws do not currently apply to our business, or application of existing laws and regulations to the IIoT and other related services could increase our costs and harm our growth.

Natural disasters, power outages, and other factors outside of our control such as widespread pandemics could disrupt our business.

We must protect our business and our network infrastructure against damage from earthquake, flood, hurricane and similar events, as well as from power outages. A natural disaster, power outage, or other unanticipated problem could also adversely

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affect our business by, among other things, harming our primary data center or other internal operations, limiting our ability to communicate with our customers, limiting our ability or our partners' or customers' ability to sell or use our products, affecting our third party developer's ability to complete developments on schedule or at all, or affecting our suppliers' ability to provide us with components or products. For example, the 2011 earthquake and tsunami in Japan adversely impacted our revenues from customers located in Japan and/or our ability to source parts from companies located in Japan. Shortly after the earthquake, we received notice from Toshiba (one of two manufacturers of the Neuron Chip - an important component that we and our customers use in control network devices), that they would no longer be able to manufacture Neuron Chips due to earthquake damage suffered at the semiconductor manufacturing facility that produced the Neuron Chips. However, the abrupt termination of Toshiba's Neuron Chip manufacturing capability caused a disruption in supply and an increase in prices from the remaining supplier, Cypress Semiconductor. Consequently, there is a risk that the events in Japan could ultimately reduce demand for certain of our transceiver products, which are used in conjunction with Neuron Chips in developing control network devices by our customers. Such a reduction in demand could negatively impact our results of operations and financial condition. We do not insure against several natural disasters, including earthquakes.

Any outbreak of a widespread communicable disease pandemic, such as the outbreak of the H1N1 influenza virus in 2009, could similarly impact our operations. Such impact could include, among other things, the inability for our sales and operations personnel located in affected regions to travel and conduct business freely, the impact any such disease may have on one or more of the distributors for our products in those regions, and increased supply chain costs. Additionally, any future health-related disruptions at our third-party contract manufacturers or other key suppliers could affect our ability to supply our customers with products in a timely manner, which would harm our results of operations.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS**

We have not experienced any material change in our exposure to interest rate and foreign currency risks since the date of our Annual Report on Form 10-K for the year ended December 31, 2013.

**Market Risk Disclosures.** The following discussion about our market risk disclosures involves forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements. We are exposed to market risk related to changes in interest rates and foreign currency exchange rates. We do not use derivative financial instruments to hedge these exposures.

**Interest Rate Sensitivity.** We maintain a short-term investment portfolio consisting mainly of fixed income securities with a weighted average maturity of less than one year. These available-for-sale securities are subject to interest rate risk and will fall in value if market interest rates increase. If market rates were to increase immediately and uniformly by 10% from levels at June 30, 2014 and December 31, 2013, the fair value of the portfolio would decline by an immaterial amount. We currently intend to hold our fixed income investments until maturity, and therefore we would not expect our operating results or cash flows to be affected to any significant degree by a sudden change in market interest rates. However, if necessary, we may sell short-term investments prior to maturity to meet the liquidity needs of the company.

**Foreign Currency Exchange Risk.** We have international subsidiaries and operations and are, therefore, subject to foreign currency rate exposure. To date, our exposure to exchange rate volatility has not been significant. If foreign exchange rates were to fluctuate by 10% from rates at June 30, 2014, and December 31, 2013, our financial position and results of operations would not be materially affected. However, we could experience a material impact in the future.

In addition, for our cost of goods sold, our products are generally assembled by CEMs in China, although our transactions with these vendors have historically been denominated in U.S. dollars. These vendors may require us to pay in their local currency, or demand a U.S. dollar price adjustment or other payment to address a change in exchange rates, which would increase our cost to procure our products. This is particularly a risk in China, where any future revaluations of the Chinese currency against the U.S. dollar could result in significant cost increases.

**ITEM 4. CONTROLS AND PROCEDURES**

Evaluation of Effectiveness of Disclosure Controls and Procedures

We have designed our disclosure controls and procedures to ensure that information we are required to disclose in reports that we file or submit under the Securities and Exchange Act of 1934 is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure, and that such information is recorded, processed, summarized and reported within the time periods specified in SEC

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rules and forms. As of the end of the period covered by this Quarterly Report on Form 10-Q, under the supervision of our Chief Executive Officer and our Chief Financial Officer, we evaluated the effectiveness of our disclosure controls and procedures, as such terms are defined in Rule 13a-15(e) and Rule 15d-15(e) under the Securities and Exchange Act of 1934. Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of June 30, 2014.

**Changes in Internal Control Over Financial Reporting**

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(e) of the Exchange Act) that occurred during the quarter ended June 30, 2014, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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## PART II. OTHER INFORMATION

## ITEM 1. LEGAL PROCEEDINGS

For a discussion regarding our legal proceedings and matters, please refer to the “Legal Actions” section of Note 6, Commitments and Contingencies, to our condensed consolidated financial statements included under Item 1 of Part I, Financial Information, which information is incorporated herein by reference.

## ITEM 1A. RISK FACTORS

A restated description of the risk factors associated with our business is included under “Factors That May Affect Future Results of Operations” in “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” contained in Item 2 of Part I of this report. This description includes any material changes to and supersedes the description of the risk factors associated with our business previously disclosed in Item 1A of our 2013 Annual Report on Form 10-K and is incorporated herein by reference.

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

The following table provides information about the repurchase of our common stock during the quarter ended June 30, 2014:

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (1)
April 1- April 30	2,965	\$2.65	—	—
May 1- May 31	41,185	\$2.58	—	—
June 1- June 30	63,796	\$2.48	—	—
Total	107,946	\$2.52	—	—

(1) Shares purchased represent those shares surrendered to us by employees in order to satisfy stock-for-stock option exercises and/or withholding tax obligations related to stock-based compensation.

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## ITEM 6. EXHIBITS

Exhibit No.	Description of Document
10.2 (x)+	Form of 1997 Stock Plan Performance Share Agreement for corporate officers
10.2 (y)+	Form of 1997 Stock Plan Performance Share Agreement for employees
31.1	Certificate of Echelon Corporation Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certificate of Echelon Corporation Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification by the Chief Executive Officer and the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, furnished herewith.
101.INS+	XBRL Instance Document
101.SCH+	XBRL Taxonomy Extension Schema
101.CAL+	XBRL Taxonomy Extension Calculation Linkbase
101.DEF+	XBRL Taxonomy Extension Definition Linkbase
101.LAB+	XBRL Taxonomy Extension Label Linkbase
101.PRE+	XBRL Taxonomy Extension Presentation Linkbase
	<sup>+</sup> The financial information contained in these XBRL documents is unaudited and is furnished, not filed with the Securities and Exchange Commission.



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SIGNATURE

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.

Date: August 8, 2014

ECHELON CORPORATION  
By: /s/ William R. Slakey  
William R. Slakey  
Executive Vice President and Chief Financial Officer (Duly  
Authorized Officer and Principal Financial Officer)

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