

INTELLIGENT SYSTEMS CORP  
Form 10-Q  
August 14, 2014

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the quarterly period ended June 30, 2014

OR

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

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

Commission file number 1-9330

**INTELLIGENT SYSTEMS CORPORATION**

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(Exact name of registrant as specified in its charter)

**Georgia**

(State or other jurisdiction of incorporation or organization)

**58-1964787**

(I.R.S. Employer Identification No.)

**4355 Shackleford Road, Norcross, Georgia**

(Address of principal executive offices)

**30093**

(Zip Code)

Registrant's telephone number, including area code: **(770) 381-2900**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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

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

Large accelerated  
filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting  
company)

Smaller reporting  
company

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

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

As of July 31, 2014, 8,958,028 shares of Common Stock of the issuer were outstanding.



**Intelligent Systems Corporation****Index****Form 10-Q**

		<u>Page</u>
<b>Part I</b>	<b>Financial Information</b>	
Item 1	Financial Statements	
	Consolidated Balance Sheets at June 30, 2014 and December 31, 2013	3
	Consolidated Statements of Operations and Comprehensive Income (Loss) for the three and six months ended June 30, 2014 and 2013	4
	Consolidated Statements of Cash Flows for the six months ended June 30, 2014 and 2013	5
	Notes to Consolidated Financial Statements	6
Item 2	Management's Discussion and Analysis of Financial Condition and Results of Operations	10
Item 4	Controls and Procedures	14
<b>Part II</b>	<b>Other Information</b>	
Item 1	Legal Proceedings	14
Item 6	Exhibits	15
Signatures		16
Ex. 10.1	Twelfth Modification to Loan Documents by and among Intelligent Systems Corporation and Fidelity Bank dated June 27, 2014, filed herewith.	
Ex. 10.2	Settlement Agreement by and between Clearwater Environmental Services, Inc. and ChemFree Corporation effective as of May 12, 2014 (Incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q for the period ended March 31, 2014).	
Ex. 31.1	Section 302 Certification of Chief Executive Officer	
Ex. 31.2	Section 302 Certification of Chief Financial Officer	
Ex. 32.1	Section 906 Certification of Chief Executive Officer and Chief Financial Officer	
Ex.101.INS**	XBRL Instance	
Ex.101.SCH**	XBRL Taxonomy Extension Schema	
Ex.101.CAL**	XBRL Taxonomy Extension Calculation	
Ex 101.DEF**	XBRL Taxonomy Extension Definitions	
Ex.101.LAB**	XBRL Taxonomy Extension Labels	
Ex.101.PRE**	XBRL Taxonomy Extension Presentation	

\*\* XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

**Part I FINANCIAL INFORMATION****Item 1. Financial Statements****Intelligent Systems Corporation****CONSOLIDATED BALANCE SHEETS***(in thousands, except share and per share amounts)*

	<b>June 30, 2014</b>	<b>December 31, 2013</b>
	<i>(unaudited)</i>	<i>(audited)</i>
<b>ASSETS</b>		
Current assets:		
Cash	\$ 2,939	\$ 3,433
Marketable securities	390	351
Accounts receivable, net	2,474	2,427
Inventories, net	1,036	1,106
Other current assets	241	327
Total current assets	7,080	7,644
Investments	1,608	1,650
Property and equipment, at cost less accumulated depreciation	1,116	1,145
Patents, net	40	64
Other long-term assets	103	124
Total assets	\$ 9,947	\$ 10,627
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 356	\$ 472
Deferred revenue, current portion	643	668
Accrued payroll	725	680
Accrued expenses	409	364
Other current liabilities	280	267
Accrued legal settlement	470	259
Total current liabilities	2,883	2,710
Deferred revenue, net of current portion	187	238
Other long-term liabilities	197	185
Commitments and contingencies (Note 7)		
Intelligent Systems Corporation stockholders' equity:		
Common stock, \$0.01 par value, 20,000,000 shares authorized, 8,958,028 issued and outstanding at June 30, 2014 and December 31, 2013	90	90
Additional paid-in capital	21,521	21,488

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Accumulated other comprehensive loss	(62 )	(98 )
Accumulated deficit	(13,126 )	(12,674 )
Total Intelligent Systems Corporation stockholders' equity	8,423	8,806
Noncontrolling interest	(1,743 )	(1,312 )
Total stockholders' equity	6,680	7,494
Total liabilities and stockholders' equity	\$ 9,947	\$ 10,627

*The accompanying notes are an integral part of these Consolidated Financial Statements.*

**Intelligent Systems Corporation****CONSOLIDATED STATEMENTS OF OPERATIONS***(unaudited; in thousands, except share and per share amounts)*

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
Revenue				
Products	\$2,879	\$3,159	\$5,556	\$6,537
Services	816	1,007	1,809	1,715
Total net revenue	3,695	4,166	7,365	8,252
Cost of revenue				
Products	1,598	1,467	3,122	3,102
Services	454	592	890	1,178
Total cost of revenue	2,052	2,059	4,012	4,280
Expenses				
Marketing	388	469	767	973
General and administrative	665	583	1,584	1,313
Research and development	844	658	1,634	1,275
Legal settlement	--	59	387	158
Income (loss) from operations	(254 )	338	(1,019 )	253
Other income (expense)				
Interest expense, net	(3 )	(2 )	--	--
Investment income	125	--	125	--
Equity in income (loss) of affiliate company	(3 )	1	2	--
Other income, net	13	16	21	33
Income (loss) before income taxes	(122 )	353	(871 )	286
Income taxes	--	41	12	43
Net income (loss)	(122 )	312	(883 )	243
Net loss attributable to noncontrolling interest	254	107	431	316
Net income (loss) attributable to Intelligent Systems Corporation	\$132	\$419	\$(452 )	\$559
Income (loss) per share based on income (loss) attributable to Intelligent Systems Corporation:				
Basic and diluted	\$0.01	\$0.05	\$(0.05 )	\$0.06
Basic weighted average common shares outstanding	8,958,028	8,958,028	8,958,028	8,958,028
Diluted weighted average common shares outstanding	8,970,149	8,965,401	8,958,028	8,965,243

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

Net income (loss)	\$(122)	\$312	\$(883)	\$243
Other comprehensive income (loss):				
Foreign currency translation adjustment	2	8	(4 )	14
Unrealized gain (loss) on available-for-sale marketable securities	23	(32 )	39	(16 )
Total comprehensive income (loss)	(97 )	288	(848)	241



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Comprehensive loss attributable to noncontrolling interest	254	107	431	316
Comprehensive income (loss) attributable to Intelligent Systems	\$157	\$395	\$(417)	\$557

*The accompanying notes are an integral part of these Consolidated Financial Statements.*

**Intelligent Systems Corporation****CONSOLIDATED STATEMENTS OF CASH FLOWS***(unaudited, in thousands)*

	<b>Six Months Ended June 30, 2014    2013</b>	
<b>OPERATIONS:</b>		
Net income (loss)	\$(883 ) \$243	
Adjustments to reconcile net income (loss) to net cash provided by (used for) operating activities:		
Depreciation and amortization	183	219
Stock-based compensation expense	33	41
Non-cash interest income, net	--	(1 )
Investment income, net	(125 )	--
Equity in income of affiliate company	(2 )	--
Changes in operating assets and liabilities		
Accounts receivable	(47 )	477
Inventories, net	70	(231 )
Other current assets	107	(108 )
Accounts payable	(116 )	88
Accrued payroll	45	15
Deferred revenue, current portion	(25 )	(60 )
Accrued expenses	45	(124 )
Accrued settlement	211	--
Other current liabilities	13	(2 )
Other long-term liabilities	(39 )	11
Net cash provided by (used for) operating activities	(530 )	568
<b>INVESTING ACTIVITIES:</b>		
Purchase of marketable securities	--	(67 )
Proceeds from note and interest receivable	--	250
Purchases of property and equipment	(130 )	(303 )
Proceeds from sale of long-term investment	169	--
Net cash provided by (used for) investing activities	39	(120 )
Effects of exchange rate changes on cash	(3 )	14
Net increase (decrease) in cash	(494 )	462
Cash at beginning of period	3,433	2,347
Cash at end of period	\$2,939	\$2,809

**SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:**

Cash paid during the period for income taxes	\$13	\$28
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*The accompanying notes are an integral part of these Consolidated Financial Statements.*

**Intelligent Systems Corporation****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****(unaudited)**

Throughout this report, the terms “we”, “us”, “ours”, “ISC” and “company” refer to Intelligent Systems Corporation, including its wholly-owned and majority-owned subsidiaries. The unaudited Consolidated Financial Statements presented in this Form 10-Q have been prepared in accordance with accounting principles generally accepted in the United States applicable to interim financial statements. Accordingly, they do not include all of the information and notes required for complete financial statements. In the opinion of ISC management, these Consolidated Financial Statements

1. contain all adjustments (which comprise only normal and recurring accruals) necessary to present fairly the financial position and results of operations as of and for the three and six month periods ended June 30, 2014 and 2013. The interim results for the three and six months ended June 30, 2014 are not necessarily indicative of the results to be expected for the full year. These statements should be read in conjunction with our Consolidated Financial Statements and notes thereto for the fiscal year ended December 31, 2013, as filed in our Annual Report on Form 10-K.

*Stock-based Compensation* – At June 30, 2014, we had two stock-based compensation plans in effect. We record compensation cost related to unvested stock option awards by recognizing the unamortized grant date fair value on a straight line basis over the service periods of each award. We have estimated forfeiture rates based on our historical experience. Stock option compensation expense is recognized as a component of general and administrative

2. expenses in the accompanying Consolidated Financial Statements. We recorded \$12,000 and \$21,000 of stock-based compensation expense in the three months ended June 30, 2014 and 2013, respectively and \$33,000 and \$41,000 for the six month periods ended June 30, 2014 and 2013, respectively. The estimated fair value of options granted is calculated using the Black-Scholes option pricing model with assumptions as previously disclosed in our 2013 Form 10-K.

As of June 30, 2014, there is \$33,000 of unrecognized compensation cost related to stock options. During the quarter ended June 30, 2014, an aggregate of 16,000 options were granted to four independent members of our board of directors pursuant to the 2011 Non-Employee Director Stock Option Plan (Director Plan). Pursuant to the terms of the Director Plan, the options were granted at fair value on the date of the Annual Shareholders meeting. During the six month period ended June 30, 2014, 12,000 options expired unexercised.

The following table summarizes stock options as of June 30, 2014:

<b># of Shares</b>	<b>Wgt Avg</b>	<b>Wgt Avg Remaining</b>	<b>Aggregate Intrinsic Value</b>
------------------------	--------------------	------------------------------	--

		<b>Exercise Price</b>	<b>Contractual Life</b>	<b>in Years</b>	
Outstanding at June 30, 2014	274,500	\$ 1.72	6.6		\$ 11,320
Vested and exercisable at June 30, 2014	225,833	\$ 1.79	6.1		\$ 10,320

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between the company's closing stock price on the last trading day of the second quarter of 2014 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on June 30, 2014. The amount of aggregate intrinsic value will change based on the fair value of the company's stock.

3. *Fair Value of Financial Instruments* - The carrying value of cash, accounts receivable, accounts payable and certain other financial instruments (such as short-term borrowings, accrued expenses, and other current liabilities) included in the accompanying consolidated balance sheets approximates their fair value principally due to the short-term maturity of these instruments.

Financial instruments that potentially subject us to concentrations of credit risk consist principally of cash, marketable securities, and trade accounts. Our available cash is held in accounts managed by third-party financial institutions. Cash may exceed the Federal Deposit Insurance Corporation, or FDIC, insurance limits. While we monitor cash balances on a regular basis and adjust the balances as appropriate, these balances could be impacted if the underlying financial institutions fail. To date, we have experienced no loss or lack of access to our cash; however, we can provide no assurances that access to our cash will not be impacted by adverse conditions in the financial markets.

4. *Fair Value Measurements* - In determining fair value, the Company uses quoted market prices in active markets. GAAP establishes a fair value measurement framework, provides a single definition of fair value, and requires expanded disclosure summarizing fair value measurements. GAAP emphasizes that fair value is a market-based measurement, not an entity specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing an asset or liability.

GAAP establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable input be used when available. Observable inputs are based on data obtained from sources independent of the company that market participants would use in pricing the asset or liability. Unobservable inputs are inputs that reflect the company's assumptions about the estimates market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

The hierarchy is measured in three levels based on the reliability of inputs:

- Level 1

Valuations based on quoted prices in active markets for identical assets or liabilities that we have the ability to access. Valuation adjustments and block discounts are not applied to Level 1 instruments.

- Level 2

Valuations based on quoted prices in less active, dealer or broker markets. Fair values are primarily obtained from third party pricing services for identical or comparable assets or liabilities.

- Level 3

Valuations derived from other valuation methodologies, including pricing models, discounted cash flow models and similar techniques, and not based on market, exchange, dealer, or broker-traded transactions. Level 3 valuations incorporate certain assumptions and projections that are not observable in the market and significant professional judgment is needed in determining the fair value assigned to such assets or liabilities.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

Our available-for-sale investments are classified within level 1 of the valuation hierarchy.

The fair value of equity method and cost method investments has not been determined as it was impracticable to do so due to the fact that the investee companies are relatively small, early stage private companies for which there is no

comparable valuation data available without unreasonable time and expense.

5. *Inventories* – The value of inventories at June 30, 2014 and December 31, 2013 is as follows:

<i>(in thousands)</i>	<b>June 30, 2014</b>	<b>December 31, 2013</b>
	<i>(unaudited)</i>	<i>(audited)</i>
Raw materials	\$ 911	\$ 940
Finished goods	125	166
Total inventories	\$ 1,036	\$ 1,106

6. *Concentration of Revenue* – The following table indicates the percentage of consolidated revenue represented by each customer for any period in which such customer represented more than 10% of consolidated revenue.

<i>(unaudited)</i>	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
ChemFree Customer A	22%	20%	21%	25%
ChemFree Customer B	15%	12%	16%	12%
ChemFree Customer C	--	11%	1%	11%
ChemFree Customer D	10%	--	11%	--

7. *Commitments and Contingencies* – Please refer to Note 8 to our Consolidated Financial Statements included in our 2013 Form 10-K for a description of our commitments and contingencies in addition to those disclosed here. Except as noted below, other commitments and contingencies described in Note 8 to the Consolidated Financial statements included in our 2013 Form 10-K have not materially changed.

*Legal Matters* – In April 2013, Clearwater Environmental Services (“CES”) asserted a claim against ChemFree for additional sales commission that CES alleged was owed pursuant to a Target Account Sales Agreement (“TASA”) that terminated October 31, 2012. The company believed that all amounts due to CES had been paid in full in accordance with the terms of the TASA and vigorously defended against this claim. The dispute was the subject of arbitration proceedings, as required under the terms of the TASA. In 2014, the parties engaged in the discovery phase of the arbitration and, in addition to the sales commissions CES contended were owed under their interpretation of the TASA, CES also asserted various additional claims. The total amount claimed by CES was in excess of \$1.7 million. The arbitration hearing was held April 22 – 24, 2014 in Atlanta, Georgia. On April 24, 2014, prior to a ruling by the arbitrator, the parties agreed on the general terms of a settlement of the dispute and a final agreement was entered into effective as of May 12, 2014 (the “Settlement Agreement”).

Under the terms of the Settlement Agreement, ChemFree and CES agreed to settle and compromise all claims between them related to the TASA. ChemFree agreed to pay to CES the sum of \$706,000 in 3 payments: \$236,000 within five days of the signing of the Settlement Agreement on May 12, 2014 (“Effective Date”), \$235,000 to be paid 90 days after the Effective Date and the final \$235,000 to be paid 180 days after the Effective Date. The parties exchanged mutual general releases of all claims that were or could have been asserted related to the TASA. Intelligent Systems was a party to the Settlement Agreement solely for the purpose of guaranteeing ChemFree’s payments.

While the company believes that its original interpretation of the terms of the TASA relating to commissions earned after the contract terminated was correct, it decided that a settlement was in its best interests due to the inherent uncertainty of the binding arbitration process and the potential for an even greater negative impact on the company if the arbitrator’s final ruling was in CES’s favor.

As a result of the Settlement Agreement, the company recorded Legal Settlement expenses of \$387,000 in the quarter ended March 31, 2014 for amounts settled and owed in excess of amounts accrued in prior periods. The settlement amount of \$706,000 includes \$61,000 that was expensed and paid to CES in a prior period. However, since CES never cashed the check for such amount, this amount is included in the calculation of the amount shown on the line item accrued settlement in the statement of cash flows. As of June 30, 2014, an accrual of \$470,000 is reflected in the line item accrued legal settlement on the balance sheet, which represents the net of the initial accrual of \$706,000 less the first payment to CES of \$236,000 in May 2014.

In the ordinary course of business, from time to time we may be involved in various pending or threatened legal actions. The litigation process is inherently uncertain and it is possible that the resolution of such matters might have a material adverse effect upon our financial condition and/or results of operations.

*Industry Segments* – Segment information is presented consistent with the basis described in our 2013 Form 10-K. 8. The following table contains segment information for continuing operations for the three and six months ended June 30, 2014 and 2013.



	<b>Three Months</b>		<b>Six Months</b>	
	<b>Ended June 30,</b>		<b>Ended June 30,</b>	
<i>(unaudited, in thousands)</i>	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
<i>Information Technology</i>				
Revenue	\$970	\$1,181	\$2,076	\$2,018
Operating loss	(598 )	(194 )	(966 )	(703 )
<i>Industrial Products</i>				
Revenue	2,725	2,985	5,289	6,234
Operating income	643	853	690	1,740
<i>Consolidated Segments</i>				
Revenue	3,695	4,166	7,365	8,252
Operating income	45	659	(276 )	1,037
Corporate expenses	(299 )	(321 )	(743 )	(784 )
Consolidated operating income ( loss)	\$(254 )	\$338	\$(1,019)	\$253
<i>Depreciation and Amortization</i>				
Information Technology	\$29	\$43	\$58	\$82
Industrial Products	63	56	122	131
Consolidated segments	92	99	180	213
Corporate	1	3	3	6
Consolidated depreciation and amortization	\$93	\$102	\$183	\$219
<i>Capital Expenditures</i>				
Information Technology	\$31	\$71	\$93	\$100
Industrial Products	14	50	37	200
Consolidated segments	45	121	130	300
Corporate	--	3	--	3
Consolidated capital expenditures	\$45	\$124	\$130	\$303

	<b>June 30, 2014</b>	<b>December 31, 2013</b>
<i>(in thousands)</i>	<i>(unaudited)</i>	<i>(audited)</i>
<i>Identifiable Assets</i>		
Information Technology	\$ 1,799	\$ 1,725
Industrial Products	5,868	6,716
Consolidated segments	7,667	8,441
Corporate	2,280	2,186
Consolidated assets	\$ 9,947	\$ 10,627

*Income Taxes* – We have recognized tax benefits from all tax positions we have taken, and there has been no adjustment to any carry forwards (net operating loss or research and development credits) in the past two years. As of June 30, 2014 and December 31, 2013, the company has recorded a liability of \$197,000 and \$185,000, respectively, in connection with unrecognized tax benefits related to uncertain tax positions. The liability includes \$47,000 and \$39,000 of interest and penalties as of June 30, 2014 and December 31, 2013 respectively. As of June 30, 2014, management expects some incremental, but not significant, changes in the balance of unrecognized tax benefits over the next twelve months.

Our policy is to recognize accrued interest related to uncertain tax positions in interest expense and related penalties, if applicable, in general and administrative expense. During the three months and six months ended June 30, 2014, we recognized \$6,000 in interest expense and \$2,000 in penalties related to uncertain tax positions.

We file a consolidated U.S. federal income tax return for all subsidiaries in which our ownership equals or exceeds 80%, as well as individual subsidiary returns in various states and foreign jurisdictions. With few exceptions we are no longer subject to U.S. federal, state and local or foreign income tax examinations by taxing authorities for years before 2010.

10. *Reclassification* – Certain prior year numbers have been reclassified to conform to the current year presentation.

*Recent Accounting Pronouncements* – In May 2014, the FASB issued ASU 2014-09, “Revenue from Contracts with Customers (Topic 606).” The core principle of the new accounting guidance is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The new accounting guidance provides a five-step analysis of transactions to determine when and how revenue is recognized and requires enhanced disclosures about revenue. This update is effective for annual reporting periods beginning after December 15, 2016, including interim periods, and can be adopted either retrospectively or as a cumulative effect adjustment at the date of adoption. We are evaluating the effect that adopting this new accounting guidance will have on our consolidated financial statements.

12.

*Subsequent Event* – We evaluated subsequent events through the date when these financial statements were issued. We are not aware of any significant events that occurred subsequent to the balance sheet date but prior to the filing of this report that would have a material impact on our Consolidated Financial Statements.

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

*In addition to historical information, this Form 10-Q may contain forward-looking statements relating to ISC. All statements, trend analyses and other information relative to markets for our products and trends in revenue, gross margins and anticipated expense levels, as well as other statements including words such as "anticipate", "believe", "plan", "estimate", "expect", and "intend", and other similar expressions, constitute forward-looking statements. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties including those factors described below under "Factors That May Affect Future Operations", and that actual results may differ materially from those contemplated by such forward-looking statements. Except to the extent required by law, ISC undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes in future operating results.*

*For purposes of this discussion and analysis, we are assuming and relying upon the reader's familiarity with the information contained in Item 6. Management's Discussion and Analysis of Financial Condition and Results of Operations, in the Form 10-K for the year ended December 31, 2013 as filed with the Securities and Exchange Commission.*

We derive our product revenue from sales and leases of equipment and supplies in our Industrial Products sector and from sales of software licenses in our Information Technology Products and Services sector. Our service revenue consists of fees for software customization, processing services, maintenance and support for software products in our Information Technology Products and Services sector. Our revenue fluctuates from period to period and our results are not necessarily indicative of the results to be expected in future periods. Period-to-period comparisons may not be meaningful and it is difficult to predict the level of consolidated revenue on a quarterly or annual basis for a number of reasons, including the following:

A change in revenue level at one of our subsidiaries may impact consolidated revenue or be offset by an opposing change at another subsidiary.

Software license revenue in a given period may consist of a relatively small number of contracts and contract values can vary considerably depending on the software product and scope of the license sold. Consequently, even minor delays in delivery under a software contract (which may be out of our control) could have a significant and unpredictable impact on the consolidated revenue that we recognize in a given quarterly or annual period.

Customers may decide to postpone a planned implementation of our software for any number of reasons, which may be unrelated to our software or contract performance, but which may affect the amount, timing and characterization of our deferred and/or recognized revenue.

We have frequently recognized consolidated operating losses on a quarterly and annual basis and are likely to do so in the future from time to time. Our ChemFree subsidiary typically generates a profit and positive cash flow from operations on a quarterly and annual basis. CoreCard may report operating profits on an irregular basis and its results

vary in part depending on the size and number of software licenses recognized in a particular period and the level of expenses incurred to support existing customers and development and sales activities. A significant portion of CoreCard's expense is related to personnel, including approximately 200 employees located in India and Romania. In addition, CoreCard is now offering processing services as an alternative for customers who prefer to outsource this function instead of licensing our software and running the application in-house. There are a number of uncertainties related to a new line of business. We are likely to incur losses in the near future for the processing business because contract revenue is spread out over multi-year contracts while we are currently investing in the infrastructure, resources and processes to support this new processing business. For these and other reasons, our operating results are likely to vary from quarter to quarter and at the present time are generally not predictable with a reasonable degree of certainty.

From time to time, we derive income from sales of holdings in affiliate and other minority-owned companies or we may record a charge if we believe the value of a non-consolidated company is impaired. We also recognize on a quarterly basis our pro rata share of the income or losses of an affiliate company accounted for by the equity method. The timing and amount of the gain or loss recognized as a result of a sale or the amount of equity in the income or losses of the affiliate generally are not under our control and are not necessarily indicative of future results, either on a quarterly or annual basis.

In recent years, most of our cash has been generated by our ChemFree operations and, on an irregular basis, from sales of our investments or subsidiaries. We have used a significant amount of the cash received from these transactions and operations to support the domestic and international operations associated with our CoreCard subsidiary and the corporate office.

## Results of Operations

The following discussion should be read in conjunction with the Consolidated Financial Statements and the notes to Consolidated Financial Statements presented in this quarterly report.

**Revenue** – Total revenue in the three month period ended June 30, 2014 was \$3,695,000, a decrease of 11 percent compared to \$4,166,000 in the second quarter of 2013. For the six month period ended June 30, 2014, total revenue was \$7,365,000, a decline of 11 percent compared to \$8,252,000 in the same period in 2013.

Revenue from products, which includes sales and leases of equipment and supplies in our Industrial Products segment as well as software license fees related to the Information Technology Products and Services segment, was \$2,879,000, a decline of 9 percent compared to the three month period ended June 30, 2013. Product revenue was \$5,556,000 in the six month period ended June 30, 2014, a decline of 15 percent compared to the six month period ended June 30, 2013. In both the three and six month periods ended June 30, 2014, the decline is primarily related to the ChemFree subsidiary and reflects the expiration of an equipment lease contract in mid-2013 when one of ChemFree's largest lease customers opted to purchase the leased equipment and not renew the lease. The total number of SmartWasher machines sold in the second quarter and year-to-date periods of 2014 showed improvement compared to the same periods in 2013.

Service revenue associated with the Information Technology Products and Services segment was \$816,000 in the three month period ended June 30, 2014 compared to \$1,007,000 in the same period last year. In the six months ended June 30, 2014, service revenue was \$1,809,000, a 5 percent increase compared to the same period in 2013. Service revenue includes three components: revenue from annual maintenance and support contracts for our installed customer base, revenue from professional services (such as software customizations or modifications) and revenue from our processing services. In both the three and six month periods of 2014, revenue generated from CoreCard's transaction processing services increased significantly period-to-period due to an increase in the number of customers and accounts on file. However, this increase was offset by lower levels of revenue generated from professional services due to a decrease in the number and value of contracts completed in 2014 as well as lower maintenance revenue from customers that pay for maintenance and technical support. We expect that processing services will continue to grow as CoreCard's customer base increases and that maintenance revenue will increase slightly from the current level. However, it is not possible to predict with any accuracy the number and value of professional services contracts that CoreCard's customers will require in a given period. Customers typically require our professional services to modify or enhance their CoreCard software implementation based on their specific business strategy and operational requirements, which can vary considerably from customer to customer and period to period.

**Cost of Revenue** – Total cost of revenue was 56 percent and 54 percent of total revenue in the three and six month periods ended June 30, 2014, respectively, compared to 49 percent and 52 percent of total revenue in the three and six month periods ended June 30, 2013, respectively.

Cost of product revenue was 56 percent in both the three and six months ended June 30, 2014 respectively, compared to 46 percent and 47 percent of product revenue in the respective periods in 2013. The reduction in cost of revenue is related mainly to revenue mix during the periods. The relatively higher cost of product in 2014 reflects primarily the decline in ChemFree's more profitable lease revenue in both the second quarter and year-to-date periods of 2014, thus reducing the gross margin contribution in those periods.

Cost of service revenue (which relates to our CoreCard business only) was lower as a percentage of service revenue in both the three and six month periods ended June 30, 2014, as compared to the respective periods last year. Cost of service revenue includes three components: costs to provide annual maintenance and support services to our installed base of licensed customers, costs to provide professional services and costs to provide our card processing services. Costs associated with delivering professional services vary considerably from period to period depending on the project complexity and mix of domestic vs. international employees delivering such services. The mix of service revenue in a given period, as well as the number of customers and new products being supported, impacts the gross margin on service revenue. We have become more efficient and reduced the costs required to deliver maintenance and customer support to our installed base of license customers. In addition, although our actual costs to provide card processing services are higher in the second quarter and year-to-date periods of 2014 than in the comparable period in 2013 (because we continue to devote the resources necessary to support this new service initiative, including additional direct costs for regulatory compliance, infrastructure and customer support), the costs increased at a lower rate than did processing revenue resulting in an improvement in gross margin. However, we expect these costs to continue to outpace processing revenue for the foreseeable future.

**Operating Expenses** – Consolidated marketing expenses were lower by 17 percent (\$81,000) and 21 percent (\$206,000) in the three and six month periods ended June 30, 2014 compared to the same periods in 2013 due mainly to a decrease in sales commission expense incurred by ChemFree. General and administrative expenses were 14 percent (\$82,000) and 21 percent (\$272,000) higher in the three and six month periods of 2014, respectively, compared to the same periods of 2013, reflecting higher management costs at CoreCard as well as higher legal expenses in the year-to-date period associated with the ChemFree legal settlement matter (refer to Note 7). Research and development expenses were 28 percent higher in the both the second quarter and year-to-date periods of 2014 compared to the same periods last year, mainly due to fewer technical personnel expenses being charged to cost of services for maintenance and professional services, in line with lower revenue reported for such services.

**Accrued Legal Settlement Expense** – As a result of the settlement of the ChemFree legal matter described under Legal Proceedings below, in the year-to-date period ended June 30, 2014, we accrued \$387,000, reflecting the differences between the \$706,000 settlement amount and amounts accrued in prior periods.

**Investment Income** – In the second quarter and year-to-date periods of 2014, we recorded investment income of \$125,000. We recorded a gain of \$146,500 on the sale of our minority interest in Silverpop, a privately-held company that was acquired by IBM in May 2014. Offset against this investment gain was a write-down of \$21,500 to reduce the carrying value of a privately held company in which we owned a small interest to zero, our estimate of its net realizable value.

**Equity in Income (Loss) of Affiliate Company** – On a quarterly basis, we recognize our pro rata share of the earnings or losses of an affiliate company that we record on the equity method. The small change between periods reflects minor difference in profitability of the affiliate company in the periods presented.

**Income Taxes** – We recorded \$0 and \$12,000 in the three and six month periods ended June 30, 2014, respectively, for state income tax expense. In the comparable periods in 2013, the three and six month amounts shown for income taxes include \$22,000 in connection with uncertain tax positions.

## **Liquidity and Capital Resources**

Our cash balance at June 30, 2014 was \$2,939,000 compared to \$3,433,000 at December 31, 2013 and \$2,923,000 at March 31, 2014. During the six month period ended June 30, 2014, we used \$530,000 cash for operating activities, including a payment related to the ChemFree legal settlement matter described under Legal Proceedings below. The first payment of \$236,000 was made in May