



# 2014 Annual Report

Electronic Tele-Communications, Inc.



## A Letter to Our Shareholders

2014 was a disappointing year for ETC. Sales lagged 2013 and resulted in a loss for the year after 3 years of positive earnings. In spite of the loss, ETC was able to maintain the general level of our back rent due to an affiliate which continues as our primary liability. Our public telephone network markets stabilized early in the year but slowed significantly as the year progressed. At the same time our government market also slowed down as the mid-term elections brought in congressional change and budget uncertainty. As we enter 2015 we do not expect improvement in either the government market or the public telephone market in the near term. We anticipate a tough 2015 year in both sales and earnings and are taking steps to reduce expenses including but not limited to employment expenses.

ETC has produced sophisticated, quality and reliable products for over 80 years, systems installed and operating throughout North America and the world. Many of these installed systems, both ours and others, are well beyond their expected useful lives having been in service for over 20 years. The age of this equipment, in conjunction with competitors leaving the market, makes it difficult for our customers to maintain the older equipment. These factors create an unpredictable market for upgrades, replacements, and enhancements. Our flagship Emcee Elf System is designed to replace and upgrade these installations.

ETC's Time Weather and Temperature (TWT) announcement services continue to be provided to customers throughout the United States, with approximately a million calls answered by ETC's TWT equipment daily. This service is especially important for those individuals who do not have the option or ability or desire to get this information via the internet or other channels. Although impacted by changes in technology and people's habits, whether used as a public service vehicle or as an advertising medium, there is no question that a lot of people listen to ETC time, temperature, and weather announcements every day.

In accordance with the provisions of our Articles of Incorporation, both the Class A and Class B shareholders will vote on the election of directors and on any other business to be conducted at this year's annual meeting on May 1, 2015. Annual meeting materials will be available March 20, 2015 to Shareholders of Record on March 2, 2015. Shareholders can download the annual meeting materials consisting of this annual report, a proxy statement, and proxy voting instructions and materials from ETC's website at [http://www.etcia.com/financial\\_request.asp](http://www.etcia.com/financial_request.asp). Our Registered Transfer Agent will compile the Class A votes and forward the results to ETC's Corporate Secretary to be merged with the Class B votes being compiled by ETC's Corporate Secretary. All shareholders are entitled to vote, one vote for each share of Class A or Class B stock that they own.

As stated above, ETC and Audichron (acquired in 1989) have been providing telephone announcement solutions for over 80 years. Over the last 35 years we have seen many changes in both technology and the telecommunications industry. As one of the founders of ETC and President since 1989 I have guided ETC through good times and tough times. During these years ETC's product line has gone through major innovations and today we produce what we feel is the best telephone office announcement platform available.

In June 2015 I will turn 65 and intend to step down as President of ETC. This is not a recent decision, but one that has been planned for many years. At the next Board of Director's meeting in May, Elizabeth Danner will be nominated to become President of ETC effective July 1, 2015. I will be nominated to become Chairman of the Board and will assume a part time consultant's role with the Company. ETC is a great Company with wonderful people working for it. I look forward to the future of ETC under Elizabeth's guidance.



Dean W. Danner, P.E. - President & CEO  
March 2, 2015

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

Management's Discussion and Analysis should be read in conjunction with the Financial Statements, Notes to Financial Statements, Five Year Review of Selected Financial Data, and Quarterly Financial Data, all of which appear later in this report.

### OVERVIEW

ETC designs, manufactures, markets and sells digital voice information systems and related services to the telecommunications industry and other businesses. Its systems are sold to operating telephone companies, competitive local exchange carriers, wireless carriers, cable companies, leading telecom manufacturers, and other telecom companies to provide them with revenue generating applications and informational services for their networks. In addition, ETC provides time weather temperature systems and related services to telecom customers and other businesses that allow them to advertise and provide informational services to their communities.

Revenues are generated by selling and leasing equipment to customers. In addition, ETC generates revenue by providing services to customers such as installation, repair, maintenance, professional recording of announcements, and weather updates.

In 2014, ETC was profitable in the first quarter, but broke even in the second and saw a slowdown in the third and fourth quarters that resulted in a loss for the year. We continue to monitor sales levels and operations to determine adjustments necessary to enhance cash flow and return the company to profitability.

### RESULTS OF OPERATIONS

The following table presents certain items from our Statements of Operations, expressed as percentages of net sales, together with the percentage change in the actual amounts of such items from the prior period.

|                                     | Percentage of<br>Net Sales |        | Percent Change<br>Increase<br>(Decrease)<br>2014<br>vs.<br>2013 |
|-------------------------------------|----------------------------|--------|---|
|                                     | 2014                       | 2013   |   |
| Net sales                           | 100.0%                     | 100.0% | (13.9)%   |
| Cost of products sold               | 52.7                       | 50.4   | (10.0)  |
| Gross profit                        | 47.3                       | 49.6   | (17.8)  |
| General and administrative expenses | 21.1                       | 17.1   | 6.2   |
| Marketing and selling expenses      | 14.8                       | 12.9   | (0.7)   |
| Research and development expenses   | 16.3                       | 14.8   | (5.0)   |
| Other income (expense)              | (1.6)                      | 3.8    | (136.2)   |
| Earnings before income taxes        | (6.6)                      | 8.6    | (165.8)   |
| Income tax expense (benefit)        | --                         | --     | --  |
| Net earnings (loss)                 | (6.6)                      | 8.6    | (165.8)   |

#### Revenues

Net sales were \$1,476,748 in 2014 and \$1,715,142 in 2013, a decrease of 13.9% between years. The 2014 net sales consisted of equipment sales of \$732,805 or 49.6% of net sales, and revenues from operating leases, sales-type leases and services of \$743,943 or 50.3% of net sales. The 2013 net sales consisted of equipment sales of \$876,486 or 51.1% of net sales, and revenues from operating leases, sales-type leases and services of \$838,656 or 48.9% of net sales. The decrease in sales from 2013 to 2014 was primarily due to the timing of customer projects.

The majority of 2014 sales of our interactive voice information systems were from existing customers reselling to new installations or customers implementing network maintenance projects. ETC expects our customers to focus their capital spending in broadband expansion before investing in wire line operations, where ETC network equipment has mainly been deployed.

As newer units replace older time weather temperature systems that are leased by other customers, lease revenues decrease. It is anticipated that lease revenue will continue to decrease, but will be replaced in part by revenue from increased services provided with respect to the new time weather temperature systems that replace the leased units.

Product pricing for our equipment remained relatively constant between years. Inflation did not have a material impact on revenues.

#### Gross Profit

Gross profit was 47.3% of net sales in 2014 compared to 49.6% of net sales in 2013. The decrease in 2014 gross profit was due to lower equipment sales over which to spread fixed manufacturing costs.

#### Operating Expenses

Total operating expenses in 2014 were \$772,139 or 52.3% of net sales, compared to \$767,908 or 44.8% of net sales in 2013. General and administrative expenses were slightly increased primarily due to increased benefit costs combined with higher insurance rates in 2014. Marketing and selling expenses were down due to decreased commissions on decreased equipment sales.

#### Other Income and Expense

Net other expense in 2014 was \$23,592, compared to net other income in 2013 of \$65,187. In 2013 there were gains on the sale of investments to offset interest expense incurred on borrowings.

#### Income Taxes

Income tax expense was \$0 in 2014 and 2013.

## Net Earnings and Earnings Per Share

Net loss in 2014 was \$97,135, compared to net earnings of \$147,511 in 2013 which included \$90,075 gain on the sale of investments. Lower equipment sales in 2014 was the primary reason for the decrease in net earnings.

## LIQUIDITY AND CAPITAL RESOURCES

Working capital was (\$500,347) at December 31, 2014, compared to (\$364,347) at December 31, 2013. The decrease in working capital in 2014 was primarily due to lower current assets, primarily cash, compared to current liabilities that remained largely unchanged.

Capital expenditures were \$1,207 in 2014 and \$23,558 in 2013. The capital expenditures in 2014 primarily consisted of a capital equipment project in process.

Accounts receivable remained relatively unchanged between 2014 and 2013. Accounts receivable were \$52,324 in 2014 and \$50,105 in 2013. Inventories marginally decreased from \$192,514 in 2013 to \$184,766 in 2014. In 2013, ETC reestablished sales-type leases of our Audichron Z-10 as replacements for older Audichron systems. Net investment in sales-type leases was \$26,311 and \$21,607 at December 31, 2014 and 2013, respectively. Most new systems are sold to the customer. Accounts payable decreased from \$19,788 in 2013 to \$17,440 in 2014 primarily due to timing differences and lower end-of-year equipment sales.

To supplement cash flow, the Company has an agreement with an entity controlled by affiliates of the Company for up to \$200,000 of borrowing availability. As of December 31, 2014, the Company has no cash borrowings against this revolving credit facility. Additionally, the Company has unpaid rent due to the same entity totaling \$540,000 and \$537,937 as of December 31, 2014 and 2013, respectively. The Company had been working to reduce the amount of unpaid rent; however, the decline of sales at year end significantly impacted these payments. The amount of unpaid rent is an ongoing concern to management. Should the Company be unable to meet any demands for repayment of the unpaid rent, the Company's liquidity and capital resources may not be sufficient to both repay and meet the financial requirements for operating the business.

If the Company is able to increase its sales volume, additional financing in the form of internally generated cash flow and/or third-party financing may be required to finance increases in inventory and accounts receivable. However, there can be no assurance that any or all of these items will be accomplished.

## Contractual Obligations

ETC has contractual obligations for operating leases for its facilities in Waukesha, Wisconsin. The lease ends in 2015 at which time a new lease will need to be negotiated. Future minimum lease payments as of December 31, 2014, for the facility are as follows:

|       |    |                |
|-------|----|----------------|
| 2015  | \$ | 168,000        |
| Total | \$ | <u>168,000</u> |

We treat these contractual obligations as normal operating expenses and plan to fund them with internally generated cash flow, including back rent obligations. Our ability to do this will depend on achieving the sales levels necessary to reach cash flow breakeven levels. There are no assurances that this can be accomplished.

ETC does not have any contractual obligations for purchases of materials from vendors used in the manufacture of our products for 2015 or future years.

## Critical Accounting Estimates

There are a few areas of our financial statements that require us to use accounting estimates to comply with generally accepted accounting principles. These accounting estimates are made using our best judgment and may vary from actual results. Critical accounting estimates are used in the following areas:

*Accounts Receivable* -- Accounts receivable are reduced by an allowance for amounts that may become uncollectible in the future. The estimated allowance for uncollectible accounts is based primarily on a specific analysis of accounts in the receivable portfolio and historical write-off experience. While we believe the allowance to be adequate, if the financial condition of our customers were to change resulting in impairment of their ability to make payments, additional allowances may be required.

*Inventory* -- Our inventories are valued at the lower of cost or market value. We periodically review inventory quantities on hand and record a provision for excess and/or obsolete inventory based primarily on our estimated forecast of product demand, as well as historical usage. Our industry is characterized by rapid technological change and frequent new product development, both of which could result in an increase in the amount of obsolete inventory quantities on hand. In such a case, there is a possibility that the reserve for excess or obsolete inventory may need to be adjusted in the future. Any significant unanticipated change in demand or technological developments could have a significant impact on the value of our inventory, the reserve required, and our future reported operating results.

*Income Taxes* -- The preparation of our financial statements requires us to estimate our current tax exposure together with assessing temporary differences between the carrying amounts of various assets and liabilities for financial reporting purposes and income tax purposes. These timing differences result in the recognition of deferred tax assets and liabilities to which we must record a valuation allowance to reduce the deferred tax assets to the amount that is more likely than not to be realized.

Significant judgment is required in determining our provision for income taxes, our deferred tax assets and liabilities, and any valuation allowance recorded against the deferred tax assets. We have recorded a full valuation allowance against our deferred tax assets of \$2,264,000 as of December 31, 2014 and \$2,233,000 as of December 31, 2013, due to our uncertainties related to our ability to utilize these assets because of our financial losses in prior years.

In the event actual results differ from our estimates, or we adjust our estimates in future periods, we may need to adjust our valuation allowance, which would materially impact our financial position and results of operations. If we are profitable in future years, our net operating loss carryforwards, which are our primary deferred tax assets, could be realized and our valuation allowance would be reduced and used to offset future income tax expense.

**Independent Accountants**

As a part of our efforts to reduce expenses, the Board of Directors has opted to not have the 2014 or 2013 financial statements reviewed by our independent accountants. We consult with our independent accountants regarding accounting matters, however they have not been engaged to report or otherwise express any assurance on our 2014 or 2013 financial statements. All internal accounting procedures and reporting remains unchanged, including the quarterly review by all senior management of the financial disclosures and procedures.

**Forward Looking Information**

From time to time, information provided by ETC, statements made by its employees, and information included in its press releases and other public statements which are not historical facts are forward-looking in nature and relate to trends and events that may affect our future financial position and operating results. Forward-looking statements are not guarantees of future performance and involve a number of risks and uncertainties including, but not limited to: business conditions in the telecommunications industry, the length and severity of the recent worldwide recession and the timing and strength of a subsequent recovery, the Company's ability to achieve adequate sales levels or sufficient cash flow or cash reserves to support operations, technology changes, backlog, status of the economy, government regulations, sources of supply, expense structure, product mix, major customers, competition, litigation, and other risk factors. Investors are encouraged to consider the risks and uncertainties.

**Statement of Operations**  
**Years Ended December 31, 2014, 2013, and 2012 - Unaudited**

|   | 2014               | 2013         | 2012         |
|---|--------------------|--------------|--------------|
| NET SALES (Note 15)                                       | \$ 1,476,748       | \$ 1,715,142 | \$ 1,994,943 |
| COST OF PRODUCTS SOLD                                     | <u>778,152</u>     | 864,910      | 960,867      |
| GROSS PROFIT  | 698,596            | 850,232      | 1,034,076    |
| OPERATING EXPENSES:                                       |                    |              |              |
| General and administrative                                | 311,899            | 293,562      | 320,282      |
| Marketing and selling                                     | 219,018            | 220,482      | 235,808      |
| Research and development                                  | 241,222            | 253,864      | 260,567      |
|   | <u>772,139</u>     | 767,908      | 816,657      |
| EARNINGS (LOSS) FROM OPERATIONS                           | (73,543)           | 82,324       | 217,419      |
| OTHER INCOME (EXPENSE):                                   |                    |              |              |
| Interest expense  | (23,668)           | (25,884)     | (29,808)     |
| Interest and dividend income                              | 76                 | 996          | 1,590        |
| Gain on sale of investments                               | -                  | 90,075       | -            |
|   | <u>-</u>           | 90,075       | -            |
| EARNINGS (LOSS) BEFORE INCOME TAXES                       | (97,135)           | 147,511      | 189,201      |
| Income tax expense (benefit) (Note 8)                     | <u>-</u>           | -            | -            |
| NET EARNINGS (LOSS)                                       | (97,135)           | 147,511      | 189,201      |
| OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX             |                    |              |              |
| Unrealized gains on available for sale investments        | <u>-</u>           | -            | 3,606        |
| TOTAL COMPREHENSIVE INCOME (LOSS)                         | <u>\$ (97,135)</u> | \$ 147,511   | \$ 192,807   |
| BASIC AND DILUTED EARNINGS (LOSS)<br>PER SHARE (Note 14): |                    |              |              |
| Class A common  | <u>\$ (0.04)</u>   | \$ 0.06      | \$ 0.08      |
| Class B common  | <u>\$ (0.04)</u>   | \$ 0.06      | \$ 0.08      |

*The accompanying notes are an integral part of these financial statements.*

**Balance Sheets**  
**Years Ended December 31, 2014 and 2013 - Unaudited**

|   | 2014               | 2013               |
|---|--------------------|--------------------|
| <b>ASSETS</b>   |                    |                    |
| CURRENT ASSETS:   |                    |                    |
| Cash and cash equivalents   | \$ 75,568          | \$ 251,013         |
| Available for sale investments (Note 2)   | -                  | -                  |
| Trade accounts receivable, less allowance for doubtful accounts<br>of \$12,200 in 2014 and \$18,500 in 2013     | 52,324             | 50,105             |
| Inventories (Note 3)  | 184,766            | 192,514            |
| Current portion of net investment in sales-type leases (Note 4)   | 11,850             | 6,316              |
| Prepaid expenses and other current assets   | 9,843              | 8,708              |
| Total current assets  | <u>334,351</u>     | <u>508,656</u>     |
| PROPERTY AND EQUIPMENT (Note 5)   | 23,423             | 28,001             |
| NET INVESTMENT IN SALES-TYPE LEASES (Note 4)  | <u>14,461</u>      | <u>15,291</u>      |
| Total Assets  | <u>\$ 372,235</u>  | <u>\$ 551,948</u>  |
| <b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>  |                    |                    |
| CURRENT LIABILITIES:  |                    |                    |
| Revolving credit facility and unpaid rent - related party (Note 9)  | \$ 540,000         | \$ 537,937         |
| Accounts payable  | 17,440             | 19,788             |
| Accrued expenses (Note 7)   | 174,345            | 219,678            |
| Income taxes payable  | 5,787              | 6,824              |
| Deferred revenue and customer deposits  | 52,852             | 44,492             |
| Current portion of deferred gain on sale of building (Note 6)   | 11,302             | 11,302             |
| Current portion of deferred rent (Note 6)   | 32,982             | 32,982             |
| Total current liabilities   | <u>834,708</u>     | <u>873,003</u>     |
| DEFERRED GAIN ON SALE OF BUILDING (Note 6)  | -                  | 11,302             |
| DEFERRED RENT (Note 6)  | <u>-</u>           | <u>32,981</u>      |
| Total liabilities   | <u>834,708</u>     | <u>917,286</u>     |
| COMMITMENTS (Note 6)  |                    |                    |
| STOCKHOLDERS' DEFICIT (Notes 12 and 13):  |                    |                    |
| Preferred stock, authorized 5,000,000 shares, none issued   | -                  | -                  |
| Class A common stock, authorized 10,000,000 shares,<br>par value \$.01, issued and outstanding 2,009,149 shares | 20,091             | 20,091             |
| Class B common stock, authorized 10,000,000 shares,<br>par value \$.01, issued and outstanding 499,998 shares   | 5,000              | 5,000              |
| Additional paid-in capital  | 3,335,647          | 3,335,647          |
| Retained earnings (deficit)   | <u>(3,823,211)</u> | <u>(3,726,076)</u> |
| Total stockholders' deficit   | <u>(462,473)</u>   | <u>(365,338)</u>   |
| Total Liabilities and Stockholders' Deficit   | <u>\$ 372,235</u>  | <u>\$ 551,948</u>  |

The accompanying notes are an integral part of these financial statements.



**Statement of Cash Flows**  
**Years Ended December 31, 2014, 2013, and 2012 - Unaudited**

|  | 2014             | 2013             | 2012           |
|--|------------------|------------------|----------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>   |                  |                  |                |
| Net earnings   | \$ (97,135)      | \$ 147,511       | \$ 189,201     |
| Adjustments to reconcile net earnings (loss) to net cash provided by (used in) operating activities: |                  |                  |                |
| Depreciation and amortization  | 5,785            | 4,128            | 3,217          |
| Gain from sale of property, plant and equipment  | (11,302)         | (11,302)         | (11,302)       |
| Gain on sale of available for sale investments   | -                | (90,075)         | -              |
| Changes in operating assets and liabilities:   |                  |                  |                |
| Accounts receivable  | (2,219)          | 132,111          | (23,519)       |
| Inventories  | 7,748            | (7,149)          | (10,193)       |
| Net investment in sales-type leases  | (4,704)          | (21,607)         | -              |
| Prepaid expenses and other current assets  | (1,135)          | (1,304)          | 539            |
| Accounts payable and accrued expenses  | (47,680)         | (69,541)         | 63,341         |
| Deferred rent  | (32,982)         | (32,982)         | (32,982)       |
| Income taxes payable   | (1,037)          | 1,304            | (2,436)        |
| Unpaid rent - related party  | 8,120            | 3,630            | 10,600         |
| Deferred revenue and customer deposits   | 8,360            | (8,625)          | (5,332)        |
| Total adjustments  | <u>(71,046)</u>  | <u>(101,412)</u> | <u>(8,067)</u> |
| Net cash provided by (used in) operating activities  | <u>(168,181)</u> | 46,099           | 181,134        |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>   |                  |                  |                |
| Capital expenditures   | (1,207)          | (23,558)         | (6,768)        |
| Proceeds from sale of available for sale investments   | -                | 90,075           | -              |
| Capitalized software production costs  | -                | -                | -              |
| Net cash provided by (used in) investing activities  | <u>(1,207)</u>   | 66,517           | (6,768)        |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>   |                  |                  |                |
| Borrowings (payments) on revolving credit facility, net  | <u>(6,057)</u>   | (115,000)        | (45,000)       |
| Net cash used in financing activities  | <u>(6,057)</u>   | (115,000)        | (45,000)       |
| Net increase (decrease) in cash and cash equivalents   | (175,445)        | (2,384)          | 129,366        |
| Cash and cash equivalents at beginning of year   | <u>251,013</u>   | 253,397          | 124,031        |
| Cash and cash equivalents at end of year   | <u>\$ 75,568</u> | \$ 251,013       | \$ 253,397     |
| Supplemental disclosures of cash flow information:   |                  |                  |                |
| Cash paid for income taxes   | \$ 1,036         | \$ 1,304         | \$ 2,436       |
| Cash paid for interest expense   | 23,699           | 25,538           | 29,536         |

The accompanying notes are an integral part of these financial statements.

**Statement of Stockholders' Equity**  
**Years Ended December 31, 2014, 2013, and 2012 - Unaudited**

|  | Common Stock (Note 12) |                  |                     |                 | Additional<br>Paid-in<br>Capital | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Retained<br>Earnings<br>(Deficit) | Total<br>Stock-<br>holders'<br>Deficit |
|--|------------------------|------------------|---------------------|-----------------|----------------------------------|--|-----------------------------------|--|
|  | Class A                |                  | Class B             |                 |                                  |  |                                   |  |
|  | Number<br>of Shares    | Amount           | Number<br>of Shares | Amount          |                                  |  |                                   |  |
| Balances at January 1, 2012                          | 2,009,149              | \$ 20,091        | 499,998             | \$ 5,000        | \$ 3,335,647                     | \$ 63,888  | \$ (4,062,788)                    | \$ (638,162)                           |
| Net earnings   | -                      | -                | -                   | -               | -                                | -  | 189,201                           | 189,201                                |
| Unrealized loss on investments                       | -                      | -                | -                   | -               | -                                | 3,606  | -                                 | 3,606                                  |
| Comprehensive gain                                   | -                      | -                | -                   | -               | -                                | -  | -                                 | 192,807                                |
| Balances at December 31, 2012                        | 2,009,149              | 20,091           | 499,998             | 5,000           | 3,335,647                        | 67,494   | (3,873,587)                       | (445,355)                              |
| Net earnings   | -                      | -                | -                   | -               | -                                | -  | 147,511                           | 147,511                                |
| Unrealized loss on investments                       | -                      | -                | -                   | -               | -                                | 22,581   | -                                 | 22,581                                 |
| Transfer out of realized gain on sale of investments | -                      | -                | -                   | -               | -                                | (90,075)   | -                                 | (90,075)                               |
| Comprehensive gain                                   | -                      | -                | -                   | -               | -                                | -  | -                                 | 80,017                                 |
| Balances at December 31, 2013                        | 2,009,149              | 20,091           | 499,998             | 5,000           | 3,335,647                        | -  | (3,726,076)                       | (365,338)                              |
| <b>Net loss</b>                                      | -                      | -                | -                   | -               | -                                | -  | <b>(97,135)</b>                   | <b>(97,135)</b>                        |
| <b>Comprehensive loss</b>                            | -                      | -                | -                   | -               | -                                | -  | -                                 | <b>(97,135)</b>                        |
| <b>Balances at December 31, 2014</b>                 | <b>2,009,149</b>       | <b>\$ 20,091</b> | <b>499,998</b>      | <b>\$ 5,000</b> | <b>\$ 3,335,647</b>              | <b>\$ -</b>  | <b>\$ (3,823,211)</b>             | <b>\$ (462,473)</b>                    |

The accompanying notes are an integral part of these financial statements.

## Notes to Financial Statements Years Ended December 31, 2014, 2013 and 2012

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Nature of Business

The Company designs, manufactures, and markets digital voice information systems and related services. The Company's equipment provides a wide range of audio and computer information and call handling capabilities via telephone networks, computer networks, and the Internet. The Company's digital voice information systems deliver network interoperability and revenue-generating applications. Branding, time and temperature announcements, and weather forecasts are among the applications designed to increase customers' name recognition and market presence. Additionally, revenue-generating applications such as automatic callback, changed number with call completion, repeat dialing, and wake-up/reminder services enable providers to differentiate themselves from their competition. Services include professional recording, turn-key installations, on-site trainings, and 24-hour technical support.

The Company's customers include Regional Bell Operating Companies (RBOCs), Competitive Local Exchange Carriers (CLECs), independent telephone companies, long distance companies, wireless carriers, cable companies, utilities, leading telecommunications manufacturers, and other businesses and organizations.

The Company was incorporated in Wisconsin in 1980. The Company's executive offices, together with manufacturing, engineering, marketing, sales, and technical services are located in Waukesha, Wisconsin.

#### Use of Estimates in Preparation of Financial Statements

The preparation of the accompanying financial statements in conformity with accounting principles generally accepted in the United States ("GAAP") requires management to make estimates and assumptions that directly affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of revenue and expenses during the reporting period. Actual results may differ from these estimates and are subject to change in the near term.

Management considers its estimates related to inventory valuation, impairment evaluations for fixed assets, valuation of deferred tax assets, and allowance for doubtful accounts to be significant estimates.

#### Cash Equivalents

For purposes of the statements of cash flows, the Company considers all highly liquid debt instruments with an original maturity of three months or less to be cash equivalents.

#### Investments

Investments in equity securities that the Company does not necessarily intend to hold until maturity and that were not purchased for the purpose of selling the securities in the near term are classified as available for sale securities. Available for sale securities are reported at fair value with unrealized gains and losses reported in accumulated other comprehensive income (loss).

#### Fair Value Measurements

A three-tier hierarchy prioritizes the inputs used in measuring fair value as follows: Level 1, defined as observable inputs such as quoted market prices in active markets; Level 2, defined as inputs other than quoted market prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore, requiring an entity to develop its own assumptions. The asset's or liability's fair value measurement level within the hierarchy is based on the lowest level of any input that is significant to the fair value measurements.

#### Trade Accounts Receivable and Concentration of Credit Risk

Trade accounts receivable are customer obligations due on normal trade terms requiring payment within 30 days from the invoice date. Payments of trade accounts receivable are allocated to the specific invoices identified on the customer's remittance advice or, if unspecified, are applied to the earliest unpaid invoices.

The carrying amount of trade accounts receivable is reduced by an allowance that reflects management's best estimate of the amounts that will not be collected. Management individually reviews all accounts receivable balances that exceed 60 days from invoice date and based on an assessment of current creditworthiness, estimates the portion, if any, of the balance that will not be collected.

The Company's sales are concentrated primarily in the domestic telecommunications industry. The Company performs periodic credit evaluations of its customers' financial condition and does not require collateral.

#### Inventories

Inventories are stated at the lower of cost or market. Cost is determined using the first-in, first-out (FIFO) method.

#### Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. For financial reporting purposes, depreciation is provided using the straight-line method over estimated useful lives of three to five years.

The Company leases certain voice announcement equipment to certain customers for terms of one month to three years with renewal options on a month-to-month basis. All such leases are treated as operating leases. The leased equipment is stated at cost less accumulated depreciation. Depreciation is provided on the straight-line method over the estimated useful lives of the equipment.

#### Long-lived Assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the sum of the expected undiscounted cash flows is less than the carrying value of the related asset or group of assets, a loss is recognized for the difference between the fair value and carrying value of the asset or group of assets. Such analyses necessarily involve significant judgment. No impairment was recorded for 2014, 2013, or 2012.

## Income Taxes

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due plus deferred income taxes related primarily to differences between the bases of certain assets and liabilities for financial statement and income tax purposes. The deferred income tax benefits and liabilities represent the future tax return consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. If full realization is not expected, a deferred income tax valuation allowance will be recorded. Deferred income tax benefits also are recognized for operating losses that are available to offset future taxable income and tax credits that are available to offset future income taxes.

Management evaluated the Company's tax positions and concluded the Company had taken no significant uncertain tax positions that require adjustment to the financial statements. Accordingly, there is no accrual for uncertain income tax positions as of December 31, 2014 and 2013.

## Revenue Recognition

The Company sells and leases equipment and related services. Terms of sale are documented on purchase orders and sales agreements. There are no multi-element contracts. Revenue from equipment and software sales is recognized at the time of shipment. Revenue from operating leases of time/weather/temperature equipment is recognized on a monthly basis as the monthly lease amount is billed to the customer. Revenue from services is recognized when the related service is provided. Revenue from the sale of maintenance contracts is deferred and recognized evenly over the term of the contract.

Sales of the Company's Audichron® Z-10 interactive systems are accounted for as sales-type leases. Revenue is recognized upon shipment of these systems to the customer. The difference between the expected minimum payments and the revenue recognized for each agreement is unearned revenue. The unearned revenue is amortized over the term of each agreement using the effective interest method.

Revenue from sales-type leases, operating leases and services was approximately 50%, 49%, and 45% of total revenue in 2014, 2013, and 2012, respectively.

## Shipping and Handling

Revenue received from and costs incurred for shipping and handling are reported in cost of products sold. Revenue received from shipping and handling fees were \$1,232, \$2,358, and \$1,919, in 2014, 2013, and 2012, respectively. Costs incurred for shipping and handling were \$2,374, \$3,187, and \$2,239, in 2014, 2013, and 2012, respectively.

## Research and Development

Research and development costs related to the design and development of new products are expensed as incurred.

## Variable Interest Entities

GAAP requires an entity to consolidate a variable interest entity if that enterprise has a variable interest (or combination of variable interests) that will absorb a majority of the entity's expected losses if they occur, receive a majority of the entity's expected residual returns if they occur, or both. In addition, GAAP requires an entity that holds significant variable interest in a variable interest entity, but is not the primary beneficiary, to disclose certain information. Currently, the Company leases real estate from an affiliated entity and borrows money under a revolving credit facility from the same affiliated entity. Based on management's review of the affiliated entity and the Company's transactions with it, the Company is not required to consolidate or disclose further information.

## Subsequent Events

Subsequent events were evaluated through March 20, 2015 which is the date the financial statements were issued.

## 2. AVAILABLE FOR SALE INVESTMENTS

Available for Sale Investments are comprised of corporate equity securities. Because the cost basis of the available for sale securities is zero, the cumulative net unrealized gain equals the fair value. Fair value is derived from the quoted market price in an active market (level 1). The Board of Directors decided to sell the investment in 2013 and use the cash generated in part to pay down debt. The results of the sale of the investment are detailed as part of the financial statements. Information as of and for the years ended December 31, 2014, 2013, and 2012, is summarized as follows:

|  | 2014 | 2013     | 2012      |
|--|------|----------|-----------|
| Securities available for sale:   |      |          |           |
| Cost of equity securities  | \$ 0 | \$ 0     | \$ 0      |
| Cumulative net unrealized gain as reported in accumulated other comprehensive income, beginning of year  | 0    | 67,494   | 63,888    |
| Current year unrealized net gain (loss) included in comprehensive income (loss)                          | 0    | 22,581   | 3,606     |
| Realized gain on sale  | 0    | (90,075) |           |
| Cumulative net unrealized gain as reported in accumulated other comprehensive income (loss), end of year | \$ 0 | \$ 0     | \$ 67,494 |

## 3. INVENTORIES

Inventories consisted of the following at December 31:

|                                    | 2014       | 2013       |
|------------------------------------|------------|------------|
| Raw materials and supplies         | \$ 112,115 | \$ 139,911 |
| Work-in-process and finished goods | 26,247     | 19,291     |
| Maintenance and demo parts         | 67,009     | 54,314     |
| Reserve for obsolescence           | (20,605)   | (21,002)   |
| Total Inventories                  | \$ 184,766 | \$ 192,514 |

The Company has determined that certain inventories are obsolete or are in excess of anticipated future demand. Accordingly, the Company has recorded a reserve for obsolescence as indicated above. The Company will continue to evaluate these inventories and will adjust the reserve as needed in the future. Accordingly, this significant estimate is subject to change in the near term.

#### 4. SALES-TYPE LEASES

The Company engages in sales agreements with customers for Audichron® Z-10 systems that are accounted for as sales-type leases. The agreements have varying length terms expiring in various years through 2017.

Following is a summary of the components of the Company's net investment in sales-type leases at December 31:

|   | 2014      | 2013      |
|---|-----------|-----------|
| Total minimum lease payments to be received | \$ 31,665 | \$ 27,855 |
| Unearned revenue                            | (5,354)   | (6,248)   |
| Allowance for doubtful accounts             | -         | -         |
| Net investment in sales-type leases         | \$ 26,311 | \$ 21,607 |

Future minimum lease payments to be received under these agreements at December 31, 2014 are as follows:

| Year                         | Rental Payments |
|------------------------------|-----------------|
| 2015                         | \$ 15,660       |
| 2016                         | 13,860          |
| 2017                         | 2,145           |
| Total minimum lease payments | \$ 31,665       |

#### 5. PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at December 31:

|                            | 2014         | 2013         |
|----------------------------|--------------|--------------|
| Equipment and furniture    | \$ 1,576,384 | \$ 1,576,543 |
| Accumulated depreciation   | (1,552,961)  | (1,548,542)  |
| Net property and equipment | \$ 23,423    | \$ 28,001    |

#### 6. LEASE COMMITMENTS

On July 18, 2001, the Company entered into a sale leaseback transaction with esitec, LLC, an entity controlled by affiliates of the Company, for the building and associated land located in Waukesha, Wisconsin, the Company's office and manufacturing facility. The leaseback transaction has been accounted for as an operating lease. A gain of \$576,379 was realized on the transaction. The gain has been deferred and will be amortized to income in proportion to rental payments over the term of the lease. In each of 2014, 2013 and 2012 gains of \$11,302 were recognized.

The Company has leased the facility back from the buyer under a triple net lease which currently expires on December 31, 2015. The lease required monthly payments of \$12,500 for 2014. The required monthly payment increases annually by approximately 4% starting in 2012; however the increase is subject to waiver by the landlord. The increase was waived for 2013 and 2014. The Company is responsible for its share of operating costs as defined in the agreement.

As of December 31, 2014 and 2013, net deferred gain totaling \$11,302 and \$22,604, respectively, relating to the sale leaseback transaction was included in the accompanying financial statements.

Future minimum lease payments at December 31, 2014 for the Waukesha facility are as follows:

| Year                         | Rental Payments |
|------------------------------|-----------------|
| 2015                         | \$ 168,000      |
| Total minimum lease payments | \$ 168,000      |

As a result of the renegotiation of the lease for the Waukesha, Wisconsin facility in 2010, a rent credit of \$178,650 was accrued and will be amortized over the remaining term of the lease. The deferred rent credit totaled \$32,982 and \$65,963 as of December 31, 2014 and 2013, respectively. In 2014 and 2013 amortization of the deferred rent credit was \$32,982 in both years, which is included as part of general and administrative expenses on the statements of operations.

Total rent expense for 2014, 2013, and 2012 was \$111,018, \$117,018, and \$117,018, respectively.

#### 7. ACCRUED EXPENSES

Accrued expenses consist of the following at December 31:

|                                   | 2014       | 2013       |
|-----------------------------------|------------|------------|
| Accrued wages and benefits        | \$ 82,830  | \$ 101,218 |
| Directors fees                    | 0          | 18,000     |
| Other accrued professional fees   | 10,877     | 7,400      |
| Product compliance testing        | 16,870     | 29,600     |
| Product warranty reserve          | 12,000     | 15,000     |
| State and local sales tax accrual | 6,461      | 5,230      |
| Other accrued expenses            | 45,307     | 43,230     |
| Total accrued expenses            | \$ 174,345 | \$ 219,678 |

## 8. INCOME TAXES

Income tax expense consists of the following:

|  | 2014     | 2013      | 2012     |
|--|----------|-----------|----------|
| Current:                                     |          |           |          |
| Federal                                      | \$ -     | \$ -      | \$ -     |
| State  | -        | -         | -        |
| Total current                                | -        | -         | -        |
| Deferred                                     | 9,000    | 149,000   | 26,000   |
| Benefit (generation) of net operating losses | (40,000) | 45,000    | 66,000   |
| Change in valuation reserve                  | 31,000   | (194,000) | (92,000) |
| Income tax expense (benefit)                 | \$ -     | \$ -      | \$ -     |

Differences between the income tax expense reported and the amount of income tax expense that would result from applying the federal statutory rate to the Company's pretax income is due primarily to the benefit of net operating losses, and reductions in the deferred income tax valuation allowance.

At December 31, 2014, the Company had federal net operating loss carryforwards of approximately \$5,300,000 and research and development credits totaling \$66,000 which are subject to federal regulations and limitations and expire at various times through 2029. At December 31, 2014 the Company had state operating loss carryforwards of approximately \$2,600,000 that expire at various times through 2034. The carryforwards and credits, which expire in various years, are available to offset future federal taxable income and income taxes. The valuation reserve of \$2,264,000 and \$2,233,000 at December 31, 2014 and 2013, respectively, was provided because of uncertainty as to whether the net deferred tax asset would be realized, based on the Company's financial results. If the Company is profitable in future years, the valuation reserve will be reduced and used to offset income tax expense to the extent allowed by law.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax liabilities and assets as of December 31 are as follows:

|   | 2014        | 2013        |
|---|-------------|-------------|
| Deferred tax assets:                            |             |             |
| Excess of book over tax depreciation            | \$ 22,000   | \$ 19,000   |
| Net operating loss carryforwards                | 2,093,000   | 2,062,000   |
| Inventories                                     | 40,000      | 36,000      |
| Allowance for doubtful accounts                 | 5,000       | 7,000       |
| Tax credits                                     | 83,000      | 83,000      |
| Accrued charges and other                       | 17,000      | 18,000      |
| Deferred gain                                   | 4,000       | 8,000       |
| Total deferred tax assets                       | 2,264,000   | 2,233,000   |
| Net deferred tax asset before valuation reserve | 2,264,000   | 2,233,000   |
| Valuation reserve                               | (2,264,000) | (2,233,000) |
| Net deferred tax asset                          | \$ -        | \$ -        |

The Company has no income tax returns currently under examination by taxing authorities. The Company is not subject to federal and Wisconsin state examinations for years before tax years 2010 and 2009, respectively.

## 9. REVOLVING CREDIT FACILITY & UNPAID RENT - RELATED PARTY

On December 23, 2002, the Company signed a revolving credit facility renewal with esitec, LLC, an affiliate. The term of the revolving credit facility ended December 31, 2003, at which time it renewed automatically in consecutive one-year increments, provided that either party may terminate the revolving credit facility upon 45 days written notice. Under the revolving credit facility, the Company can borrow up to a maximum of \$200,000. Interest is payable monthly at a rate of up to prime plus two percentage points as quoted in the Wall Street Journal (effective rate of 4.5% as of December 31, 2014), and any outstanding balances of principal and interest are due at the end of the term. The revolving credit facility is secured by trade accounts receivable. As of December 31, 2014 and 2013 the Company had borrowings of \$0 under the revolving credit facility.

Under the terms of the lease for the Waukesha, Wisconsin facility, interest is paid monthly on any unpaid rent amounts at a rate of up to prime plus two percentage points as quoted in the Wall Street Journal (effective rate of 4.5% as of December 31, 2014). The lease is secured by trade accounts receivable and business assets. Pursuant to the lease, any and all unpaid rent may be called by esitec, LLC and, should the Company be unable to repay the unpaid rent upon demand, esitec, LLC has the right to foreclose against the trade accounts receivable and business assets of the Company.

Interest paid for unpaid rent was \$23,668 for the year ending December 31, 2014. Interest paid for borrowings on the revolving credit facility and unpaid rent was \$25,884 and \$29,808 for the years ending December 31, 2013 and 2012, respectively.

As of December 31, 2014 and 2013, unpaid rent due to esitec, LLC totaled \$540,000 and \$537,937, respectively.

## 10. PROFIT SHARING PLAN

The Company has a profit sharing plan pursuant to Section 401(k) of the Internal Revenue Code (the "Code") whereby participants may contribute a percentage of compensation, but not in excess of the maximum allowed under the Code. Substantially all employees are eligible to participate. The plan provides for, and the Company expenses, Company matching contributions and additional discretionary contributions determined by the Board of Directors which, in the aggregate, amounted to \$18,879 in 2014 and \$51,600 in 2013. There were no Company matching or additional discretionary contributions paid in 2014 or 2013.

## 11. STOCK OPTION PLAN

The Company has a 1999 Nonqualified Stock Option Plan whereby 175,000 shares of Class A common stock are authorized for granting of options to key employees of the Company as determined by the Compensation and Stock Option Committee of the Board of Directors. Options granted may be vested at the discretion of the Compensation and Stock Option Committee and expire ten years from date of grant. The exercise price is the average of the highest and lowest transaction prices of the stock on the date of grant. Options are cancelled upon termination of employment and that stock becomes available for future option grants. As of December 31, 2009, the 1999 Nonqualified Stock Option Plan expired with respect to granting of future options, and, accordingly, there are no shares eligible for future grants. All non-expired options were vested as of December 31, 2005. Options outstanding under the 1999 Plan expired in May 2014, and accordingly, as of December 31, 2014, there are no options outstanding.

Transactions with respect to the Company's stock option plans were as follows:

|   | 2012<br>Weighted<br>Average |                   | 2013<br>Weighted<br>Average |                   | 2014<br>Weighted<br>Average |                   |
|---|-----------------------------|-------------------|-----------------------------|-------------------|-----------------------------|-------------------|
|   | Option<br>Shares            | Exercise<br>Price | Option<br>Shares            | Exercise<br>Price | Option<br>Shares            | Exercise<br>Price |
| Outstanding at beginning of year                                  | 39,000                      | \$0.28            | 14,000                      | \$0.40            | 14,000                      | 0.40              |
| Granted   | -                           | -                 | -                           | -                 | -                           | -                 |
| Exercised   | -                           | -                 | -                           | -                 | -                           | -                 |
| Forfeited   | (25,000)                    | 0.22              | -                           | -                 | 14,000                      | 0.40              |
| Outstanding at end of year  | 14,000                      | 0.40              | 14,000                      | 0.40              | -                           | -                 |
| Exercisable at end of year  | 14,000                      | 0.40              | 14,000                      | 0.40              | -                           | -                 |
| Weighted average fair value of<br>Options granted during the year |                             | -                 |                             | -                 |                             | -                 |

## 12. CAPITAL STOCK

The Company has two classes of common stock and has also authorized 5,000,000 shares of preferred stock.

In the event of liquidation, holders of Class A common stock are entitled to receive, after distribution of amounts due to holders of preferred stock, \$3 per share (subject to adjustments for stock splits, stock dividends or similar events involving Class A common stock) before any distribution to holders of Class B common stock. After the payment of \$3 per share to Class A common stockholders, the Class B common stockholders are entitled to receive \$3 per share. Thereafter, the Class A and Class B common shareholders share equally in any further distributions.

The Company's Board of Directors has the authority and responsibility to determine the rate of dividend, liquidation value, and other preferences of the preferred stock upon issuance. No shares of preferred stock have been issued to date.

## 13. DIVIDENDS

The holders of Class A common stock, which is non-voting, are entitled to receive a non-cumulative annual cash dividend of \$0.08 per share before any dividends may be paid to the holders of Class B common stock. Thereafter, any additional dividend in a fiscal year must be paid on the two classes of common stock on an equal basis. If the preferential dividend is omitted for three consecutive years, the Class A common stock is entitled to vote in the following year.

No dividends were declared or paid in 2014, 2013, and 2012. Because no dividends were paid for three years, as of January 1, 2015, holders of Class A common stock are entitled to vote at the Company's 2015 Annual Meeting on an equal basis with holders of its Class B common stock.

## 14. EARNINGS PER SHARE

Earnings (loss) are allocated equally per share to weighted average Class A shares, as adjusted for the dilutive effect of stock options using the treasury stock method, and weighted average Class B shares outstanding during the year. Earnings (loss) per Class A and Class B common share were computed, as shown in the table below, by adding dividends paid per Class A and Class B common share (distributed earnings) to undistributed earnings. The following table sets forth the computation of basic and diluted earnings per share:

|   | 2014        | 2013       | 2012       |
|---|-------------|------------|------------|
| Numerator for basic and diluted earnings per share:         |             |            |            |
| Net earnings  | \$ (97,135) | \$ 147,511 | \$ 189,201 |
| Denominator for basic and diluted earnings per share:       |             |            |            |
| Weighted average shares:                                    |             |            |            |
| Class A common  | 2,009,149   | 2,009,149  | 2,009,149  |
| Class B common  | 499,998     | 499,998    | 499,998    |
| Total   | 2,509,147   | 2,509,147  | 2,509,147  |
| Calculation of basic and diluted earnings (loss) per share: |             |            |            |
| Class A common:   |             |            |            |
| Basic and diluted earnings (loss) per share                 | \$ (0.04)   | \$ 0.06    | \$ 0.08    |
| Class B common:   |             |            |            |
| Basic and diluted earnings (loss) per share                 | \$ (0.04)   | \$ 0.06    | \$ 0.08    |

Options to purchase shares of Class A common stock under the Company's Nonqualified Stock Option Plan were outstanding as of December 31, 2013 and 2012. However, these shares were not included in the computation of diluted earnings per share because the options' exercise price was greater than the average market price of the common shares. The number of shares excluded from the computation was 0 for 2014, 14,000 for 2013, and 14,000 for 2012. See Note 11 for additional information regarding stock options.

## 15. ENTERPRISE INFORMATION

The Company operates as one reportable segment.

### Geographic Information

Geographic information related to the Company's revenues (a) are as follows for the years ended December 31:

|                 | 2014         | 2013         | 2012         |
|-----------------|--------------|--------------|--------------|
| United States   | \$ 1,471,129 | \$ 1,581,288 | \$ 1,915,898 |
| Other countries | 5,619        | 133,854      | 79,045       |
| Total           | \$ 1,476,748 | \$ 1,715,142 | \$ 1,994,943 |

(a) Revenues are attributed to countries based on the location of customers.

### Major Customers

|            | 2014<br>Sales | Accounts<br>Receivable<br>as of 12/31/14 | 2013<br>Sales | Accounts<br>Receivable<br>as of 12/31/13 | 2012<br>Sales | Accounts<br>Receivable<br>as of 12/31/12 |
|------------|---------------|--|---------------|--|---------------|--|
| Customer A | *             | *  | 10%           | *  | 11%           | 9%                                       |
| Customer B | 30%           | *  | 25%           | 39%                                      | 30%           | *  |
| Customer C | *             | *  | *             | *  | *             | 16%                                      |
| Customer D | 8%            | 37%                                      | 5%            | 38%                                      | *             | *  |

\* Not a major customer at December 31

## 16. COMPANY OPERATIONS

The Company has sustained operating losses in prior years requiring the Company to use substantial amounts of working capital to fund its operations. The losses and use of working capital were a result of the significant decrease in sales caused by lower customer demand for the Company's products. The Company's customers have been severely impacted by slowing economic conditions and market shifts, especially in the domestic telecommunications industry, which adversely impacted customers' buying decisions. These factors raise substantial doubt about the Company's ability to continue as a going concern.

To address the resultant cash flow requirements caused by the decrease in sales in previous years, the Company reduced its workforce through a combination of terminations and lay-offs. To supplement cash flow in the short-term, the Company maintains an agreement with an entity controlled by affiliates of the Company for up to \$200,000 of borrowing availability. As of December 31, 2014, the Company had borrowings on this revolving credit facility of \$0. The Company will continue to monitor its operations to determine if additional cost savings measures need to be implemented to improve cash flow.

The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

## 17. RELATED PARTY TRANSACTIONS

The Company leases its Waukesha facility from an entity controlled by affiliates of the Company. See Note 6 for additional information on this lease. In addition, the Company has a revolving credit facility from the same entity controlled by affiliates of the Company. See Note 9 for additional information on this revolving credit facility and lease payments payable.



## Five Year Review of Selected Financial Data - Unaudited

| For the Years Ended December 31,             | 2014         | 2013         | 2012         | 2011         | 2010         |
|--|--------------|--------------|--------------|--------------|--------------|
| <b>SUMMARY OF OPERATIONS:</b>                |              |              |              |              |              |
| Net sales                                    | \$ 1,476,748 | \$ 1,715,142 | \$ 1,994,943 | \$ 1,657,407 | \$ 1,658,605 |
| Cost of products sold                        | 778,152      | 864,910      | 960,867      | 840,789      | 904,697      |
| Gross profit                                 | 698,596      | 850,232      | 1,034,076    | 816,618      | 753,908      |
| General and administrative                   | 311,899      | 293,562      | 321,182      | 267,703      | 283,997      |
| Marketing and selling                        | 219,018      | 220,482      | 235,808      | 210,111      | 217,019      |
| Research and development                     | 241,222      | 253,864      | 260,567      | 220,330      | 224,442      |
| Restructuring charge                         | -            | -            | -            | -            | (35,151)     |
| Other income (expense)                       | (23,592)     | 65,187       | (28,218)     | (28,472)     | (30,240)     |
| Earnings (loss) before income taxes          | (97,135)     | 147,511      | 188,301      | 90,002       | (36,941)     |
| Income taxes (benefit)                       | -            | -            | -            | -            | -            |
| Net earnings (loss)                          | \$ (97,135)  | \$ 147,511   | \$ 188,301   | \$ 90,002    | \$ (36,941)  |
| <b>PER SHARE DATA:</b>                       |              |              |              |              |              |
| Weighted average shares outstanding          | 2,509,147    | 2,509,147    | 2,509,147    | 2,509,147    | 2,509,147    |
| Basic and diluted earnings (loss) per share: |              |              |              |              |              |
| Class A common                               | \$ (0.04)    | \$ 0.06      | \$ 0.08      | \$ 0.04      | \$ (0.01)    |
| Class B common                               | \$ (0.04)    | \$ 0.06      | \$ 0.08      | \$ 0.04      | \$ (0.01)    |
| Shares outstanding at year end               | 2,509,147    | 2,509,147    | 2,509,147    | 2,509,147    | 2,509,147    |
| Book value per share                         | \$ (0.18)    | \$ (0.15)    | \$ (0.18)    | \$ (0.25)    | \$ (0.28)    |
| Cash dividends paid per Class A share        | \$ -         | \$ -         | \$ -         | \$ -         | \$ -         |
| <b>OTHER DATA:</b>                           |              |              |              |              |              |
| Working capital                              | \$ (500,357) | \$ (364,347) | \$ (365,359) | \$ (510,331) | \$ (530,000) |
| Current ratio                                | 0.4          | 0.6          | 0.7          | 0.5          | 0.5          |
| Total assets                                 | \$ 372,235   | \$ 551,948   | \$ 704,447   | \$ 534,751   | \$ 487,542   |
| Total long-term obligations                  | \$ -         | \$ -         | \$ -         | \$ -         | \$ -         |
| Stockholders' deficit                        | \$ (462,473) | \$ (365,338) | \$ (445,355) | \$ (638,162) | \$ (700,380) |
| After tax return on sales                    | (6.6%)       | 8.6%         | 9.4%         | 5.4%         | (2.2%)       |
| Return on equity                             | (21.0%)      | (40.4%)      | (42.3%)      | (14.1%)      | (5.3%)       |

*This data should be considered in conjunction with the accompanying financial statements.*

**Quarterly Financial Data - Unaudited**

|   | <b>2014 Quarters</b> |            |            |            |              |
|---|----------------------|------------|------------|------------|--------------|
|   | First                | Second     | Third      | Fourth     | Total        |
| <b>Net sales</b>                                    | \$ 492,735           | \$ 451,262 | \$ 276,586 | \$ 256,165 | \$ 1,476,748 |
| <b>Gross profit</b>                                 | 225,077              | 203,584    | 137,329    | 132,606    | 698,596      |
| <b>Net earnings (loss)</b>                          | 16,084               | 6,163      | (67,704)   | (51,678)   | (97,135)     |
| <b>Basic and diluted earnings (loss) per share:</b> |                      |            |            |            |              |
| Class A common                                      | 0.01                 | 0.00       | (0.03)     | (0.02)     | (0.04)       |
| Class B common                                      | 0.01                 | 0.00       | (0.03)     | (0.02)     | (0.04)       |
| <b>Dividends per Class A common share (Note 13)</b> | 0.00                 | 0.00       | 0.00       | 0.00       | 0.00         |
| <b>Stock price for Class A common: *</b>            |                      |            |            |            |              |
| High  | 0.150                | 0.150      | 0.110      | 0.060      |              |
| Low   | 0.095                | 0.100      | 0.050      | 0.055      |              |

|   | <b>2013 Quarters</b> |            |            |            |              |
|---|----------------------|------------|------------|------------|--------------|
|   | First                | Second     | Third      | Fourth     | Total        |
| <b>Net sales</b>                                    | \$ 435,864           | \$ 489,259 | \$ 358,173 | \$ 431,846 | \$ 1,715,142 |
| <b>Gross profit</b>                                 | 208,983              | 242,815    | 175,977    | 222,457    | 850,232      |
| <b>Net earnings (loss)</b>                          | 133                  | 108,054    | 3,628      | 35,696     | 147,511      |
| <b>Basic and diluted earnings per share:</b>        |                      |            |            |            |              |
| Class A common                                      | 0.00                 | 0.04       | 0.00       | 0.01       | 0.06         |
| Class B common                                      | 0.00                 | 0.04       | 0.00       | 0.01       | 0.06         |
| <b>Dividends per Class A common share (Note 13)</b> | 0.00                 | 0.00       | 0.00       | 0.00       | 0.00         |
| <b>Stock price for Class A common: *</b>            |                      |            |            |            |              |
| High  | 0.210                | 0.183      | 0.130      | 0.116      |              |
| Low   | 0.100                | 0.120      | 0.102      | 0.095      |              |

*This data should be considered in conjunction with the accompanying financial statements.*

\* The stock prices represent the price on the OTC Pink Sheets. The stock prices reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions.

**Annual Meeting of Shareholders**

2:00 PM, Friday, May 1, 2015  
Electronic Tele-Communications, Inc.  
1915 MacArthur Road, Waukesha, WI 53188

**Investor Relations**

Investor relations inquiries may be made in writing to Investor Relations Department, Electronic Tele-Communications, Inc., 1915 MacArthur Road, Waukesha, WI 53188; by telephone at (262) 542-5600; or via email at investor\_relations@etcia.com.

**Stock Held in "Street Name"**

Electronic Tele-Communications, Inc. maintains a direct mailing list to ensure that shareholders whose stock is held in broker accounts receive shareholder information on a timely basis. Shareholders may add their name to this list by writing or calling our Investor Relations Department.

**Stock Listing**

Electronic Tele-Communications, Inc. Class A common stock is quoted on the OTC Pink Sheets under the symbol ETCIA.

**Shareholders of Record**

As of March 4, 2015 there were approximately 450 shareholders of record and beneficial shareholders owning Class A common stock.

**Termination of Registration**

In September 2004 the Company voluntarily terminated its registration of its Class A common stock under Section 12 of the Securities Exchange Act of 1934. This deregistration terminated the Company's obligation to file public reports with the SEC on Forms 10-KSB, 10-QSB, and 8-K.

**Transfer Agent and Register**

For address changes or questions regarding your shares, please contact:  
American Stock Transfer and Trust Company, 59 Maiden Lane, New York, NY 10038-4502; telephone (800) 937-5449; website <http://www.amstock.com>; email [info@amstock.com](mailto:info@amstock.com)

**Independent Accountants**

Wipfli, LLP, 10000 Innovation Drive, Suite 250, Milwaukee, WI 53226

**Legal Counsel**

Quarles & Brady LLP, 411 East Wisconsin Avenue, Milwaukee, WI 53202

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**Corporate Officers**

Dean W. Danner, P.E., President and Chief Executive Officer  
Joseph A. Voight, Jr., Vice President Sales and Marketing  
Bonita M. Danner, P.E., Treasurer and Vice President Engineering  
Elizabeth Danner, Vice President Administration and Corporate Secretary

**Directors**

Dean W. Danner, P.E., 2, 3, 4  
Bonita M. Danner, P. E., 1, 3, 4  
Joseph A. Voight, Jr., 1, 2  
Elizabeth Danner, 3, 4  
Jonathan Danner, 1, 2

**Committee Assignments**

1-- Audit Committee  
2 -- Compensation and Stock Option Committee  
3 -- Executive Committee  
4 -- Facilities Committee

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Waukesha, WI 53188  
<http://www.etcia.com>