

TELKONET INC
Form 10-Q
November 12, 2015

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2015

OR

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

For the transition period from _____ to _____.

Commission file number 001-31972

TELKONET, INC.

(Exact name of Registrant as specified in its charter)

Utah

(State or Other Jurisdiction of Incorporation or Organization)

87-0627421

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

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20800 Swenson Drive, Suite 175, Waukesha, WI

(Address of Principal Executive Offices)

53186

(Zip Code)

(414) 223-0473

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 (§232.405 of this chapter) 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

Smaller reporting company

(Do not check if a smaller reporting company)

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

The number of shares outstanding of the registrant's common stock, par value \$0.001 per share, as of October 31, 2015 is 127,054,848.

TELKONET, INC.

FORM 10-Q for the Nine Months Ended September 30, 2015

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PART I. FINANCIAL INFORMATION**Item 1. Financial Statements****TELKONET, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS****(UNAUDITED)**

| | September 30, 2015 | December 31, 2014 |
|---|-----------------------------------|------------------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 1,095,703 | \$ 1,128,072 |
| Restricted cash on deposit | 31,267 | 63,000 |
| Accounts receivable, net | 2,383,005 | 1,460,422 |
| Inventories, net | 898,354 | 1,027,250 |
| Prepaid expenses and other current assets | 276,628 | 95,282 |
| Total current assets | 4,684,957 | 3,774,026 |
| Property and equipment, net | 113,840 | 131,750 |
| Other assets: | | |
| Goodwill | 5,796,430 | 5,796,430 |
| Intangible assets, net | 835,677 | 1,016,937 |
| Deposits | 34,000 | 34,238 |
| Deferred financing costs, net | 19,371 | 33,582 |
| Total other assets | 6,685,478 | 6,881,187 |
| Total Assets | \$ 11,484,275 | \$ 10,786,963 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 1,810,552 | \$ 1,680,692 |
| Accrued liabilities and expenses | 1,276,261 | 1,090,025 |
| Notes payable – current | 151,848 | 279,740 |
| Line of credit | 961,771 | 628,204 |
| Deferred revenues | 150,596 | 120,754 |
| Customer deposits | 179,534 | 394,717 |
| Total current liabilities | 4,530,562 | 4,194,132 |
| Long-term liabilities: | | |
| Deferred lease liability | 126,236 | 140,575 |
| Notes payable – long term | 13,161 | 114,212 |
| Deferred income taxes | 688,597 | 534,661 |

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| | | |
|---|---------------|---------------|
| Total long-term liabilities | 827,994 | 789,448 |
| Redeemable preferred stock: | | |
| 15,000,000 shares authorized, par value \$.001 per share | | |
| Series A; 215 shares issued, 185 shares outstanding at December 31, 2014, preference in liquidation of \$1,303,859 as of December 31, 2014 | – | 1,303,859 |
| Total redeemable preferred stock | – | 1,303,859 |
| Commitments and contingencies | | |
| Stockholders' Equity | | |
| Series A, par value \$.001 per share; 215 shares issued, 185 shares outstanding at September 30, 2015, preference in liquidation of \$1,359,226 as of September 30, 2015 | 1,340,566 | – |
| Series B, par value \$.001 per share; 538 shares issued, 55 shares outstanding at September 30, 2015 and December 31, 2014, preference in liquidation of \$388,503 and \$372,030 as of September 30, 2015 and December 31, 2014, respectively | 382,951 | 372,030 |
| Common stock, par value \$.001 per share; 190,000,000 shares authorized; 127,054,848 shares issued and outstanding at September 30, 2015 and 125,035,612 issued and outstanding at December 31, 2014 | 127,054 | 125,035 |
| Additional paid-in-capital | 126,132,312 | 125,908,476 |
| Accumulated deficit | (121,857,164) | (121,906,017) |
| Total stockholders' equity | 6,125,719 | 4,499,524 |
| Total Liabilities and Stockholders' Equity | \$11,484,275 | \$10,786,963 |

See accompanying notes to the unaudited condensed consolidated financial statements

TELKONET, INC.**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(UNAUDITED)**

| | Three Months Ended | | Nine Months Ended | |
|---|------------------------------|-------------|------------------------------|-------------|
| | September 30, 2015 | 2014 | September 30, 2015 | 2014 |
| Revenues, net: | | | | |
| Product | \$2,979,834 | \$3,122,164 | \$8,289,596 | \$8,251,764 |
| Recurring | 1,077,586 | 960,509 | 3,097,844 | 2,816,874 |
| Total Net Revenue | 4,057,420 | 4,082,673 | 11,387,440 | 11,068,638 |
| Cost of Sales: | | | | |
| Product | 1,513,727 | 1,674,172 | 4,286,144 | 5,000,490 |
| Recurring | 253,394 | 266,136 | 727,665 | 783,521 |
| Total Cost of Sales | 1,767,121 | 1,940,308 | 5,013,809 | 5,784,011 |
| Gross Profit | 2,290,299 | 2,142,365 | 6,373,631 | 5,284,627 |
| Operating Expenses: | | | | |
| Research and development | 373,710 | 347,344 | 1,128,596 | 962,849 |
| Selling, general and administrative | 1,512,080 | 1,267,968 | 4,785,045 | 4,096,314 |
| Depreciation and amortization | 67,494 | 69,525 | 205,515 | 205,711 |
| Total Operating Expenses | 1,953,284 | 1,684,837 | 6,119,156 | 5,264,874 |
| Income from Operations | 337,015 | 457,528 | 254,475 | 19,753 |
| Other Income (Expenses): | | | | |
| Interest income (expense), net | (16,283) | (6,072) | (50,786) | (24,796) |
| Total Other Income (Expense) | (16,283) | (6,072) | (50,786) | (24,796) |
| Income (Loss) Before Provision for Income Taxes | 320,732 | 451,456 | 203,689 | (5,043) |
| Provision for Income Taxes | 51,312 | 68,706 | 154,836 | 171,330 |
| Net Income (Loss) | 269,420 | 382,750 | 48,853 | (176,373) |
| Accretion of preferred dividends and discount | — | (36,166) | (18,253) | (107,890) |
| Net income (loss) attributable to common stockholders | \$269,420 | \$346,584 | \$30,600 | \$(284,263) |
| Net income (loss) per common share: | | | | |

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| | | | | | |
|--|-------------|-------------|-------------|-------------|---|
| Net income (loss) attributable to common stockholders per common share– basic | \$0.00 | \$0.00 | \$0.00 | \$(0.00) |) |
| Net income (loss) attributable to common stockholders per common share – diluted | \$0.00 | \$0.00 | \$0.00 | \$(0.00) |) |
| Weighted Average Common Shares Outstanding – basic | 126,411,243 | 125,035,612 | 125,499,195 | 125,035,612 | |
| Weighted Average Common Shares Outstanding – diluted | 128,929,552 | 126,814,401 | 125,539,532 | 125,035,612 | |

See accompanying notes to the unaudited condensed consolidated financial statements

TELKONET, INC.

CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (UNAUDITED)

NINE MONTHS FROM JANUARY 1, 2015 THROUGH SEPTEMBER 30, 2015

| | Series A Preferred Stock Shares | Series A Preferred Stock Amount | Series B Preferred Stock Shares | Series B Preferred Stock Amount | Common Shares | Common Stock Amount | Additional Paid-in Capital | Accumulated Deficit | Total Stockholders' Equity |
|--|------------------------------------|------------------------------------|------------------------------------|------------------------------------|------------------|---------------------------|----------------------------------|------------------------|----------------------------------|
| Balance at January 1, 2015 | — | \$— | 55 | \$372,030 | 125,035,612 | \$125,035 | \$125,908,476 | \$(121,906,017) | \$4,499,524 |
| Shares issued to preferred stockholders for warrants exercised at \$0.13 per share | — | — | — | — | 2,019,236 | 2,019 | 260,481 | — | 262,500 |
| Stock-based compensation expense related to employee stock options | — | — | — | — | — | — | 10,983 | — | 10,983 |
| Accretion of redeemable preferred stock dividends | — | 18,454 | — | 10,921 | — | — | (47,628) | — | (18,253) |
| Reclassification from temporary equity to permanent equity | 185 | 1,322,112 | — | — | — | — | — | — | 1,322,112 |
| Net income | — | — | — | — | — | — | — | 48,853 | 48,853 |
| Balance at September 30, 2015 | 185 | \$1,340,566 | 55 | \$382,951 | 127,054,848 | \$127,054 | \$126,132,312 | \$(121,857,164) | \$6,125,719 |

See accompanying notes to the unaudited condensed consolidated financial statements

TELKONET, INC.**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(UNAUDITED)**

| | Nine Months | |
|--|----------------------------|------------------|
| | Ended September 30, | |
| | 2015 | 2014 |
| Cash Flows From Operating Activities: | | |
| Net income (loss) | \$48,853 | \$(176,373) |
| Adjustments to reconcile net income (loss) from operations to net cash (used in) provided by operating activities: | | |
| Stock-based compensation expense | 10,983 | 10,843 |
| Amortization of deferred financing costs | 14,211 | - |
| Depreciation | 24,255 | 24,451 |
| Amortization | 181,260 | 181,260 |
| Provision for doubtful accounts, net of recoveries | 583 | (92,929) |
| Deferred income taxes | 153,936 | 153,936 |
| Changes in assets and liabilities: | | |
| Accounts receivable | (923,166) | 402,631 |
| Inventories | 128,896 | (19,588) |
| Prepaid expenses and other current assets | (181,346) | 76,220 |
| Deposits and other long term assets | 238 | - |
| Accounts payable | 129,860 | 90,925 |
| Accrued liabilities and expenses | 186,236 | (557,376) |
| Deferred revenue | 29,842 | 36,667 |
| Customer deposits | (215,183) | 224,205 |
| Deferred lease liability | (14,339) | 13,426 |
| Net Cash (Used In) Provided By Operating Activities | (424,881) | 368,298 |
| Cash Flows From Investing Activities: | | |
| Purchase of property and equipment | (6,345) | (120,667) |
| Change in restricted cash | 31,733 | 319,000 |
| Net Cash Provided By Investing Activities | 25,388 | 198,333 |
| Cash Flows From Financing Activities: | | |
| Payments on notes payable | (228,943) | (198,729) |
| Proceeds from exercise of warrants | 262,500 | - |
| Net proceeds from line of credit | 333,567 | - |
| Net Cash Provided By (Used In) Financing Activities | 367,124 | (198,729) |

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| | | |
|--|-------------|-----------|
| Net (decrease) increase in cash and cash equivalents | (32,369) | 367,902 |
| Cash and cash equivalents at the beginning of the period | 1,128,072 | 572,672 |
| Cash and cash equivalents at the end of the period | \$1,095,703 | \$940,574 |

See accompanying notes to the unaudited condensed consolidated financial statements

TELKONET, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

(UNAUDITED)

**Nine Months
Ended**

**September 30,
2015 2014**

Supplemental Disclosures of Cash Flow Information:

Cash transactions:

| | | |
|--|----------|----------|
| Cash paid during the period for interest | \$39,892 | \$25,661 |
|--|----------|----------|

Non-cash transactions:

| | | |
|---|-----|----------|
| Accretion of discount on redeemable preferred stock | \$- | \$73,584 |
|---|-----|----------|

| | | |
|--|--------|--------|
| Accretion of dividends on redeemable preferred stock | 47,628 | 71,839 |
|--|--------|--------|

See accompanying notes to the unaudited condensed consolidated financial statements

TELKONET, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 2015

(UNAUDITED)

NOTE A – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the accompanying condensed consolidated financial statements follows.

General

The accompanying unaudited condensed consolidated financial statements of Telkonet, Inc. (the “Company”, “Telkonet”) have been prepared in accordance with Rule S-X of the Securities and Exchange Commission (the “SEC”) and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. However, the results from operations for the nine months ended September 30, 2015, are not necessarily indicative of the results that may be expected for the year ending December 31, 2015. The unaudited condensed consolidated financial statements should be read in conjunction with the consolidated December 31, 2014 financial statements and footnotes thereto included in the Company's Form 10-K filed with the SEC.

Business and Basis of Presentation

Telkonet, Inc., formed in 1999 and incorporated under the laws of the State of Utah, is made up of two synergistic business divisions, EcoSmart Energy Management Technology and EthoStream High Speed Internet Access (HSIA) Network.

The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Telkonet Communications, Inc., and EthoStream, LLC (“EthoStream”). All significant intercompany balances and transactions have been eliminated in consolidation.

Going Concern

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The Company reported net income of \$48,853 for the nine months ended September 30, 2015, had cash used in operating activities of \$424,881, has an accumulated deficit of \$121,857,164 and total current assets in excess of current liabilities of \$154,395 as of September 30, 2015.

Although the Company had net income for the year ended December 31, 2014 and for the nine months ended September 30, 2015 and total current assets in excess of current liabilities of as of September 30, 2015, these results have not been achieved on a consistent basis. The Company’s ability to continue as a going concern is subject to its ability to consistently generate a profit and positive operating cash flows and/or obtain necessary funding from outside sources, including by the sale of securities or assets, or obtaining loans from financial institutions, where possible. The Company may also experience net operating losses in the future and the uncertainty regarding contingent liabilities cast doubt on its ability to satisfy such liabilities and the Company cannot make any representations for fiscal 2015 and beyond. These matters raise doubt about the Company’s ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

Anticipated cash flows from operations may be insufficient to satisfy the Company’s ongoing capital requirements for at least the next 12 months. On September 30, 2014, the Company and its wholly-owned subsidiary, EthoStream, as co-borrowers (collectively, the Borrowers), entered into a Loan and Security Agreement (the Loan Agreement) with Heritage Bank of Commerce, a California state chartered bank (Heritage Bank), governing a new revolving credit facility in a principal amount not to exceed \$2,000,000 (the Credit Facility). Availability of borrowings under the Credit Facility from time to time is subject to a borrowing base calculation based on the Company’s eligible accounts receivable and eligible inventory each multiplied by an applicable advance rate, with an overall limitation tied to the Company’s eligible accounts receivable. The Loan Agreement is available for working capital and other lawful general corporate purposes. The outstanding principal balance of the Credit Facility bears interest at the Prime Rate plus 3.00%. The Credit Facility matures on September 30, 2016, unless earlier accelerated under the terms of the Loan Agreement. The outstanding balance was \$961,771 on the Credit Facility as of September 30, 2015 and the remaining available borrowing capacity was approximately \$447,000 at September 30, 2015. As of September 30, 2015, the Company was in compliance with all financial covenants.

Management intends to review the options for raising additional capital including, but not limited to, asset-based or equity financing, private placements, and/or disposition of assets. Management believes that with additional financing, the Company will be able to generate additional revenues that will allow the Company to continue as a going concern.

In addition, any equity financing may be dilutive to stockholders and any additional debt financing would increase expenses and may involve restrictive covenants. There can be no assurance that the Company will be successful in obtaining additional funding. If the Company is unable to obtain additional funding or is required to raise it on undesirable terms, it may have a material adverse effect on the Company's financial condition.

TELKONET, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 2015

(UNAUDITED)

Restricted Cash on Deposit

During 2014, the Company was awarded a contract with a bonding requirement. The Company satisfied this requirement during the year ended December 31, 2014 with cash collateral supported by an irrevocable standby letter of credit in the amount of \$63,000. The Company continues to execute contracts with bonding requirements and maintains this cash collateral on deposit for current and future projects. The amount is presented as restricted cash on deposit on the condensed consolidated balance sheet as of September 30, 2015 and December 31, 2014. The outstanding balance as of September 30, 2015 and December 31, 2014 was \$31,267 and \$63,000, respectively.

Income (Loss) per Common Share

The Company computes earnings per share under ASC 260-10, "Earnings Per Share". Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares outstanding of common stock. Diluted income (loss) per share is computed using the weighted average number of common and common stock equivalent shares outstanding during the year. Dilutive common stock equivalents consist of shares issuable upon the exercise of the Company's outstanding stock options and warrants. For the nine months ended September 30, 2015 and 2014, there were 7,413,635 and 11,290,139 shares of common stock underlying options and warrants excluded due to these instruments being anti-dilutive, respectively.

Use of Estimates

The preparation of financial statements in conformity with United States of America (U.S.) generally accepted accounting principles (GAAP) requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Estimates are used when accounting for items and matters such as revenue recognition and allowances for uncollectible accounts

receivable, inventory obsolescence, depreciation and amortization, long-lived and intangible asset valuations, impairment assessments, taxes and related valuation allowance, income tax provisions, stock-based compensation, and contingencies. The Company believes that the estimates, judgments and assumptions are reasonable, based on information available at the time they are made. Actual results may differ from those estimates.

Income Taxes

The Company accounts for income taxes in accordance with ASC 740-10 "Income Taxes." Under this method, deferred income taxes (when required) are provided based on the difference between the financial reporting and income tax bases of assets and liabilities and net operating losses at the statutory rates enacted for future periods. The Company has a policy of establishing a valuation allowance when it is more likely than not that the Company will not realize the benefits of its deferred income tax assets in the future.

The Company adopted ASC 740-10-25, which prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC 740-10-25 also provides guidance on derecognition, classification, treatment of interest and penalties, and disclosure of such positions.

Revenue Recognition

For revenue from product sales, the Company recognizes revenue in accordance with ASC 605-10, "Revenue Recognition" and ASC 605-10-S99 guidelines that require that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred; (3) the selling price is fixed and determinable; and (4) collectability is reasonably assured. Determination of criteria (3) and (4) are based on management's judgments regarding the fixed nature of the selling prices of the products delivered and the collectability of those amounts. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded. The guidelines also address the accounting for arrangements that may involve the delivery or performance of multiple products, services and/or rights to use assets.

TELKONET, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 2015

(UNAUDITED)

Multiple-Element Arrangements (“MEAs”): The Company accounts for contracts that have both product and installation under the MEAs guidance in ASC 605-25. Arrangements under such contracts may include multiple deliverables, a combination of equipment and services. The deliverables included in the MEAs are separated into more than one unit of accounting when (i) the delivered equipment has value to the customer on a stand-alone basis, and (ii) delivery of the undelivered service element(s) is probable and substantially in the Company’s control. Arrangement consideration is then allocated to each unit, delivered or undelivered, based on the relative selling price of each unit of accounting based first on vendor-specific objective evidence (“VSOE”) if it exists, second on third-party evidence (“TPE”) if it exists and on estimated selling price (“ESP”) if neither VSOE or TPE exist.

VSOE – In most instances, products are sold separately in stand-alone arrangements. Services are also sold separately through renewals of contracts with varying periods. The Company determines VSOE based on pricing and discounting practices for the specific product or service when sold separately, considering geographical, customer, and other economic or marketing variables, as well as renewal rates or stand-alone prices for the service element(s).

TPE – If the Company cannot establish VSOE of selling price for a specific product or service included in a multiple-element arrangement, the Company uses third-party evidence of selling price. The Company determines TPE based on sales of comparable amount of similar product or service offered by multiple third parties considering the degree of customization and similarity of product or service sold.

ESP – The estimated selling price represents the price at which the Company would sell a product or service if it were sold on a stand-alone basis. When neither VSOE nor TPE exists for all elements, the Company determines ESP for the arrangement element based on sales, cost and margin analysis, as well as other inputs based on the Company’s pricing practices. Adjustments for other market and Company-specific factors are made as deemed necessary in determining ESP.

When MEAs include an element of customer training, it is not essential to the functionality, efficiency or effectiveness of the MEA. Therefore the Company has concluded that this obligation is inconsequential and perfunctory. As such, for MEAs that include training, customer acceptance of said training is not deemed necessary in order to record the related revenue, but is recorded when the installation deliverable is fulfilled. Historically, training revenues have not been significant.

The Company provides call center support services to properties installed by the Company and also to properties installed by other providers. In addition, the Company provides the property with the portal to access the Internet. The Company receives monthly service fees from such properties for its services and Internet access. The Company recognizes the service fee ratably over the term of the contract. The prices for these services are fixed and determinable prior to delivery of the service. The fair value of these services is known due to objective and reliable evidence from standalone executed contracts. The Company reports such revenues as recurring revenues.

Guarantees and Product Warranties

The Company records a liability for potential warranty claims in cost of sales at the time of sale. The amount of the liability is based on the trend in the historical ratio of claims to sales, the historical length of time between the sale and resulting warranty claim, new product introductions and other factors. The products sold are generally covered by a warranty for a period of one year. In the event the Company determines that its current or future product repair and replacement costs exceed its estimates, an adjustment to these reserves would be charged to earnings in the period such determination is made. For the nine months ended September 30, 2015 and the year ended December 31, 2014, the Company experienced returns of approximately 1% to 2% of materials included in the cost of sales. As of September 30, 2015 and December 31, 2014, the Company recorded warranty liabilities in the amount of \$81,612 and \$44,288, respectively, using this experience factor range.

Product warranties for the nine months ended September 30, 2015 and the year ended December 31, 2014 are as follows:

| | September 30, 2015 | December 31, 2014 |
|------------------------------|--------------------------|-------------------------|
| Beginning balance | \$ 44,288 | \$ 77,943 |
| Warranty claims incurred | (41,876) | (45,710) |
| Provision charged to expense | 79,200 | 12,055 |
| Ending balance | \$ 81,612 | \$ 44,288 |

TELKONET, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 2015

(UNAUDITED)

Lease Abandonment

On July 15, 2011, the Company executed a sublease agreement for approximately 12,000 square feet of commercial office space in Germantown, Maryland. Because the Company no longer has access to this subleased space, the Company recorded a charge of \$59,937 in accrued liabilities and expenses related to this abandonment during 2011. On June 27, 2012 the subtenant exercised the option to extend the expiration of the term of the sublease from January 31, 2013 to December 31, 2015 and the Company recorded an additional charge of \$132,174. The remaining liability at September 30, 2015 was \$11,068 and at December 31, 2014 was \$46,673.

NOTE B – NEW ACCOUNTING PRONOUNCEMENTS

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (ASU 2014-09), which supersedes nearly all existing revenue recognition guidance under U.S. GAAP. The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services. ASU 2014-09 defines a five step process to achieve this core principle and, in doing so, more judgment and estimates may be required within the revenue recognition process than are required under existing U.S. GAAP. The guidance for this standard was initially effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period, however in August 2015 the FASB delayed the effective date of the standard for one full year. Companies will adopt the standard using either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients, or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2014-09 recognized at the date of adoption (which includes additional footnote disclosures). The Company is currently evaluating the impact of its pending adoption of ASU 2014-09 on its consolidated financial statements and has not yet determined the method by which it will adopt the standard in 2018.

In June 2014, the FASB issued ASU No. 2014-12, Compensation-Stock Compensation (Topic 718). Under ASU No. 2014-12 an award with a performance target generally requires an employee to render service until the performance target is achieved. In some cases, however, the terms of an award may provide that the performance target could be achieved after an employee completes the requisite service period. That is, the employee would be eligible to vest in the award regardless of whether the employee is rendering service on the date the performance target is achieved. This ASU will be effective for reporting periods beginning after December 15, 2015. The Company does not believe this guidance will have a material impact on the Company's future statement of operations, financial position or cash flows.

In August 2014, the FASB issued ASU No. 2014-15, Presentation of Financial Statements - Going Concern (Subtopic 205-40), Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern which requires management to evaluate, in connection with preparing financial statements for each annual and interim reporting period, whether there are conditions or events, considered in the aggregate, that raise substantial doubt about an entity's ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the date that the financial statements are available to be issued when applicable) and provide related disclosures. ASU 2014-15 is effective for annual periods beginning after December 15, 2016 and thereafter. Early adoption is permitted. The Company is currently evaluating the impact of its pending adoption of ASU 2014-15 on its consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs. This ASU requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of the debt liability. In June 2015, at the Emerging Issues Task Force meeting, the FASB clarified that ASU 2015-03 does not address debt issuance costs related to revolving credit debt arrangements. In connection therewith, at the June 2015 meeting, the SEC staff announced that it would not object to the presentation of issuance costs related to revolving debt arrangements as an asset that is amortized over the term of the arrangement, which was codified by FASB in ASU 2015-15 in August 2015. Currently, the Company presents deferred financing costs related to its revolving credit facility as an asset in the consolidated balance sheets. ASU 2015-03 is effective for reporting periods beginning after December 15, 2015. The Company does not believe this guidance will have a material impact on the Company's future statement of operations, financial position or cash flows.

In July 2015, the FASB issued ASU No. 2015-11, Inventory - Simplifying the Measurement of Inventory (Topic 330). This ASU requires inventory to be subsequently measured using the lower of cost and net realizable value, thereby eliminating the market value approach. Net realizable value is defined as the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. ASU 2015-11 is effective for reporting periods beginning after December 15, 2016 and is applied prospectively. Early adoption is permitted. The Company is currently evaluating the impact of its pending adoption of ASU 2015-11 on its consolidated financial statements.

TELKONET, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 2015

(UNAUDITED)

NOTE C – INTANGIBLE ASSETS AND GOODWILL

Total identifiable intangible assets acquired and their carrying values at September 30, 2015 are:

| | Cost | Accumulated Amortization | Accumulated Impairment | Carrying Value | Weighted Average Amortization Period (Years) |
|--|--------------|-----------------------------|---------------------------|-------------------|--|
| Amortized Identifiable Intangible Assets: | | | | | |
| Subscriber lists – EthoStream | \$2,900,000 | \$ (2,064,323) | \$– | \$835,677 | 12.0 |
| Total Amortized Identifiable Intangible Assets | 2,900,000 | (2,064,323) | – | 835,677 | |
| Goodwill – EthoStream | 8,796,430 | – | (3,000,000) | 5,796,430 | |
| Total Goodwill | 8,796,430 | – | (3,000,000) | 5,796,430 | |
| Total | \$11,696,430 | \$ (2,064,323) | \$ (3,000,000) | \$6,632,107 | |

Total identifiable intangible assets acquired and their carrying values at December 31, 2014 are:

| | Cost | Accumulated Amortization | Accumulated Impairment | Carrying Value | Weighted Average Amortization Period (Years) |
|---|------|-----------------------------|---------------------------|-------------------|--|
| Amortized Identifiable Intangible Assets: | | | | | |

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| | | | | | |
|--|--------------|-----------------|-----------------|-------------|------|
| Subscriber lists – EthoStream | \$2,900,000 | \$ (1,883,063) | \$– | \$1,016,937 | 12.0 |
| Total Amortized Identifiable Intangible Assets | 2,900,000 | (1,883,063) | – | 1,016,937 | |
| Goodwill – EthoStream | 8,796,430 | – | (3,000,000) | 5,796,430 | |
| Goodwill – SSI | 5,874,016 | – | (5,874,016) | – | |
| Total Goodwill | 14,670,446 | – | (8,874,016) | 5,796,430 | |
| Total | \$17,570,446 | \$ (1,883,063) | \$ (8,874,016) | \$6,813,367 | |

Total amortization expense charged to operations for each of the three and nine months ended September 30, 2015 and 2014 was \$60,420 and \$181,260. The weighted average remaining amortization period for the subscriber list is 2.98 years.

Estimated future amortization expense as of September 30, 2015 is as follows:

| | |
|-------------------|-----------|
| Remainder of 2015 | \$60,420 |
| 2016 | 241,680 |
| 2017 | 241,680 |
| 2018 | 241,680 |
| 2019 | 50,217 |
| Total | \$835,677 |

The Company does not amortize goodwill. The Company recorded goodwill in the amount of \$14,670,446 as a result of the acquisitions of EthoStream and Smart Systems International (“SSI”) during the year ended December 31, 2007. The Company evaluates goodwill for impairment based on the fair value of the reporting units to which this goodwill relates at least once a year. The Company utilizes a discounted cash flow valuation methodology (income approach) to determine the fair value of the reporting unit. Since acquisition, the Company has written off \$3,000,000 and \$5,874,016 of goodwill for EthoStream and SSI, respectively.

TELKONET, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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(UNAUDITED)

NOTE D – ACCOUNTS RECEIVABLE

Components of accounts receivable as of September 30, 2015 and December 31, 2014 are as follows:

| | September 30, 2015 | December 31, 2014 |
|---------------------------------|--------------------------|-------------------------|
| Accounts receivable | \$2,404,222 | \$1,497,295 |
| Allowance for doubtful accounts | (21,217) | (36,873) |
| Accounts receivable, net | \$2,383,005 | \$1,460,422 |

NOTE E – INVENTORIES

Components of inventories as of September 30, 2015 and December 31, 2014 are as follows:

| | September 30, 2015 | December 31, 2014 |
|------------------------------|--------------------------|-------------------------|
| Product purchased for resale | \$1,064,704 | \$1,220,600 |
| Reserve for obsolescence | (166,350) | (193,350) |
| Inventory, net | \$898,354 | \$1,027,250 |

NOTE F – ACCRUED LIABILITIES AND EXPENSES

Accrued liabilities and expenses at September 30, 2015 and December 31, 2014 are as follows:

| | September 30, 2015 | December 31, 2014 |
|--|--------------------------|-------------------------|
| Accrued liabilities and expenses | \$410,997 | \$342,841 |
| Accrued payroll and payroll taxes | 489,287 | 345,589 |
| Accrued sales taxes, penalties, and interest | 293,845 | 353,260 |
| Accrued interest | 520 | 4,047 |
| Product warranties | 81,612 | 44,288 |
| Total accrued liabilities and expenses | \$1,276,261 | \$1,090,025 |

NOTE G – DEBT**Business Loan**

On September 11, 2009, the Company entered into a Loan Agreement in the aggregate principal amount of \$300,000 with the Wisconsin Department of Commerce (the “Department”). The outstanding principal balance bears interest at the annual rate of 2%. Payment of interest and principal is to be made in the following manner: (a) payment of any and all interest that accrues from the date of disbursement commenced on January 1, 2010 and continued on the first day of each consecutive month thereafter through and including December 31, 2010; (b) commencing on January 1, 2011 and continuing on the first day of each consecutive month thereafter through and including November 1, 2016, the Company is required to pay equal monthly installments of \$4,426; followed by a final installment on December 1, 2016 which shall include all remaining principal, accrued interest and other amounts owed by the Company to the Department under the Loan Agreement. The Company may prepay amounts outstanding under the Loan Agreement in whole or in part at any time without penalty. The Loan Agreement was secured by substantially all of the Company’s assets. On September 24, 2014, the Department signed a subordination agreement of all the Company’s security interests. The proceeds from this loan were used for the working capital requirements of the Company. The Loan Agreement contains covenants which required, among other things, that the Company keep and maintain 75 existing full-time positions and create and fill 35 additional full-time positions in Milwaukee, Wisconsin by December 31, 2012. On June 18, 2012, the Department agreed to permanently waive all penalties associated with the Company’s noncompliance with this covenant. The outstanding borrowings under the agreement as of September 30, 2015 and December 31, 2014 were \$65,448 and \$103,979, respectively.

TELKONET, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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Promissory Note

On March 4, 2011, the Company sold all its Series 5 PLC product line assets to Wisconsin-based Dynamic Ratings, Inc. (“Purchaser”) under an Asset Purchase Agreement (“APA”). Per the APA, the Company signed an unsecured Promissory Note (the “Note”) due to Purchaser in the aggregate principal amount of \$700,000. The outstanding principal balance bears interest at the annual rate of 6% and was originally due on March 31, 2014. The Note may be prepaid in whole or in part, without penalty at any time. Payments not made when due, by maturity acceleration or otherwise, shall bear interest at the rate of 12% per annum from the date due until fully paid. Effective April 30, 2013, Purchaser approved an amendment to certain terms of the Note. Telkonet commenced a monthly payment of principal and interest of \$20,000 to be applied against the outstanding balance starting May 1, 2013. The interest rate remains unchanged at 6% and the maturity date was extended to January 1, 2016. During the nine months ended September 30, 2015, the Company made additional payments of \$20,000 in aggregate beyond the required monthly payments of principal and interest. The outstanding principal balance of the Note as of September 30, 2015 and December 31, 2014 was \$99,561 and \$289,973, respectively.

Revolving Credit Facility

On September 30, 2014, the Company and its wholly owned subsidiary, EthoStream, as co-borrowers (collectively, the “Borrowers”), entered into a Loan and Security Agreement (the “Loan Agreement”) with Heritage Bank of Commerce, a California state chartered bank (“Heritage Bank”), governing a new revolving credit facility in a principal amount not to exceed \$2,000,000 (the “Credit Facility”). Availability of borrowings under the Credit Facility from time to time is subject to a borrowing base calculation based on the Company’s eligible accounts receivable and eligible inventory each multiplied by an applicable advance rate, with an overall limitation tied to the Company’s eligible accounts receivable. The Loan Agreement is available for working capital and other lawful general corporate purposes. The outstanding principal balance of the Credit Facility bears interest at the Prime Rate plus 3.00%, which was 6.25% at September 30, 2015 and December 31, 2014. The Credit Facility matures on September 30, 2016, unless earlier accelerated under the terms of the Loan Agreement. On October 9, 2014, as part of the Loan Agreement, Heritage Bank was granted a warrant to purchase 250,000 shares of Telkonet common stock. The warrant has an exercise price of \$0.20 and expires October 9, 2021.

The Loan Agreement also contains financial covenants that place restrictions on, among other things, the incurrence of debt, granting of liens and sale of assets. The Loan Agreement also contains financial covenants that require the Borrowers to maintain a minimum EBITDA level, measured quarterly, and a minimum asset coverage ratio, measured monthly. A violation of any of these covenants could result in an event of default under the Loan Agreement. Upon the occurrence of such an event of default or certain other customary events of defaults, payment of any outstanding amounts under the Credit Facility may be accelerated and Heritage Bank's commitment to extend credit under the Loan Agreement may be terminated. The Loan Agreement contains other representations and warranties, covenants, and other provisions customary to transactions of this nature. As of September 30, 2015, the Company was in compliance with all financial covenants. The outstanding balance on the Credit Facility was \$961,771 and \$628,204 at September 30, 2015 and December 31, 2014 leaving an available borrowing base of approximately \$447,000 and \$241,000 at September 30, 2015 and December 31, 2014, respectively.

Aggregate annual future maturities of the Company's debt as of September 30, 2015 are as follows:

| Years ended December 31, | Amount |
|--------------------------|-----------|
| 2015 (remainder of) | \$71,772 |
| 2016 | 93,237 |
| | 165,009 |
| Less: Current portion | (151,848) |
| Notes payable long term | \$13,161 |

TELKONET, INC.

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NOTE H – PREFERRED STOCK

Series A

The Company has designated 215 shares of preferred stock as Series A Preferred Stock (“Series A”). Each share of Series A is convertible, at the option of the holder thereof, at any time, into shares of common stock at an initial conversion price of \$0.363 per share. In the event of a change of control (as defined in the purchase agreement with respect to the Series A), or at the holder’s option, on November 19, 2014 and for a period of 180 days thereafter, provided that at least 50% of the shares of Series A issued on the Series A Original Issue Date remain outstanding as of November 19, 2014, and the holders of at least a majority of the then outstanding shares of Series A provide written notice requesting redemption of all shares of Series A, the Company was required to redeem the Series A for the purchase price of \$5,000 per share, plus any accrued but unpaid dividends. By way of the redemption option available to holders of the Company’s Series A shares having expired on May 18, 2015 with no Series A holders requesting redemption of their shares, the redemption feature at the option of the holders was eliminated, thereby, resulting in the reclassification of \$1,322,112 from temporary equity, which was classified as “redeemable preferred stock” in the Company’s condensed consolidated balance sheets, to permanent equity during the three months ended June 30, 2015.

On November 16, 2009, the Company sold 215 shares of Series A with attached warrants to purchase an aggregate of 1,628,800 shares of the Company’s common stock at \$0.33 per share. The Series A shares were sold at a price per share of \$5,000 and each Series A share is convertible into approximately 13,774 shares of common stock at a conversion price of \$0.363 per share. The Company received \$1,075,000 from the sale of the Series A shares. On November 19, 2014 and for a period of 180 days thereafter, the Series A were redeemable at the option of the holder and the carrying value of the preferred stock, net of discount and including accumulated dividends, had been classified as redeemable preferred stock on the condensed consolidated balance sheets. The redemption feature at the option of the holders expired, thereby, resulting in the reclassification from temporary equity to permanent equity during the three months ended June 30, 2015.

A portion of the proceeds were allocated to the warrants based on their relative fair value, which totaled \$287,106 using the Black Scholes option pricing model. Further, the Company attributed a beneficial conversion feature of \$70,922 to the Series A preferred shares based upon the difference between the effective conversion price of those shares and the closing price of the Company's common stock on the date of issuance. The assumptions used in the Black-Scholes model were as follows: (1) dividend yield of 0%; (2) expected volatility of 123%, (3) weighted average risk-free interest rate of 2.2%, (4) expected life of 5 years, and (5) fair value of Telkonet common stock of \$0.24 per share. The expected term of the warrants represents the estimated period of time until exercise and is based on historical experience of similar awards and giving consideration to the contractual terms. The amounts attributable to the warrants and beneficial conversion feature, aggregating \$358,028, were recorded as a discount and deducted from the face value of the preferred stock. The discount was amortized over the period from issuance to November 19, 2014 (the initial redemption date) as a charge to additional paid-in capital (since there is a deficit in retained earnings) and an increase to the net income (loss) attributable to common stockholders.

The charge to additional paid in capital for amortization of Series A discount and costs for the three and nine months ended September 30, 2014 was \$17,508 and \$52,524, respectively.

For the three and nine months ended September 30, 2015 and 2014, the Company has accrued dividends for Series A in the amount of zero and \$18,660 and \$36,707 and \$55,367, and cumulative accrued dividends of \$434,226 and \$360,199, respectively. The accrued dividends have been charged to additional paid-in capital (since there is a deficit in retained earnings) and an increase to the net income (loss) attributable to common stockholders and the net unpaid accrued dividends been added to the carrying value of the preferred stock.

Series B

The Company has designated 538 shares of preferred stock as Series B Preferred Stock ("Series B"). Each share of Series B is convertible, at the option of the holder thereof, at any time, into shares of common stock at an initial conversion price of \$0.13 per share. As a result of the Series B conversions during the year ended December 31, 2013, the outstanding Series B shares will not become redeemable at the option of the holders. The Series B accrues dividends at an annual rate of 8% of the original purchase price, payable only when, as, and if declared by the Board of Directors.

On August 4, 2010, the Company sold 267 shares of Series B with attached warrants to purchase an aggregate of 5,134,626 shares of the Company's common stock at \$0.13 per share. The Series B shares were sold at a price per share of \$5,000 and each Series B share is convertible into approximately 38,461 shares of common stock at a conversion price of \$0.13 per share. The Company received \$1,335,000 from the sale of the Series B shares. Up and until the quarter ended September 30, 2013, the Series B were redeemable at the option of the holder, the carrying value of the preferred stock, net of discount and including accumulated dividends, has been classified as redeemable preferred stock on the consolidated balance sheets. During the year ended December 31, 2013, shareholders converted 167 redeemable preferred shares issued on August 4, 2010, to, in aggregate, 6,423,072 shares of common stock.

TELKONET, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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A portion of the proceeds was allocated to the warrants based on their relative fair value, which totaled \$394,350 using the Black-Scholes option pricing model. Further, the Company attributed a beneficial conversion feature of \$394,350 to the Series B preferred shares based upon the difference between the effective conversion price of those shares and the closing price of the Company's common stock on the date of issuance. The assumptions used in the Black-Scholes model were as follows: (1) dividend yield of 0%; (2) expected volatility of 123%, (3) weighted average risk-free interest rate of 1.76%, (4) expected term of approximately 4 years, and (5) estimated fair value of Telkonet common stock of \$0.109 per share. The expected term of the warrants represents the estimated period of time until exercise and is based on historical experience of similar awards and giving consideration to the contractual terms. The amounts attributable to the warrants and beneficial conversion feature, aggregating \$788,700, were recorded as a discount and deducted from the face value of the preferred stock. The discount is being amortized over the period from issuance to November 19, 2014 (the initial redemption date) as a charge to additional paid-in capital (since there is a deficit in retained earnings). During the year ended December 31, 2013, the remaining portion of the discount of approximately \$123,100 was accelerated and recognized immediately as a charge to additional paid-in capital and accretion of preferred stock discounts and an increase to the net loss attributable to common stockholders for the 167 redeemable preferred shares converted to common stock.

On April 8, 2011, the Company sold 271 additional shares of Series B with attached warrants to purchase an aggregate of 5,211,542 shares of the Company's common stock at \$0.13 per share. The Series B shares were sold at a price per share of \$5,000 and each Series B share is convertible into approximately 38,461 shares of common stock at a conversion price of \$0.13 per share. The Company received \$1,355,000 from the sale of the Series B shares. During the year ended December 31, 2013, all 271 of the redeemable preferred shares issued on April 8, 2011, were converted to, in aggregate, 10,423,067 shares of common stock.

As a result of the Series B conversions during the year ended December 31, 2013, fewer than 50% of the Series B shares issued on the Series B Original Issuance Date remain outstanding, and the balance of the outstanding Series B shares will not become redeemable at the option of the holders. The redemption feature at the option of the holders is eliminated, thereby, resulting in the reclassification of \$324,063 from temporary equity, which was classified as "redeemable preferred stock" in the Company's consolidated balance sheets, to permanent equity during the year ended December 31, 2013.

A portion of the proceeds were allocated to the warrants based on their relative fair value, which totaled \$427,895 using the Black-Scholes option pricing model. Further, the Company attributed a beneficial conversion feature of \$427,895 to the Series B shares based upon the difference between the effective conversion price of those shares and the closing price of the Company's common stock on the date of issuance. The assumptions used in the Black-Scholes model are as follows: (1) dividend yield of 0%; (2) expected volatility of 129%, (3) weighted average risk-free interest rate of 0.26%, (4) expected life of approximately 3.5 years, and (5) estimated fair value of Telkonet common stock of \$0.12 per share. The expected term of the warrants represents the estimated period of time until exercise and is based on historical experience of similar awards and giving consideration to the contractual terms. The amounts attributable to the warrants and beneficial conversion feature, aggregating \$855,790, have been recorded as a discount and deducted from the face value of the Series B shares. The discount is being amortized over the period from issuance to November 19, 2014 (the initial redemption date) as a charge to additional paid-in capital (since there is a deficit in retained earnings). During the year ended December 31, 2013, the remaining discount of approximately \$261,300 was accelerated and recognized immediately as a charge to additional paid-in capital and accretion of preferred stock discounts upon the 271 redeemable preferred stock conversions to common stock.

The charge to additional paid in capital for amortization of Series B discount and costs for the three and nine months ended September 30, 2014 was \$7,020 and \$21,060, respectively.

For the three and nine months ended September 30, 2015 and 2014, the Company has accrued dividends for Series B in the amount of zero and \$5,552 and \$10,921 and \$16,472, respectively, and cumulative accrued dividends of \$113,503 and \$91,478 as of September 30, 2015 and 2014, respectively. The accrued dividends have been charged to additional paid-in capital (since there is a deficit in retained earnings) and the net unpaid accrued dividends been added to the carrying value of the preferred stock.

Preferred stock carries certain preference rights as detailed in the Company's Amended Articles of Incorporation related to both the payment of dividends and as to payments upon liquidation in preference to any other class or series of capital stock of the Company. Liquidation preference of the preferred stock is based on the following order: first, Series B with a preference value of \$388,503 and second, Series A with a preference value of \$1,359,226. Both series of preferred stock are equal in their dividend preference over common stock.

TELKONET, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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NOTE I – CAPITAL STOCK

The Company has authorized 15,000,000 shares of preferred stock (designated and undesignated), with a par value of \$.001 per share. The Company has designated 215 shares as Series A preferred stock and 538 shares as Series B preferred stock. At both September 30, 2015 and December 31, 2014, there were 185 shares of Series A and 55 shares of Series B outstanding.

The Company has authorized 190,000,000 shares of common stock with a par value of \$.001 per share. As of September 30, 2015 and December 31, 2014 the Company had 127,054,848 and 125,035,612 common shares issued and outstanding.

During the nine months ended September 30, 2015, 2,019,236 warrants were exercised for an aggregate of 2,019,236 shares of the Company's common stock at \$0.13 per share. These warrants were originally granted to shareholders of the August 4, 2010 Series B preferred stock issuance.

NOTE J – STOCK OPTIONS AND WARRANTS

Employee Stock Options

The Company maintains an equity incentive plan, (the "Plan"). The Plan was established in 2010 as an incentive plan for officers, employees, non-employee directors, prospective employees and other key persons. It is anticipated that providing such persons with a direct stake in the Company's welfare will assure a better alignment of their interests with those of the Company and its stockholders.

The following table summarizes the changes in options outstanding and the related prices for the shares of the Company's common stock issued to employees of the Company under the Plan.

| Exercise Prices | Options Outstanding | | Options Exercisable | | |
|-----------------|---------------------|----------------------------|---------------------------------|--------------------|---------------------------------|
| | Number Outstanding | Weighted Average Remaining | Weighted Average Exercise Price | Number Exercisable | Weighted Average Exercise Price |
| | | Contractual Life (Years) | | | |
| \$0.01 - \$0.15 | 175,000 | 2.07 | \$ 0.14 | 175,000 | \$ 0.14 |
| \$0.16 - \$0.99 | 1,520,225 | 7.18 | 0.18 | 1,300,445 | 0.18 |
| \$1.00 - \$3.03 | 80,000 | 1.35 | 2.28 | 80,000 | 2.28 |
| | 1,775,225 | 6.41 | \$ 0.27 | 1,555,445 | \$ 0.27 |

Transactions involving stock options issued to employees are summarized as follows:

| | Number of Shares | Weighted Average Price Per Share |
|-----------------------------------|------------------|----------------------------------|
| Outstanding at January 1, 2014 | 1,735,225 | \$ 0.43 |
| Granted | 200,000 | 0.19 |
| Exercised | — | — |
| Cancelled or expired | (5,000) | 3.50 |
| Outstanding at December 31, 2014 | 1,930,225 | \$ 0.40 |
| Granted | — | — |
| Exercised | — | — |
| Cancelled or expired | (155,000) | 4.76 |
| Outstanding at September 30, 2015 | 1,775,225 | \$ 0.27 |

The expected life of awards granted represents the period of time that they are expected to be outstanding. The Company determines the expected life based on historical experience with similar awards, giving consideration to the contractual terms, vesting schedules, exercise patterns and pre-vesting and post-vesting forfeitures. The Company estimates the volatility of the Company's common stock based on the calculated historical volatility of the Company's own common stock using the trailing 24 months of share price data prior to the date of the award. The Company bases the risk-free interest rate used in the Black-Scholes option valuation model on the implied yield currently available on U.S. Treasury zero-coupon issues with an equivalent remaining term equal to the expected life of the award. The Company has not paid any cash dividends on the Company's common stock and does not anticipate paying any cash dividends in the foreseeable future. Consequently, the Company uses an expected dividend yield of zero in the

Black-Scholes option valuation model. The Company uses historical data to estimate pre-vesting option forfeitures and record share-based compensation for those awards that are expected to vest. In accordance with ASC 718-10, the Company adjusts share-based compensation for changes to the estimate of expected equity award forfeitures based on actual forfeiture experience.

TELKONET, INC.**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****SEPTEMBER 30, 2015****(UNAUDITED)**

There were no options granted and no options exercised during the nine months ended September 30, 2015 and 200,000 options granted and no options exercised during the nine months ended September 30, 2014, respectively. Total stock-based compensation expense in connection with options granted to employees recognized in the condensed consolidated statements of operations for the three and nine months ended September 30, 2015 and 2014 was \$3,390 and \$4,202 and \$10,983 and \$10,843, respectively.

Warrants

The following table summarizes the changes in warrants outstanding and the related prices for the shares of the Company's common stock issued to non-employees of the Company.

| Exercise Prices | Warrants Outstanding | | | Warrants Exercisable | |
|--------------------|----------------------|---|---------------------|----------------------|-------------------|
| | Number | Remaining Contractual Life (Years) | Weighted Average | Number | Weighted |
| | | | Exercise Price | | Exercise Price |
| \$ 0.13 | 5,211,542 | 0.57 | \$ 0.13 | 5,211,542 | \$ 0.13 |
| 0.18 | 50,000 | 2.16 | 0.18 | 50,000 | \$ 0.18 |
| 0.20 | 250,000 | 6.02 | 0.20 | 250,000 | 0.20 |
| 3.00 | 126,868 | 0.57 | 3.00 | 126,868 | 3.00 |
| | 5,638,410 | 0.82 | \$ 0.20 | 5,638,410 | \$ 0.20 |

Transactions involving warrants are summarized as follows:

| | Number of Shares | Weighted Average Price Per Share |
|-----------------------------------|---------------------|---|
| Outstanding at January 1, 2014 | 9,359,914 | \$ 0.32 |
| Issued | 300,000 | 0.20 |
| Exercised | – | – |
| Cancelled or expired | (1,744,381) | 0.51 |
| Outstanding at December 31, 2014 | 7,915,533 | 0.27 |
| Issued | – | – |
| Exercised | (2,019,236) | 0.13 |
| Cancelled or expired | (257,887) | 3.00 |
| Outstanding at September 30, 2015 | 5,638,410 | \$ 0.20 |

There were no warrants granted, 2,019,236 warrants exercised and 257,887 cancelled or forfeited during the nine months ended September 30, 2015. There were no warrants granted, exercised, cancelled or forfeited during the nine months ended September 30, 2014.

NOTE K – RELATED PARTY TRANSACTIONS

On July 17, 2014, Messrs. Davis and Tienor each signed a General Indemnity Agreement pledging personal property on behalf of the Company for a customer contract that required bonding. The Company agreed to compensate each in the amount of \$9,000, grossed up to accommodate their 2014 federal income tax liability associated with the payments.

On May 18 and June 4, 2015, Messrs. Davis and Tienor each signed a General Indemnity Agreement pledging personal property on behalf of the Company for another customer contract that required bonding. The Company agreed to compensate each in the amount of \$3,000, grossed up to accommodate their 2015 federal income tax liability associated with the payments.

TELKONET, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 2015

(UNAUDITED)

On July 15 and July 17, 2015, Messrs. Davis and Tienor each signed a General Indemnity Agreement pledging personal property on behalf of the Company for another customer contract that required bonding. The Company agreed to compensate each in the amount of \$2,000, grossed up to accommodate their 2015 federal income tax liability associated with the payments. The amounts owed to Messrs. Davis and Tienor as of September 30, 2015 and December 31, 2014, were \$11,994 and \$24,090, respectively, recorded in accounts payable and accrued expense on the accompanying condensed consolidated balance sheets.

From time to time the Company may receive advances from certain of its officers in the form of salary deferment, cash advances to meet short term working capital needs. These advances may not have formal repayment terms or arrangements. As of September 30, 2015 and December 31, 2014, there were no such arrangements.

NOTE L – COMMITMENTS AND CONTINGENCIES

Office Lease Obligations

In October 2013, the Company entered into a lease agreement for 6,362 square feet of commercial office space in Waukesha, Wisconsin for its corporate headquarters. The Waukesha lease expires in April 2021.

The Company presently leases approximately 14,000 square feet of office space in Milwaukee, Wisconsin for its operations facility. The Milwaukee lease expires in March 2020.

The Company presently leases 16,416 square feet of commercial office space in Germantown, Maryland. The lease commitments expire in December 2015. On July 15, 2011, Telkonet executed a sublease agreement for 11,626 square feet of the office space in Germantown, Maryland. The subtenant received one month rent abatement and had the

option to extend the sublease from January 31, 2013 to December 31, 2015. On June 27, 2012 the subtenant exercised the option to extend the expiration of the term of the sublease from January 31, 2013 to December 31, 2015.

Commitments for minimum rentals under non-cancelable leases at September 30, 2015 are as follows:

| | |
|---------------------|--------------|
| 2015 (remainder of) | \$ 125,184 |
| 2016 | 245,274 |
| 2017 | 251,740 |
| 2018 | 258,381 |
| 2019 | 265,305 |
| 2020 and thereafter | 156,877 |
| Total | \$ 1,302,761 |

Expected rent payments to be received under the sublease agreement as of September 30, 2015 are \$35,330 for the year ended December 31, 2015.

Rental expenses charged to operations for the three and nine months ended September 30, 2015 and 2014 were \$165,367 and \$165,986, and \$491,569 and \$476,137, respectively. Rental income received for the three and nine months ended September 30, 2015 and 2014 was \$34,301 and \$34,140, and \$102,904 and \$101,367, respectively.

Litigation

The Company is subject to legal proceedings and claims which arise in the ordinary course of its business. Although occasional adverse decisions or settlements may occur, the Company believes that the final disposition of such matters should not have a material adverse effect on its financial position, results of operations or liquidity.

Sales Tax

During 2012, the Company engaged a sales tax consultant to assist in determining the extent of its potential sales tax exposure. Based upon this analysis, management determined the Company had probable exposure for certain unpaid obligations, including interest and penalty, of approximately \$1,100,000 including and prior to the year ended December 31, 2011. The Company has approximately \$294,000 and \$353,000 accrued as of September 30, 2015 and December 31, 2014, respectively.

TELKONET, INC.**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****SEPTEMBER 30, 2015****(UNAUDITED)**

The Company continues to manage the liability by establishing voluntary disclosure agreements (VDAs) with the applicable states, which establishes a maximum look-back period and payment arrangements. However, if the aforementioned methods prove unsuccessful and the Company is examined or challenged by taxing authorities, there exists possible exposure of an additional \$50,000, not including any applicable interest and penalties.

Prior to 2015, the Company successfully executed and paid in full VDAs in thirty one states totaling approximately \$695,000 and is current with the subsequent filing requirements.

During the nine months ended September 30, 2015, the Company executed one VDA totaling approximately \$25,000. The Company is currently in negotiations with two states.

The following table sets forth the change in the sales tax accrual as of September 30, 2015 and December 31, 2014:

| | September 30, 2015 | December 31, 2014 |
|----------------------------|-----------------------|----------------------|
| Balance, beginning of year | \$353,260 | \$1,080,482 |
| Sales tax collected | 290,787 | 426,599 |
| Provisions | (50,000) | (599,295) |
| Payments | (300,202) | (554,526) |
| Balance, end of period | \$293,845 | \$353,260 |

NOTE M – BUSINESS CONCENTRATION

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For the nine months ended September 30, 2015 and 2014, no single customer represented 10% or more of total net revenues. As of September 30, 2015, two customers accounted for 12% and 10% of the Company's net accounts receivable. As of December 31, 2014, one customer accounted for approximately 13% of the Company's net accounts receivable.

Purchases from two major suppliers approximated \$2,552,000, or 79%, of purchases, and \$2,764,000, or 75%, of purchases, for the nine months ended September 30, 2015 and 2014, respectively. Total due to these suppliers, net of deposits, was approximately \$678,000 as of September 30, 2015, and \$750,000 as of December 31, 2014.

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

The following discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the accompanying condensed consolidated financial statements and related notes thereto for the three and nine months ended September 30, 2015, as well as the Company's consolidated financial statements and related notes thereto and management's discussion and analysis of financial condition and results of operations in the Company's Form 10-K for the year ended December 31, 2014, filed March 31, 2015.

Business

Telkonet, Inc. (the "Company", "Telkonet"), formed in 1999 and incorporated under the laws of the State of Utah, is the creator of the EcoSmart Platform of in-room automation solutions integrated to optimize energy efficiency, comfort and analytics to support the emerging Internet of Things ("IoT"). Telkonet's business is based on two synergistic divisions, its EcoSmart division offering intelligent automation solutions and EthoStream division providing the underlying networking technology.

The EcoSmart Platform provides comprehensive savings, management reporting, analytics and virtual engineering of a customer's portfolio and/or property's room-by-room energy consumption. Telkonet has deployed more than a half million intelligent devices worldwide in properties within the hospitality, military, educational, healthcare and other commercial markets. The EcoSmart Platform is rapidly being recognized as a leading solution for reducing energy consumption, operational costs and carbon footprints, and eliminating the need for new energy generation in these marketplaces – all whilst improving occupant comfort and convenience.

Controlling energy consumption can make a significant impact on a property owner's bottom line, as heating, ventilation and air conditioning ("HVAC") costs represent a substantial portion of a facility's overall utility bill. Hospitality is a key market for Telkonet. According to the EPA EnergySTAR for Hospitality analysis, the median hotel uses approximately 70,000 Btu/ft² from all energy sources. On average, America's approximately 53,000 hotels spend \$2,196 per available room each year on energy. This represents about 6% of all operating costs. Through a strategic approach to energy efficiency, a 10% reduction in energy consumption would have the same financial effect as increasing the average daily room rate by \$0.60 in limited-service hotels and by \$2.00 in full-service hotels.

Telkonet's EthoStream is one of the largest public High-Speed Internet Access ("HSIA") providers in the world, providing services to more than 8.0 million users monthly across a network of approximately 2,300 locations. With a wide range of product and service offerings and one of the most comprehensive management platforms available for HSIA networks, EthoStream offers solutions for any public access location.

The Company's direct sales efforts target the hospitality, education, commercial, utility and government/military markets. Taking advantage of legislation, including the Energy Independence and Security Act of 2007, or EISA, the Energy Policy Act of 2005, and the American Recovery and Reinvestment Act the Company's focused its sales efforts in areas with available public funding and incentives, such as rebate programs offered by utilities for efficiency upgrades. Through the Company's proprietary platform, technology and partnerships with energy efficiency providers, the Company's management intends to position the Company as a leading provider of energy management solutions.

Forward-Looking Statements

In accordance with the Private Securities Litigation Reform Act of 1995, the Company can obtain a "safe-harbor" for forward-looking statements by identifying those statements and by accompanying those statements with cautionary statements which identify factors that could cause actual results to differ materially from those in the forward-looking statements. Accordingly, the following "Management's Discussion and Analysis of Financial Condition and Results of Operations" may contain certain forward-looking statements regarding strategic growth initiatives, growth opportunities and management's expectations regarding orders and financial results for the remainder of 2015 and future periods. These forward-looking statements are based on current expectations and current assumptions which management believes are reasonable. However, these statements involve risks and uncertainties that could cause actual results to differ materially from any future results encompassed within the forward-looking statements. Factors that could cause or contribute to such differences include those risks affecting the Company's business as described in the Company's filings with the SEC, including the current reports on Form 8-K, which factors are incorporated herein by reference. The Company expressly disclaims a duty to provide updates to forward-looking statements, whether as a result of new information, future events or other occurrences.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Company to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. On an ongoing basis, the Company evaluates significant estimates used in preparing its condensed consolidated financial statements including those related to revenue recognition and allowances for uncollectible accounts receivable, inventory obsolescence, depreciation and amortization, long-lived and intangible asset valuations, impairment assessments, taxes and related valuation allowance, income tax provisions, stock-based compensation, and contingencies. The Company bases its estimates on historical experience, underlying run rates and various other assumptions that the Company believes to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results could differ from these estimates. The following are critical judgments, assumptions, and estimates used in the preparation of the condensed consolidated financial statements.

Revenue Recognition

For revenue from product sales, the Company recognizes revenue in accordance with ASC 605-10, “Revenue Recognition” and ASC 605-10-S99 guidelines that require that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred; (3) the selling price is fixed and determinable; and (4) collectability is reasonably assured. Determination of criteria (3) and (4) are based on management’s judgments regarding the fixed nature of the selling prices of the products delivered and the collectability of those amounts. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded. The guidelines also address the accounting for arrangements that may involve the delivery or performance of multiple products, services and/or rights to use assets.

Multiple-Element Arrangements (“MEAs”): The Company accounts for contracts that have both product and installation under the MEAs guidance in ASC 605-25. Arrangements under such contracts may include multiple deliverables, a combination of equipment and services. The deliverables included in the MEAs are separated into more than one unit of accounting when (i) the delivered equipment has value to the customer on a stand-alone basis, and (ii) delivery of the undelivered service element(s) is probable and substantially in the Company’s control. Arrangement consideration is then allocated to each unit, delivered or undelivered, based on the relative selling price of each unit of accounting based first on vendor-specific objective evidence (“VSOE”) if it exists, second on third-party evidence (“TPE”) if it exists and on estimated selling price (“ESP”) if neither VSOE or TPE exist.

- VSOE – In most instances, products are sold separately in stand-alone arrangements. Services are also sold separately through renewals of contracts with varying periods. The Company determines VSOE based on pricing and discounting practices for the specific product or service when sold separately, considering geographical, customer,

and other economic or marketing variables, as well as renewal rates or stand-alone prices for the service element(s).

TPE – If the Company cannot establish VSOE of selling price for a specific product or service included in a multiple-element arrangement, the Company uses third-party evidence of selling price. The Company determines TPE based on sales of comparable amount of similar product or service offered by multiple third parties considering the degree of customization and similarity of product or service sold.

ESP – The estimated selling price represents the price at which the Company would sell a product or service if it were sold on a stand-alone basis. When neither VSOE nor TPE exists for all elements, the Company determines ESP for the arrangement element based on sales, cost and margin analysis, as well as other inputs based on the Company's pricing practices. Adjustments for other market and Company-specific factors are made as deemed necessary in determining ESP.

When MEAs include an element of customer training, it is not essential to the functionality, efficiency or effectiveness of the MEA. Therefore the Company has concluded that this obligation is inconsequential and perfunctory. As such, for MEAs that include training, customer acceptance of said training is not deemed necessary in order to record the related revenue, but is recorded when the installation deliverable is fulfilled. Historically, training revenues have not been significant.

The Company provides call center support services to properties installed by the Company and also to properties installed by other providers. In addition, the Company provides the property with the portal to access the Internet. The Company receives monthly service fees from such properties for its services and Internet access. The Company recognizes the service fee ratably over the term of the contract. The prices for these services are fixed and determinable prior to delivery of the service. The fair value of these services is known due to objective and reliable evidence from standalone executed contracts. The Company reports such revenues as recurring revenues.

Total revenues do not include sales tax as the Company is a pass through conduit for collection and remitting sales tax.

New Accounting Pronouncements

For information regarding recent accounting pronouncements and their effect on the Company, see "New Accounting Pronouncements" in Note B of the Notes to Unaudited Condensed Consolidated Financial Statements contained herein.

EBITDA

The Company defines EBITDA as net income (loss), excluding income tax expense (benefit), interest expense, interest income, and depreciation and amortization expense. Management believes that certain non-GAAP financial measures may be useful in certain instances to provide additional meaningful comparisons between current results and results in prior operating periods. Adjusted earnings before interest, taxes, depreciation and amortization and other non-operating income and expenses (“Adjusted EBITDA”) is a metric used by management and frequently used by the financial community. Management believes that adjusted EBITDA provides insight into the Company’s operating trends and facilitates comparisons between peer companies, since interest, taxes, depreciation and amortization can differ greatly between organizations as a result of differing capital structures and tax strategies. Adjusted EBITDA excludes certain items that are unusual in nature or not comparable from period to period. While management believes that non-GAAP measurements are useful supplemental information, such adjusted results are not intended to replace the Company’s GAAP financial results.

RECONCILIATION OF NET INCOME (LOSS) TO ADJUSTED EBITDA**(Unaudited)**

| | Three Months Ended | | Nine Months Ended | |
|---------------------------------------|---------------------------|-----------|--------------------------|-------------|
| | September 30, | | September 30, | |
| | 2015 | 2014 | 2015 | 2014 |
| Net income (loss) | \$269,420 | \$382,750 | \$48,853 | \$(176,373) |
| Interest expense, net | 16,283 | 6,072 | 50,786 | 24,796 |
| Provision for income taxes | 51,312 | 68,706 | 154,836 | 171,330 |
| Depreciation and amortization expense | 67,494 | 69,525 | 205,515 | 205,711 |
| EBITDA | 404,509 | 527,053 | 459,990 | 225,464 |
| Adjustments: | | | | |
| Stock-based compensation expense | 3,390 | 4,202 | 10,983 | 10,843 |
| Adjusted EBITDA | \$407,899 | \$531,255 | \$470,973 | \$236,307 |

Revenues

The table below outlines product versus recurring revenues for comparable periods:

Three Months Ended

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| | September 30, 2015 | | September 30, 2014 | | Variance | |
|-----------|-----------------------|-------|-----------------------|-------|-------------|------|
| Product | \$2,979,834 | 73 % | \$3,122,164 | 76 % | \$(142,330) | -5 % |
| Recurring | 1,077,586 | 27 % | 960,509 | 24 % | 117,077 | 12 % |
| Total | \$4,057,420 | 100 % | \$4,082,673 | 100 % | \$(25,253) | -1 % |

| | September 30, 2015 | | September 30, 2014 | | Variance | |
|-----------|-----------------------|-------|-----------------------|-------|-----------|------|
| Product | \$8,289,596 | 73 % | \$8,251,764 | 75 % | \$37,832 | 0 % |
| Recurring | 3,097,844 | 27 % | 2,816,874 | 25 % | 280,970 | 10 % |
| Total | \$11,387,440 | 100 % | \$11,068,638 | 100 % | \$318,802 | 3 % |

Product Revenue

Product revenue principally arises from the sale and installation of EcoSmart energy management platform, SmartGrid and High Speed Internet Access equipment. The EcoSmart Suite of products consists of thermostats, sensors, controllers, wireless networking products switches, outlets and a control platform. The HSIA product suite consists of gateway servers, switches and access points. The Company markets and sells to the hospitality, education, healthcare and government/military markets.

For the three and nine months ended September 30, 2015, product revenue decreased by 5% and remained unchanged, respectively, when compared to the prior year periods. Product revenue in 2015 includes approximately \$5.3 million attributed to the sale and installation of the Company's EcoSmart Platform products, and approximately \$3.0 million for the sale and installation of HSIA products. For the nine month comparison, the composition of our product revenue changed driven by an increase of \$1.0 million for EcoSmart installations offset by a \$1.0 million decrease in HSIA installations. During 2014, a significant portion of HSIA installations were related to an equipment upgrade of a large hotel chain with several brands. The Company's commitment to access distribution channels through resellers and value added distribution partners continues to gain momentum. Product revenue derived from channel partners increased \$0.6 million and \$0.8 million for the three and nine months ended September 30, 2015 compared to the prior year periods, respectively.

Recurring Revenue

Recurring revenue is primarily attributed to recurring services. The Company recognizes revenue ratably over the service month for monthly support revenues and defers revenue for annual support services over the term of the service period. The recurring revenue consists primarily of HSIA support services, and Telkonet's EcoCare service and support program. Advertising revenue, which is approximately 1% of the Company's support revenue, is based on impression-based statistics for a given period from customer site visits to the Company's login portal page under the terms of advertising agreements entered into with third-parties. A component of the Company's recurring revenue is derived from fees, less payback costs, associated with less than 1% of its hospitality customers who do not internally manage guest-related, internet transactions.

Recurring revenue includes approximately 2,300 hotels in the Company's broadband network portfolio. The Company currently supports approximately 234,000 HSIA rooms with approximately 8.0 million monthly users. For the three and nine months ended September 30, 2015, recurring revenue increased by 12% and 10% when compared to the prior year periods. For the three month comparison, the variance in recurring revenue was partially attributed to a \$0.07 million increase associated with the Company's EcoCare service and support program for the EcoSmart Suite of products. Support revenue from the Company's HSIA support services added approximately \$0.04 million compared to the prior year. Advertising revenue contributed a \$0.01 million increase. For the nine month comparison, the variance in recurring revenue was partially attributed to a \$0.14 million increase associated with the rollout of the Company's EcoCare service and support program for the EcoSmart Suite of products. Support revenue from the Company's HSIA support services added approximately \$0.13 million compared to the prior year. Advertising revenue contributed a \$0.01 million increase.

Cost of Sales

| | Three Months Ended | | | | Variance | |
|-----------|-----------------------|-----|-----------------------|-----|-------------|------|
| | September 30, 2015 | | September 30, 2014 | | | |
| Product | \$1,513,727 | 51% | \$1,674,172 | 54% | \$(160,445) | -10% |
| Recurring | 253,394 | 24% | 266,136 | 28% | (12,742) | -5% |
| Total | \$1,767,121 | 44% | \$1,940,308 | 48% | \$(173,187) | -9% |

| | Nine Months Ended | | | | Variance | |
|-----------|-----------------------|-----|-----------------------|-----|-------------|------|
| | September 30, 2015 | | September 30, 2014 | | | |
| Product | \$4,286,144 | 52% | \$5,000,490 | 61% | \$(714,346) | -14% |
| Recurring | 727,665 | 23% | 783,521 | 28% | (55,856) | -7% |

| | | | | | | |
|-------|-------------|-----|-------------|-----|-------------|------|
| Total | \$5,013,809 | 44% | \$5,784,011 | 52% | \$(770,202) | -13% |
|-------|-------------|-----|-------------|-----|-------------|------|

Costs of Product Sales

Costs of product sales include equipment and installation labor related to the sale of SmartGrid and broadband networking equipment, including EcoSmart technology and Telkonet iWire. For the three and nine months ended September 30, 2015, product costs decreased by 10% and 14% compared to the prior year periods. For the three month comparison, the decrease was attributed to material costs of \$0.14 million, outside contractor expenses of \$0.07 million offset by a \$0.05 million increase in warranty expenses. For the nine month comparison, the decrease included a benefit resulting from the decrease in the Company's inventory reserve for obsolescence and other inventory adjustments of \$0.08 million compared to the prior year. A \$0.20 million decrease in outside contractor services was a result of a contract requiring EthoStream to use an outside contractor for an HSIA installation and Telkonet using an outside contractor for a large university installation for the nine months ended September 30, 2014. A materials cost decrease of \$0.36 million was the result of the decrease in HSIA product revenue. Because of strong competition, HSIA products carry smaller gross margins than the Company's EcoSmart Suite of products. The remaining decrease of \$0.07 million was a result of a decrease in travel expense, parts and supplies, a broadband equipment rebate, salaries and international freight charges for inventory procurement offset by an increase in warranty expense.

Costs of Recurring Revenue

Recurring costs are comprised of support wages and telecommunication services for the Company's Customer Service department. For the three and nine months ended September 30, 2015, recurring costs decreased by 5% and 7% compared to the prior year period. The variance is attributed to the decrease in support payroll costs associated with recurring sales. The Company's Internet Service Provider ("ISP") fees and telecommunications costs for the Company's support team also decreased when compared to the prior year period.

Gross Profit

| | Three Months Ended | | | | Variance | |
|-----------|-----------------------|-----|-----------------------|-----|-----------|-----|
| | September 30, 2015 | | September 30, 2014 | | | |
| Product | \$1,466,107 | 49% | \$1,447,992 | 46% | \$18,115 | 1% |
| Recurring | 824,192 | 76% | 694,373 | 72% | 129,819 | 19% |
| Total | \$2,290,299 | 56% | \$2,142,365 | 52% | \$147,934 | 7% |

| | Nine Months Ended | | | | Variance | |
|-----------|-----------------------|-----|-----------------------|-----|-------------|-----|
| | September 30, 2015 | | September 30, 2014 | | | |
| Product | \$4,003,452 | 48% | \$3,251,274 | 39% | \$752,178 | 23% |
| Recurring | 2,370,179 | 77% | 2,033,353 | 72% | 336,826 | 17% |
| Total | \$6,373,631 | 56% | \$5,284,627 | 48% | \$1,089,004 | 21% |

Gross Profit on Product Revenue

Gross profit for the three and nine months ended September 30, 2015 increased by 1% and 23% when compared to the prior year periods. The actual gross profit percentages increased during the 2015 three and nine month periods. This was a result of an increase in product sales of the Company's EcoSmart energy management platform which have higher gross margins than the Company's HSIA products. Also contributing to the nine month favorable variance were a decrease in the Company's inventory reserve from obsolescence, and a reduction in broadband equipment and outside service costs associated with HSIA and EcoSmart installations.

Gross Profit on Recurring Revenue

The gross profit associated with recurring revenue increased by 19% and 17% for the three and nine months ended September 30, 2015 when compared to the prior year periods. The variance was due mainly to an increase in revenues as well as a decrease in ISP fee and telecommunication and payroll costs for the Company's support team.

Operating Expenses

Three Months Ended September 30,
2015 2014 Variance

Total \$1,953,284 \$1,684,837 \$268,447 16%

Nine Months Ended September 30,
2015 2014 Variance

Total \$6,119,156 \$5,264,874 \$854,282 16%

During the three and nine months ended September 30, 2015, operating expenses increased by 16% when compared to the prior year period as outlined below.

Research and Development

Three Months Ended September
30,
2015 2014 Variance

Total \$373,710 \$347,344 \$26,366 8%

Nine Months Ended September 30,
2015 2014 Variance

Total \$1,128,596 \$962,849 \$165,747 17%

Research and development costs are related to both present and future products and are expensed in the period incurred. Current research and development costs are associated with product development and integration. During the three and nine months ended September 30, 2015, research and development costs increased 8% and 17% when compared to the prior year periods. The majority of the variance is due to an approximate \$0.16 million increase in expenditures for salaries and recruiting. The additional personnel were needed for developing the Company's new EcoTouch thermostat. The EcoTouch thermostat was released for sale to customers during the three month period ending June 30, 2015.

Selling, General and Administrative Expenses

| | Three Months Ended September 30, | | | |
|-------|----------------------------------|-------------|-----------|-----|
| | 2015 | 2014 | Variance | |
| Total | \$1,512,080 | \$1,267,968 | \$244,112 | 19% |

| | Nine Months Ended September 30, | | | |
|-------|---------------------------------|-------------|-----------|-----|
| | 2015 | 2014 | Variance | |
| Total | \$4,785,045 | \$4,096,314 | \$688,731 | 17% |

During the three and nine months ended September 30, 2015, selling, general and administrative expenses increased over the prior year period by 19% and 17%, respectively. For the three month comparison, the variance is partially the result of increased expenditures for marketing and project management salaries and benefits of approximately \$0.10 million. Prior to and including the period ended September 30, 2014, twenty seven VDA's were settled with states for amounts that were less than the Company had accrued resulting in a benefit of approximately \$0.05 million being recognized during the three months ended September 30, 2014 compared to the three months ended September 30, 2015. The variance for bad debt expense was \$0.09 million, the result of a debt recovery of approximately \$0.10 million during the three months ended September 30, 2014 with no similar bad debt recoveries in the three months ended September 30, 2015. For the nine month comparison, the variance is again partially the result of increased expenditures for marketing and project management salaries and benefits of approximately \$0.26 million. The Company added a Director of Sales and Marketing, two Channel Account Managers and an Account Executive for direct sales. A sales and use tax benefit of approximately \$0.17 million being recognized during the nine months ended September 30, 2014 compared to the nine months ended September 30, 2015. The variance for bad debt expense was \$0.09 million, again due to the recovery. Increased expenses for accounting fees of approximately \$0.04 million, tradeshow expenses of approximately \$0.07 million, bank and credit card fees of \$0.03 and director fees of approximately \$0.02 million also contributed to the increase for the nine months ended September 30, 2015.

Liquidity and Capital Resources

The Company has financed its operations since inception primarily through private and public offerings of the Company's equity securities, the issuance of various debt instruments and asset based lending, and cash generated from operations.

Working Capital

Working capital increased by \$574,501 during the nine months ended September 30, 2015 from working capital deficit (current liabilities in excess of current assets) of \$420,106 at December 31, 2014 to a working capital surplus of \$154,395 at September 30, 2015.

Business Loan

On September 11, 2009, the Company entered into a Loan Agreement in the aggregate principal amount of \$300,000 with the Wisconsin Department of Commerce (the "Department"). The outstanding principal balance bears interest at the annual rate of 2%. Payment of interest and principal is to be made in the following manner: (a) payment of any and all interest that accrues from the date of disbursement commenced on January 1, 2010 and continued on the first day of each consecutive month thereafter through and including December 31, 2010; (b) commencing on January 1, 2011 and continuing on the first day of each consecutive month thereafter through and including November 1, 2016, the Company is required to pay equal monthly installments of \$4,426; followed by a final installment on December 1, 2016 which shall include all remaining principal, accrued interest and other amounts owed by the Company to the Department under the Loan Agreement. The Company may prepay amounts outstanding under the Loan Agreement in whole or in part at any time without penalty. The Loan Agreement was secured by substantially all of the Company's assets. On September 24, 2014, the Department signed a subordination agreement of all the Company's security interests. The proceeds from this loan were used for the working capital requirements of the Company. The Loan Agreement contains covenants which required, among other things, that the Company keep and maintain 75 existing full-time positions and create and fill 35 additional full-time positions in Milwaukee, Wisconsin by December 31, 2012. On June 18, 2012, the Department agreed to permanently waive all penalties associated with the Company's noncompliance with this covenant. The outstanding borrowings under the agreement as of September 30, 2015 and December 31, 2014 were \$65,448 and \$103,979, respectively.

Promissory Note

On March 4, 2011, the Company sold all its Series 5 PLC product line assets to Wisconsin-based Dynamic Ratings, Inc. (“Purchaser”) under an Asset Purchase Agreement (“APA”). Per the APA, the Company signed an unsecured Promissory Note (the “Note”) due to Purchaser in the aggregate principal amount of \$700,000. The outstanding principal balance bears interest at the annual rate of 6% and was originally due on March 31, 2014. The Note may be prepaid in whole or in part, without penalty at any time. Payments not made when due, by maturity acceleration or otherwise, shall bear interest at the rate of 12% per annum from the date due until fully paid. Effective April 30, 2013, Purchaser approved an amendment to certain terms of the Note. Telkonet commenced a monthly payment of principal and interest of \$20,000 to be applied against the outstanding balance starting May 1, 2013. The interest rate remains unchanged at 6% and the maturity date was extended to January 1, 2016. The outstanding principal balance of the Note as of September 30, 2015 and December 31, 2014 was \$99,561 and \$289,973, respectively.

Revolving Credit Facility

On September 30, 2014, the Company and its wholly owned subsidiary, EthoStream, as co-borrowers (collectively, the “Borrowers”), entered into a Loan and Security Agreement (the “Loan Agreement”) with Heritage Bank of Commerce, a California state chartered bank (“Heritage Bank”), governing a new revolving credit facility in a principal amount not to exceed \$2,000,000 (the “Credit Facility”). Availability of borrowings under the Credit Facility from time to time is subject to a borrowing base calculation based on the Company’s eligible accounts receivable and eligible inventory each multiplied by an applicable advance rate, with an overall limitation tied to the Company’s eligible accounts receivable. The Loan Agreement is available for working capital and other lawful general corporate purposes. The outstanding principal balance of the Credit Facility bears interest at the Prime Rate plus 3.00%, which was 6.25% at September 30, 2015 and December 31, 2014. The Credit Facility matures on September 30, 2016, unless earlier accelerated under the terms of the Loan Agreement. On October 9, 2014, as part of the Loan Agreement, Heritage Bank was granted a warrant to purchase 250,000 shares of Telkonet common stock. The warrant has an exercise price of \$0.20 and expires October 9, 2021.

The Loan Agreement also contains financial covenants that place restrictions on, among other things, the incurrence of debt, granting of liens and sale of assets. The Loan Agreement also contains financial covenants that require the Borrowers to maintain a minimum EBITDA level, measured quarterly, and a minimum asset coverage ratio, measured monthly. A violation of any of these covenants could result in an event of default under the Loan Agreement. Upon the occurrence of such an event of default or certain other customary events of defaults, payment of any outstanding amounts under the Credit Facility may be accelerated and Heritage Bank’s commitment to extend credit under the Loan Agreement may be terminated. The Loan Agreement contains other representations and warranties, covenants, and other provisions customary to transactions of this nature. The outstanding balance on the Credit Facility was \$961,771 and \$628,204 at September 30, 2015 and December 31, 2014 leaving an available borrowing base of approximately \$447,000 and \$241,000 at September 30, 2015 and December 31, 2014, respectively.

Cash Flow Analysis

Cash used in continuing operations was \$424,881 and cash provided by continuing operations was \$368,298 during the nine months ended September 30, 2015 and 2014, respectively. A change in accounts receivable of approximately \$1,326,000 due to the increase in sales and timing of billings and collections from customers along with an approximate \$744,000 change in accrued liabilities and expense are the primary drivers for the change in cash flows from operating activities between the two periods. As of September 30, 2015, the Company's primary capital needs included business strategy execution, inventory procurement and managing current liabilities.

Cash provided by investing activities was \$25,388 and \$198,333 during the nine months ended September 30, 2015 and 2014, respectively. During the year ended December 31, 2012, the Company was awarded a contract with a bonding requirement. During the three months ended March 31, 2013, the Company satisfied this requirement with cash collateral supported by an irrevocable standby letter of credit in the amount of \$382,000. In March 2014, the Company satisfied all obligations related to the bonding requirement and the cash of \$319,000 was released. During the nine months ended September 30, 2014, the Company purchased \$120,667 of furniture and fixtures to furnish its new corporate office located in Waukesha, Wisconsin. These assets will be depreciated over their respective estimated useful lives. During the nine months ended September 30, 2015, the Company purchased \$6,345 in computer equipment offset by \$31,733 through a reduction in the restricted cash on deposit.

Cash provided by financing activities was \$367,124 and cash used in financing activities was \$198,729 during the nine months ended September 30, 2015 and 2014, respectively. The Company paid down principal on notes payable of \$228,943 and borrowed \$333,567 on the line of credit during the nine months ended September 30, 2015. During the nine months ended September 30, 2015, the Company made additional principal payments of \$20,000 in aggregate beyond the required monthly payments of principal and interest. The Company paid down principal on notes payable of \$198,729 during the nine months ended September 30, 2014. Shareholders exercised 2,019,236 warrants at \$0.13 resulting in proceeds of \$262,500 during the nine months ended September 30, 2015.

The Company's independent registered public accountants report on its consolidated financial statements for the year ended December 31, 2014 includes an explanatory paragraph relating to the Company's ability to continue as a going concern. The Company has incurred operating losses in past years and is dependent upon management's ability to develop profitable operations and/or obtain necessary funding from outside sources, including by the sale of securities, or obtaining loans from financial institutions, where possible. These factors, among others, raise doubt about the Company's ability to continue as a going concern and may also affect its ability to obtain financing in the future.

Management expects working capital management will continue to be a high priority for 2015 and thereafter. The Company's estimated cash requirements for our operations for the next 12 months is not anticipated to differ significantly from our present cash requirements for our operations. Our cash requirements will continue to include payment of our sales and use tax liability that we settle with applicable states through voluntary disclosure agreements (VDAs) and our outstanding debt. The outstanding Note with Dynamics Ratings, Inc. will be entirely repaid in January 2016.

The Company continues to manage its sales and use tax liability by establishing voluntary disclosure agreements (VDAs) with the applicable states, which establishes a maximum look-back period and payment arrangements. However, if the aforementioned methods prove unsuccessful and the Company is examined or challenged by taxing authorities, there exists possible exposure of an additional \$50,000, not including any applicable interest and penalties.

Prior to 2015, the Company successfully executed and paid in full VDAs in thirty one states totaling approximately \$695,000 and is current with the subsequent filing requirements.

During the nine months ended September 30, 2015, the Company executed one VDA totaling approximately \$25,000. The Company is currently in negotiations with two states.

Off-Balance Sheet Arrangements

The Company has no material off-balance sheet arrangements.

Acquisition or Disposition of Property and Equipment

The Company does not anticipate any significant purchases of property or equipment during the next twelve months, other than computer equipment and peripherals to be used in the Company's day-to-day operations.

The Company presently leases two commercial office spaces in Germantown, Maryland totaling, in the aggregate, 16,400 square feet. Both leases expire in December 2015. On July 15, 2011, Telkonet executed a sublease agreement for 11,626 square feet of its space located in Germantown, Maryland. On June 27, 2012 the subtenant exercised its option to extend the expiration of the term of the sublease from January 31, 2013 to December 31, 2015.

Item 4. Controls and Procedures.

As of September 30, 2015, the Company performed an evaluation, under the supervision and with the participation of management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of its disclosure controls and procedures. Due to the lack of a segregation of duties and failure to implement accounting controls, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were ineffective as of the end of the period covered by this report.

During the nine months ended September 30, 2015, there were no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

The Company is subject to legal proceedings and claims which arise in the ordinary course of its business. Although occasional adverse decisions or settlements may occur, the Company believes that the final disposition of such matters should not have a material adverse effect on its financial position, results of operations or liquidity.

Item 1A. Risk Factors.

There have been no material changes to risk factors previously disclosed in our annual report on Form 10-K for the year ended December 31, 2014 in response to Item 1A of Form 10-K.

Item 6. Exhibits.

| Exhibit Number | Description Of Document |
|-----------------------|---|
| 31.1 | Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of Jason L. Tienor |
| 31.2 | Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of Richard E. Mushrush |
| 32.1 | Certification of Jason L. Tienor pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.2 | Certification of Richard E. Mushrush pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Schema Document |
| 101.CAL | XBRL Calculation Linkbase Document |
| 101.DEF | XBRL Definition Linkbase Document |
| 101.LAB | XBRL Label Linkbase Document |
| 101.PRE | XBRL Presentation Linkbase Document |

SIGNATURES

Pursuant to the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Telkonet, Inc.

Registrant

Date: November 12, 2015 By: /s/ Jason L. Tienor
Jason L. Tienor

Chief Executive Officer

(principal executive officer)

Date: November 12, 2015 By: /s/ Richard E. Mushrush
Richard E. Mushrush

Chief Financial Officer

(principal financial officer)