

ELECTRO SENSORS INC  
Form 10-Q  
November 09, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**Form 10-Q**

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

**For the quarterly period ended September 30, 2012**

**OR**

**o 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 0-9587**

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**ELECTRO-SENSORS, INC.**

(Exact name of registrant as specified in its charter)

**Minnesota**

(State or other jurisdiction of incorporation or organization)

**41-0943459**

(IRS Employer Identification No.)

**6111 Blue Circle Drive  
Minnetonka, Minnesota 55343-9108**

(Address of principal executive offices)

**(952) 930-0100**

(Registrant's telephone number, including area code)

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

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

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☒

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

The number of shares outstanding of the registrant's common stock, \$0.10 par value, on November 8, 2012 was 3,391,912.

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**ELECTRO-SENSORS, INC.**  
**Form 10-Q**  
**For the Quarter Ended September 30, 2012**

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**ELECTRO-SENSORS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEET**  
(in thousands except share and per share amounts)

	September 30, 2012 (unaudited)	December 31, 2011
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 5,708	\$ 5,476
Available for sale securities	3,607	3,181
Trade receivables, less allowance for doubtful accounts of \$8 and \$9, respectively	671	731
Inventories	1,382	1,228
Income tax receivable	0	17
Other current assets	128	116
<b>Total current assets</b>	<b>11,496</b>	<b>10,749</b>
<b>Property and equipment, net</b>	<b>1,181</b>	<b>1,179</b>
<b>Total assets</b>	<b>\$ 12,677</b>	<b>\$ 11,928</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable	\$ 206	\$ 110
Accrued expenses	359	214
Accrued income tax	68	0
<b>Total current liabilities</b>	<b>633</b>	<b>324</b>
<b>Deferred income tax liability</b>	<b>1,390</b>	<b>1,225</b>
<b>Commitments and contingencies</b>		
<b>Stockholders' equity</b>		
Common stock par value \$0.10 per share; authorized 10,000,000 shares; issued and outstanding: 3,391,912 and 3,389,577 shares, respectively	339	339
Additional paid-in capital	1,575	1,561
Retained earnings	6,568	6,570
Accumulated other comprehensive income (unrealized gain on available for sale securities, net of income tax)	2,172	1,909
<b>Total stockholders' equity</b>	<b>10,654</b>	<b>10,379</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 12,677</b>	<b>\$ 11,928</b>

See accompanying notes to unaudited condensed consolidated financial statements

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**ELECTRO-SENSORS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME**  
(in thousands except share and per share amounts)  
(unaudited)

	Three Months Ended September 30, 2012		September 30, 2011		Nine Months Ended September 30, 2012		September 30, 2011	
<b>Net sales</b>	\$	<b>1,567</b>	\$	1,632	\$	<b>5,004</b>	\$	4,692
<b>Cost of goods sold</b>		<b>696</b>		694		<b>2,189</b>		1,977
<b>Gross profit</b>		<b>871</b>		938		<b>2,815</b>		2,715
<b>Operating expenses:</b>								
Selling and marketing		<b>305</b>		345		<b>1,098</b>		1,040
General and administrative		<b>244</b>		242		<b>769</b>		721
Research and development		<b>105</b>		111		<b>333</b>		330
<b>Total operating expenses</b>		<b>654</b>		698		<b>2,200</b>		2,091
<b>Operating income</b>		<b>217</b>		240		<b>615</b>		624
<b>Non-operating income (expense):</b>								
Gain on disposal of investment securities		<b>0</b>		0		<b>0</b>		1
Interest income		<b>1</b>		1		<b>5</b>		5
Loss on disposal of fixed assets		<b>0</b>		(18)		<b>0</b>		(18)
Other income		<b>3</b>		2		<b>9</b>		5
<b>Total non-operating income (expense)</b>		<b>4</b>		(15)		<b>14</b>		(7)
<b>Income from continuing operations before income taxes</b>		<b>221</b>		225		<b>629</b>		617
<b>Income taxes</b>		<b>77</b>		90		<b>224</b>		246
<b>Income before discontinued operations</b>		<b>144</b>		135		<b>405</b>		371
Loss from discontinued operations, net of income tax benefit		<b>0</b>		(17)		<b>0</b>		(41)
<b>Net income</b>	\$	<b>144</b>	\$	118	\$	<b>405</b>	\$	330
<b>Other comprehensive income (loss):</b>								
Change in unrealized value of investments, net of income tax	\$	<b>378</b>	\$	(863)	\$	<b>263</b>	\$	(301)
<b>Total comprehensive income (loss)</b>	\$	<b>522</b>	\$	(745)	\$	<b>668</b>	\$	29
<b>Net Income (Loss) per Share Data:</b>								
<b>Basic</b>								
Net income per share continuing operations	\$	<b>0.04</b>	\$	0.04	\$	<b>0.11</b>	\$	0.11
Net loss per share discontinued operations	\$	<b>0.00</b>	\$	(0.01)	\$	<b>0.00</b>	\$	(0.01)
Net income per share	\$	<b>0.04</b>	\$	0.03	\$	<b>0.11</b>	\$	0.10
Weighted average shares		<b>3,391,900</b>		3,389,506		<b>3,391,126</b>		3,387,192
<b>Diluted</b>								
Net income per share continuing operations	\$	<b>0.04</b>	\$	0.04	\$	<b>0.11</b>	\$	0.11
Net loss per share discontinued operations	\$	<b>0.00</b>	\$	(0.01)	\$	<b>0.00</b>	\$	(0.01)
Net income per share	\$	<b>0.04</b>	\$	0.03	\$	<b>0.11</b>	\$	0.10
Weighted average shares		<b>3,417,032</b>		3,406,486		<b>3,410,843</b>		3,405,738
<b>Dividends paid per share</b>	\$	<b>.04</b>	\$	.04	\$	<b>.12</b>	\$	.12

See accompanying notes to unaudited condensed consolidated financial statements

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**ELECTRO-SENSORS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)  
(unaudited)

	Nine Months Ended September 30,	
	2012	2011
<b>Cash flows from (used in) operating activities</b>		
<b>Net income</b>	\$ 405	\$ 330
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation	48	42
Deferred income taxes	2	24
Interest accrued on investments	0	(3)
Stock option expense	6	0
Change in allowance for doubtful accounts	(1)	0
Loss on disposal of fixed assets	0	18
Change in:		
Trade receivables	61	(251)
Inventories	(154)	(164)
Other current assets	(12)	(17)
Income tax receivable	0	54
Accounts payable	96	77
Accrued expenses	145	176
Deferred revenue	0	(12)
Accrued income taxes	85	40
<b>Net cash from operating activities</b>	<b>681</b>	<b>314</b>
<b>Cash flows from (used in) investing activities</b>		
Purchase of treasury bills	0	(4,300)
Proceeds from the maturity of treasury bills	0	9,500
Purchase of property and equipment	(50)	(69)
<b>Net cash from (used in) investing activities</b>	<b>(50)</b>	<b>5,131</b>
<b>Cash flows from (used in) financing activities</b>		
Proceeds from issuance of stock	8	21
Dividends paid	(407)	(408)
<b>Net cash used in financing activities</b>	<b>(399)</b>	<b>(387)</b>
<b>Net increase in cash and cash equivalents</b>	<b>232</b>	<b>5,058</b>
Cash and cash equivalents, beginning	5,476	583
Cash and cash equivalents, ending	\$ 5,708	\$ 5,641
<b>Supplemental schedule of non-cash investing and financing activities</b>		
Net change in unrealized gain (loss) on investments	\$ 263	\$ (301)
<b>Supplemental cash flow information</b>		
Cash paid for income taxes	\$ 158	\$ 112

See accompanying notes to unaudited condensed consolidated financial statements



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**ELECTRO-SENSORS, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED SEPTEMBER 30, 2012**  
(unaudited)

**Note 1. Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions and regulations of the Securities and Exchange Commission to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements.

This report should be read together with the Company's Annual Report on Form 10-K for the year ended December 31, 2011, including the audited financial statements and footnotes therein.

It is the opinion of management that the unaudited condensed consolidated financial statements include all adjustments, consisting of normal recurring accruals, necessary to fairly state the financial position and results of operations as of September 30, 2012 and for the three and nine month periods then ended. The results of interim periods may not be indicative of results to be expected for the year.

**Nature of Business**

The accompanying condensed consolidated financial statements include the accounts of Electro-Sensors, Inc. and its wholly-owned subsidiaries, ESI Investment Company and Senstar Corporation. Senstar has no operations. Intercompany accounts, transactions and earnings have been eliminated in consolidation. The consolidated entity is referred to as the Company.

Electro-Sensors, Inc. manufactures and markets a complete line of speed monitoring and motor control systems for industrial machinery. The Company utilizes leading-edge technology to continuously improve its products and make them easier to use with the ultimate goal of manufacturing the industry-preferred product for every market served. These products are sold through an internal sales staff, manufacturer's representatives, and distributors to a wide variety of manufacturers, original equipment manufacturers and processors who use the products to monitor process machinery operations. The Company markets its products to a number of different industries located throughout the United States, Asia, Central America, Canada, and Europe.

In addition, through its subsidiary ESI Investment Company, the Company periodically makes strategic investments in other businesses and companies, primarily when the Company believes that such investments will facilitate development of technology complementary to the Company's products. Although the Company, through ESI Investment Company, invests in other businesses or companies, the Company does not intend to become an investment company and intends to remain primarily an operating company. The Company's primary investment is 343,267 shares of Rudolph Technologies, Inc. which is accounted for using the available-for-sale method. See Note 4 for additional information regarding the Company's investments. The Company's investments in securities are subject to normal market risks.

**Revenue recognition**

The Company recognizes revenue from the sale of its production monitoring equipment when persuasive evidence of an arrangement exists, the product has been delivered, the fee is fixed and determinable and collection of the resulting receivable is reasonably assured. The Company may offer discounts to its distributors or quantity discounts that are recorded at the time of sale. The Company recognizes revenue on products sold to customers and distributors upon shipment because the contracts do not include post-shipment obligations. In addition to exchanges and warranties, customers have refund rights. The Company's standard products are used in a wide variety of industries, returns are minimal and insignificant to the consolidated financial statements and are recognized when the returned product is received by the Company. In some situations, the Company receives advance payments from its customers. Revenue associated with these advance payments is deferred until the product is shipped or services performed.



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**Available for Sale Securities**

ESI Investment Company's portfolio consists of equity securities, primarily common stocks, commercial paper, money market funds, and government debt securities. The estimated fair value of publicly traded equity securities is based on quoted market prices, and therefore subject to the inherent risk of market fluctuations. Management determines the appropriate classification of securities at the date individual investments are acquired, and evaluates the appropriateness of such classification at each balance sheet date.

Since the Company generally does not make investments in anticipation of short-term fluctuations in market prices, investments in equity securities are classified as available-for-sale. Available-for-sale securities with readily determinable values are stated at fair value, and unrealized holding gains and losses, net of the related deferred tax effect, are reported as separate component of stockholders' equity.

Realized gains and losses on securities, including losses from declines in value of specific securities determined by management to be other-than-temporary, are included in the period realized.

**Fair Value Measurements**

The Company's policies incorporate the guidance for accounting for fair value measurements of financial assets and financial liabilities and for fair value measurements of nonfinancial items that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis. The Company's policies also incorporate the guidance for fair value measurement related to nonfinancial items that are recognized and disclosed at fair value in the consolidated financial statements on a nonrecurring basis. The guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 inputs are unobservable inputs for the asset or liability.

The level in the fair value hierarchy within which a fair measurement in its entirety falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

The carrying value of cash and cash equivalents, treasury bills, investments, trade receivables, accounts payable, and other working capital items approximate fair value at September 30, 2012 and December 31, 2011 due to the short maturity nature of these instruments.

**Income taxes**

Deferred income taxes are presented as assets or liabilities based on timing differences between financial reporting and tax reporting methods. Deferred income tax assets and liabilities are computed for those differences that have future tax consequences using the currently enacted tax laws and rates that apply to the periods in which they are expected to affect taxable income. Income tax expense is the current tax payable or refundable for the period plus or minus the net change in the deferred tax assets and liabilities, excluding the portion of the deferred liability allocated to other comprehensive income. Deferred tax assets are reduced by a valuation allowance to the extent that realization of the related deferred tax asset is not assured.

**Use of Estimates**

The preparation of condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Actual results could differ from those estimates. Significant estimates, including the underlying assumptions, consist of economic lives of property and equipment, realizability of accounts receivable, valuation of deferred tax assets/liabilities, valuation of inventories, and valuation of investments. It is at least reasonably possible that these estimates may change in the near term.

Table of Contents**Note 2. Stock-Based Compensation**

The Company records compensation expense for employee stock options based on the estimated fair value of the options on the date of grant using the Black-Scholes-Merton ( BSM ) model with the assumptions included in the table below. The Company uses historical data among other factors to estimate the expected price volatility, the expected option life and the expected forfeiture rate. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant for the estimated life of the option. At September 30, 2012, the Company had one stock-based employee compensation plan. On July 18, 2012, the Company granted each of its four outside directors options to purchase 2,500 shares of common stock, recognizing compensation expense of approximately \$6,000 based on the grant date fair value.

The assumptions made in estimating the fair value of the options on the grant date based upon the BSM option-pricing model are as follows:

Dividend yield	0.00%
Expected volatility	6.63%
Risk free interest rate	2.21%
Expected life	10 years

The Company calculates expected volatility for stock options and awards using historical volatility as the Company believes the expected volatility will approximate historical volatility.

There were no options granted in the nine months ended September 30, 2011. During the nine months ended September 30, 2011, two employees exercised options to purchase a total of 4,500 shares of common stock. There were no options exercised during the nine months ended September 30, 2012.

**Note 3. Net Income Per Share**

Basic net income per share is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted net income per share is computed by dividing net income by the weighted average number of common shares outstanding and common stock equivalents outstanding during the period.

**Note 4. Investments**

The cost and estimated fair value of the Company's investments are as follows:

	Cost	Gross unrealized gain	Gross unrealized loss	Fair value
<b>September 30, 2012</b>				
Commercial Paper	\$ 5,449,000	\$ 0	\$ 0	\$ 5,449,000
Equity Securities	101,000	3,561,000	(55,000)	3,607,000
	5,550,000	3,561,000	(55,000)	9,056,000
Less Cash and Cash Equivalents	5,449,000	0	0	5,449,000
<b>Total Investments, September 30, 2012</b>	<b>\$ 101,000</b>	<b>\$ 3,561,000</b>	<b>\$ (55,000)</b>	<b>\$ 3,607,000</b>
<b>December 31, 2011</b>				
Commercial Paper	\$ 5,373,000	\$ 0	\$ 0	\$ 5,373,000
Equity Securities	101,000	3,134,000	(54,000)	3,181,000
	5,474,000	3,134,000	(54,000)	8,554,000
Less Cash and Cash Equivalents	5,373,000	0	0	5,373,000
<b>Total Investments, December 31, 2011</b>	<b>\$ 101,000</b>	<b>\$ 3,134,000</b>	<b>\$ (54,000)</b>	<b>\$ 3,181,000</b>

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At September 30, 2012 and December 31, 2011, the Company's most significant investment in equity securities was 343,267 shares of Rudolph Technologies, Inc. ( "Rudolph" ) which is accounted for under the available-for-sale method. As of September 30, 2012 and December 31, 2011, the aggregate value of the Company's Rudolph shares as reported on the Nasdaq Stock Market was approximately \$3,604,000 and \$3,134,000, respectively, with an approximate cost of \$45,000.

### Note 5. Fair Value Measurements

The following table provides information on those assets measured at fair value on a recurring basis.

	Carrying amount in condensed consolidated balance sheet September 30, 2012	Fair Value September 30, 2012	Fair Value Measurement Using		
			Level 1	Level 2	Level 3
<b>Assets:</b>					
Cash and cash equivalents					
Commercial Paper	\$ 5,449,000	\$ 5,449,000	\$ 5,449,000	\$ 0	\$ 0
Available-for-sale:					
<b>Equities:</b>					
Small Cap Technology Sector	\$ 3,607,000	\$ 3,607,000	\$ 3,607,000	\$ 0	\$ 0

	Carrying amount in condensed consolidated balance sheet December 31, 2011	Fair Value December 31, 2011	Fair Value Measurement Using		
			Level 1	Level 2	Level 3
<b>Assets:</b>					
Cash and cash equivalents:					
Commercial Paper	\$ 5,373,000	\$ 5,373,000	\$ 5,373,000	\$ 0	\$ 0
Available-for-sale:					
<b>Equities:</b>					
Small Cap Technology Sector	\$ 3,181,000	\$ 3,181,000	\$ 3,181,000	\$ 0	\$ 0

The fair value of the commercial paper and equity securities is based on quoted market prices in an active market. Closing stock prices are readily available from active markets and are used as being representative of fair value. The Company classifies these securities as level 1. The equity investments are primarily in a small cap manufacturer of semiconductors for industrial use.

### Note 6. Inventories

Inventories used in the determination of cost of goods sold are as follows:

	September 30, 2012	December 31, 2011
Raw Materials	\$ 881,000	\$ 791,000
Work In Process	286,000	247,000
Finished Goods	215,000	190,000
<b>Total Inventories</b>	<b>\$ 1,382,000</b>	<b>\$ 1,228,000</b>

Table of Contents**Note 7. Discontinued Operations**

On September 16, 2011, the Company sold its entire interest in its AutoData Systems Division to Auto Data Inc. (ADI). The purchase price will be paid as an earn-out based on three percent of the software, hardware, and maintenance contracts that ADI sells over the next five years (four percent while ADI continues to occupy our building). As of September 30, 2011, the Company owed ADI approximately \$14,000 to pay for deferred revenue and amounts due to employees, less accounts receivable, inventory, and fixed assets related to the sale of the division. This amount was paid in October 2011. As of September 30, 2012 and December 31, 2011, ADI owed the Company approximately \$12,000 and \$3,000, respectively, under the earn-out. The amount is included in other current assets on the balance sheet. For the three and nine month periods ended September 30, 2012, the Company recognized \$2,000 and \$9,000, respectively, as other income from ADI under the earn-out agreement. For the three months ended September 30, 2011, the Company recognized \$1,000 as other income from ADI under the earn-out agreement.

The division, a separate operating segment as described in Note 8, designed and marketed desktop software based systems that read hand printed characters, checkmarks and bar code information from scanned or faxed forms, in addition to collecting and reporting data from web forms.

The financial results of the discontinued operation are as follows:

	<b>For the three months ended September 30, 2011</b>	<b>For the nine months ended September 30, 2011</b>
Net sales	\$ 52,000	\$ 246,000
Expenses	(80,000)	(314,000)
Net loss before income taxes	(28,000)	(68,000)
Income tax benefit	11,000	27,000
Net loss of discontinued operations	\$ (17,000)	\$ (41,000)

The effect of the discontinued operation on the financial position of the Company, as of December 31, 2011, is as follows:

Property and equipment	\$ 2,000
Inventories	17,000
Accounts receivable	35,000
Net assets disposed	\$ 54,000
Accrued expenses	\$ 10,000
Deferred revenue	58,000
Net liabilities disposed	\$ 68,000
Net cash paid to ADI	\$ 14,000

Table of Contents**Note 8. Segment Information**

Prior to September 16, 2011, the Company had three reportable operating segments based on the nature of its product lines: Production Monitoring, AutoData Systems, and Investments. The AutoData Systems segment was sold on September 16, 2011 as described in Note 7. The operations of that segment are presented as discontinued operations in the accompanying financial statements and are excluded from the presentation of segment information from continuing operations in this note.

As of September 30, 2012, the Company has two reportable operating segments: Production Monitoring and Investments. The Production Monitoring Division manufactures and markets a complete line of production monitoring equipment, in particular speed monitoring and motor control systems for industrial machinery. ESI Investment Company holds investments in marketable and non-marketable securities.

The accounting policies of the segments are the same as those described in Note 1 of the Notes to Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011. In evaluating segment performance, management focuses on sales and income before taxes. The Company has no inter-segment sales.

The following is financial information relating to the continuing operating segments (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
<b>External sales</b>				
Production monitoring	\$ 1,567	\$ 1,632	\$ 5,004	\$ 4,692
Investments	0	0	0	0
<b>Total</b>	<b>\$ 1,567</b>	<b>\$ 1,632</b>	<b>\$ 5,004</b>	<b>\$ 4,692</b>
<b>Net Income before taxes</b>				
Production monitoring	\$ 220	\$ 225	\$ 626	\$ 613
Investments	1	0	3	4
<b>Total</b>	<b>\$ 221</b>	<b>\$ 225</b>	<b>\$ 629</b>	<b>\$ 617</b>

**Note 9. Subsequent Events**

On October 17, 2012, the Company declared a \$.04 dividend on its common stock, payable on November 16, 2012 to shareholders of record as of November 2, 2012.

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

**CRITICAL ACCOUNTING ESTIMATES**

The preparation of our financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make decisions based upon estimates, assumptions, and factors it considers relevant to the circumstances. Such decisions include the selection of applicable accounting principles and the use of judgment in their application, the results of which impact reported amounts and disclosures. Changes in economic conditions or other business circumstances may affect the outcomes of management's estimates and assumptions. An in-depth description of our accounting estimates can be found in the interim financial statements included in this report and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011. No new estimates exist other than those discussed in our Annual Report.

**RESULTS OF OPERATIONS**

**Net Sales**

Net sales for the three-month period ended September 30, 2012 decreased \$65,000, or 4.0%, when compared to the same period in 2011. Net sales for the nine-month period ended September 30, 2012 increased \$312,000, or 6.7%, when compared to the same period in 2011. The decrease for the three months ended September 30, 2012 was due in significant part to uncertainty among our agricultural customers regarding their need for additional storage capacity and related handling projects due to severe drought in the central United States. The increase in sales for the nine months ended September 30, 2012 was spread across a broad range of our sensors and control products and can be attributed, we believe, to our continued participation in regional and national tradeshows and continued direct sales calls in order to develop close relationships with new and existing customers.

**Cost of Goods Sold**

Our cost of goods sold increased \$2,000, or 0.3%, for the three months ended September 30, 2012 compared to the same period in 2011. For the nine-month period ended September 30, 2012, the cost of goods sold increased \$212,000, or 10.7%, compared to the same period in 2011. The increase for the three months ended September 30, 2012 was primarily a result of increased costs of materials and labor. The increase for the nine months ended September 30, 2012 was primarily a result of increased sales. We continue our efforts to maintain or reduce production costs by manufacturing products in the most cost effective manner.

**Gross Profit**

Gross margin for the three-month period ended September 30, 2012 was 55.6% versus 57.5% for the same period in 2011. For the nine-month periods ended September 30, 2012 and 2011, gross margins were 56.3% and 57.9%, respectively. The decreases in gross margin were primarily due to increased cost of materials and labor.

**Operating Expenses**

Total operating expenses decreased \$44,000, or 6.3%, for the three months ended September 30, 2012 when compared to the same period in 2011. For the nine months ended September 30, 2012 when compared to the same period of 2011, operating expenses increased \$109,000, or 5.2%.

Selling and marketing costs decreased \$40,000, or 11.6%, for the three months ended September 30, 2012 when compared to the same period in 2011. For the nine months ended September 30, 2012, selling and marketing costs increased \$58,000, or 5.6%, when compared to the same period in 2011. The decrease for the three months ended September 30, 2012 was due to a decrease in advertising and marketing resulting from a change in the mix of direct advertising and tradeshows. For the nine months ended September 30, 2012, the increase was due to higher wages and bonuses, commission expense to outside manufacturer's representatives, increased travel and tradeshows, and sales demonstration equipment, offset by a decrease in advertising and marketing expenses due to reallocation of advertising expenses in direct marketing efforts.

General and administrative costs increased \$2,000, or 0.8%, for the three months ended September 30, 2012 compared to the same period in 2011. For the nine months ended September 30, 2012, general and administrative costs increased \$48,000, or 6.7%, when compared to the same period in 2011. For the three months ended September 30, 2012, the increase in general and administrative expenses was due to expanded XBRL reporting requirements and stock compensation expense (due to stock option grants), offset by a decrease in expenses related to the repair and maintenance of our building. For the nine months ended September 30, 2012, the increase in general and administrative expenses was due to the allocation of expenses to the Production Monitoring division during 2012 that had been allocated to the AutoData Systems division in 2011,

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increased public reporting fees (including expenses associated with expanded XBRL reporting requirements), and bad debt expense, offset by a decrease in building repair and maintenance expenses.

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Research and development costs for the three months ended September 30, 2012 decreased \$6,000, or 5.4%, compared to the same period in 2011. For the nine months ended September 30, 2012, research and development costs increased \$3,000, or 0.9%, when compared to the same period in 2011. For the three months ended September 30, 2012, the decrease was due to a decrease in wages and payroll taxes. For the nine months ended September 30, 2012, the increase resulted from an increase in lab testing fees for product testing and approval for hazardous location and legal expenses related to patent applications, offset by a decrease in lab material and contract engineering (due to the development and installation of the Electro-Sentry 1 system in 2011).

### Non-Operating Income

Non-operating income increased by \$19,000, or 126.7%, for the three-month period ended September 30, 2012 compared to the same period for 2011. For the nine months ended September 30, 2012, non-operating income increased \$21,000, or 300.0%, when compared to the same period in 2011. The increase for the three and nine-month periods ended September 30, 2012 was due to the loss of \$18,000, during 2011, on disposal of property and equipment related to building maintenance.

Interest income was flat when comparing the three months and nine months ended September 30, 2012 to the same period in 2011.

### Income From Continuing Operations Before Income Taxes

Income from continuing operations before income taxes was \$221,000 for the three months ended September 30, 2012, representing a decrease of \$4,000, or 1.8%, when compared to the same period in 2011. Income from continuing operations before income taxes was \$629,000 for the nine months ended September 30, 2012, representing an increase of \$12,000, or 1.9%, when compared to the same period in 2011.

The Production Monitoring Division had income before income taxes of \$220,000 for the three months ended September 30, 2012 compared to \$225,000 for the same period in 2011, a decrease of \$5,000, or 2.2%. For the nine months ended September 30, 2012, the Production Monitoring Division had income before income taxes of \$626,000 compared to \$613,000 for the same period in 2011, an increase of \$13,000, or 2.1%. The decrease in income from continuing operations before income taxes for the three months ended September 30, 2012 was mainly due to a decrease in sales. The increase in net income from continuing operations before income taxes for the nine months ended September 30, 2012 was primarily due to an increase in sales.

ESI Investment Company had income before taxes of \$1,000 for the three-month period ended September 30, 2012 compared to \$0 for the same period in 2011, an increase of \$1,000, or 100.0%. ESI Investment Company had income before taxes of \$3,000 for the nine-month period ended September 30, 2012 compared to income before income taxes of \$4,000 for the same period in 2011, a decrease of \$1,000, or 25.0%. The increase for the three-month period ended September 30, 2012 was due to an increase in interest income. The decrease for the nine-month period ended September 30, 2012 was due to the fact that during the nine months ended September 30, 2011, one of ESI Investment Company's investments merged and, due to the merger, we received \$1,500 and shares in the merged company. We reported \$1,000 as a gain on the sale of the investment in 2011. As of September 30, 2012, ESI Investment Company had approximately \$3,559,000 in unrealized gain on the Rudolph Technologies, Inc. investment that is reported in Other Comprehensive Income (See Note 4 Investments in the notes to the accompanying condensed consolidated financial statements).

### Loss From Discontinued Operations

On September 16, 2011, we sold our entire interest in our AutoData Systems Division to Auto Data Inc. (ADI). The purchase price will be paid as an earn-out based on three percent of the software, hardware, and maintenance contracts that ADI sells over the next five years (four percent while ADI continues to occupy our building). The transaction was intended to allow us to focus on our core markets.

For the three-month period ended September 30, 2011, the AutoData Systems Division had an operating loss, net of income taxes, of \$17,000. For the nine-month period ended September 30, 2011, the Division had an operating loss, net of income taxes, of \$41,000. There was no activity related to the discontinued operations during the three or nine months ended September 30, 2012.



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**LIQUIDITY AND CAPITAL RESOURCES**

Cash and cash equivalents were \$5,708,000 at September 30, 2012, \$5,476,000 at December 31, 2011, and \$5,641,000 at September 30, 2011.

Cash provided by operating activities was \$681,000 and \$314,000 for the nine months ended September 30, 2012 and 2011, respectively. The increase was primarily a result of an increase of \$75,000 in our net income and a \$312,000 net change in trade receivables. The net change in trade receivables was due to a decrease in the balance of \$61,000 at September 30, 2012 compared to the prior year increase in the balance of \$251,000 at September 30, 2011 when compared to the prior year.

Cash used in investing activities was \$50,000 compared to cash from investing activities of \$5,131,000 for the nine months ended September 30, 2012 and 2011, respectively. The significant decrease in cash from investing activities was due to a net maturity of \$5,200,000 in Treasury Bills with a maturity date of more than three months during the nine months ended September 30, 2011. During the nine-month period ended September 30, 2011, the Company had \$9,500,000 in Treasury Bills mature and purchased \$4,300,000 in Treasury Bills. There was no Treasury Bill activity during the nine-month period ended September 30, 2012. During the nine months ended September 30, 2012 and 2011, the Company purchased \$50,000 and \$69,000, respectively, in equipment.

Cash used for financing activities was \$399,000 and \$387,000 for the nine months ended September 30, 2012 and 2011, respectively. During the nine-month periods ended September 30, 2012 and 2011, the Company paid aggregate dividends of \$407,000 and \$408,000, respectively. In 2011, we had two employees exercise stock options in the amount of \$11,000. There were no options exercised during 2012. During the nine-month periods ended September 30, 2012 and 2011, the Company had \$8,000 and \$10,000, respectively, in stock purchases under the Employee Stock Purchase Plan.

Our ongoing cash requirements will be primarily for capital expenditures, research and development, and working capital. Management believes that cash on hand and any cash provided by operations will be sufficient to meet our cash requirements through at least the next 12 months.

Our primary investment is 343,267 shares of Rudolph Technologies, Inc., listed on the Nasdaq Stock Market, accounted for using the available-for-sale method. The investment is subject to fluctuations in market price and could have a negative effect on our liquidity.

***Off-balance Sheet Arrangements***

As of September 30, 2012, the Company had no off-balance sheet arrangements or transactions.

**FORWARD-LOOKING STATEMENTS**

This Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including statements regarding our expectations, beliefs, intentions or strategies regarding the future. Forward-looking statements include, but are not limited to, statements relating to our marketing efforts or our efforts to accelerate growth; our efforts to maintain or reduce production costs; management's intention that we not become an investment company; our expected use of cash on hand; our cash requirements; and the sufficiency of our cash flows. Any statement that is not based solely upon historical facts, including strategies for the future and the outcome of events that have not yet occurred, is considered a forward-looking statement.

All forward-looking statements in this document are based on information available to us as of the date hereof, and we assume no obligation to update any such forward-looking statements, other than as required by law. It is important to note that our actual results could differ materially from those in such forward-looking statements. The forward-looking statements we make in this Quarterly Report are subject to certain risks and uncertainties that could cause future results to differ materially from our recent results or those projected in the forward-looking statements, including the accuracy of management's assumptions with respect to industry trends, fluctuations in industry conditions, the impact of any worsening of the global economy, the accuracy of management's assumptions regarding expenses and our cash needs and those listed under the heading "Cautionary Statements" under Item 1 Business, in our Annual Report on Form 10-K for the year ended December 31, 2011.

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**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Not Applicable.

**Item 4. Controls and Procedures**

*Evaluation of Disclosure Controls and Procedures*

Based on an evaluation under the supervision and with the participation of the Company's management, the Company's principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended ( Exchange Act ) were effective as of September 30, 2012 to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms and (ii) accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

*Changes in Internal Control Over Financial Reporting*

There were no changes in the Company's internal control over financial reporting during the third quarter of 2012, which were identified in connection with management's evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act, 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 - None.**

**Item 1A. Risk Factors - Not Applicable.**

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds - None.**

**Item 3. Defaults Upon Senior Securities - None.**

**Item 4. Mine Safety Disclosures - Not Applicable.**

**Item 5. Other Information - None.**

**Item 6. Exhibits**

(a) Exhibits - See Exhibit Index following signature page.

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## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Electro-Sensors, Inc.**

November 9, 2012

/s/ Bradley D. Slye  
Bradley D. Slye  
Chief Executive Officer and Chief Financial Officer

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**EXHIBIT INDEX**

**ELECTRO-SENSORS, INC.**

**FORM 10-Q FOR THE QUARTER ENDED SEPTEMBER 30, 2012**

<b>Exhibit</b>	<b>Description</b>
31.1	Certification of CEO and CFO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of CEO and CFO Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	The following financial information from Electro-Sensors, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012, formatted in eXtensible Business Reporting Language (XBRL): (i) Condensed Consolidated Balance Sheet as of September 30, 2012 and December 31, 2011, (ii) Condensed Consolidated Statements of Operations and Comprehensive Income for the three and nine months ended September 30, 2012 and September 30, 2011, (iii) Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2012 and September 30, 2011, and (iv) Notes to Condensed Consolidated Financial Statements.*

\*Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files in Exhibit 101 to this Quarterly Report on Form 10-Q shall not be deemed to be filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be deemed part of a registration statement, prospectus or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filings.