

PERFORMANCE TECHNOLOGIES INC \DE\  
Form 10-Q  
November 13, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the Quarter Ended September 30, 2012

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 0-27460**

PERFORMANCE TECHNOLOGIES,  
INCORPORATED  
(Exact name of registrant as specified in its charter)

**Delaware**

**16-1158413**

(State or other jurisdiction of incorporation) (I.R.S. Employer Identification No.)

**140 Canal View Blvd., Rochester, New York 14623**

(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (585) 256-0200**

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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, or a non-accelerated filer: Large accelerated filer  Accelerated filer  Non-accelerated filer  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 was 11,116,397 as of October 31, 2012.

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**PERFORMANCE TECHNOLOGIES, INCORPORATED AND SUBSIDIARIES**

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Table of Contents**PART I. FINANCIAL INFORMATION****ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****PERFORMANCE TECHNOLOGIES, INCORPORATED AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS****(unaudited)****ASSETS**

	<b>September 30, 2012</b>	<b>December 31, 2011</b>
Current assets:		
Cash and cash equivalents	\$6,881,000	\$9,641,000
Investments	5,830,000	2,798,000
Accounts receivable, net	4,150,000	5,622,000
Inventories, net	4,693,000	5,421,000
Prepaid expenses and other assets	1,020,000	1,155,000
Prepaid income taxes	119,000	67,000
Total current assets	22,693,000	24,704,000
Investments	1,974,000	3,362,000
Property, equipment and improvements, net	1,791,000	1,891,000
Software development costs, net	4,451,000	3,932,000
Purchased intangible assets, net	3,756,000	4,390,000
Total assets	\$34,665,000	\$38,279,000

**LIABILITIES AND STOCKHOLDERS' EQUITY**

Current liabilities:		
Accounts payable	\$717,000	\$1,015,000
Accrued expenses	1,674,000	1,547,000
Deferred revenue	3,220,000	2,808,000
Fair value of foreign currency hedge contracts		46,000
Other payable		999,000
Total current liabilities	5,611,000	6,415,000
Deferred income taxes	89,000	83,000
Total liabilities	5,700,000	6,498,000

## Stockholders' equity:

Preferred stock - \$.01 par value: 1,000,000 shares

authorized; none issued			
Common stock - \$.01 par value: 50,000,000 shares authorized; 13,304,596 shares issued; 11,116,397 shares outstanding	133,000		133,000
Additional paid-in capital	17,533,000		17,347,000
Retained earnings	21,099,000		24,237,000
Accumulated other comprehensive income (loss)	18,000		(118,000 )
Treasury stock - at cost; 2,188,199 shares	(9,818,000	)	(9,818,000 )
Total stockholders' equity	28,965,000		31,781,000
Total liabilities and stockholders' equity	\$34,665,000		\$38,279,000

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

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PERFORMANCE TECHNOLOGIES, INCORPORATED AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Sales	\$4,671,000	\$9,000,000	\$18,045,000	\$27,125,000
Cost of goods sold	2,870,000	4,454,000	9,611,000	14,419,000
Gross profit	1,801,000	4,546,000	8,434,000	12,706,000
Operating expenses:				
Selling and marketing	1,232,000	1,585,000	4,127,000	4,966,000
Research and development	1,221,000	1,593,000	4,349,000	5,342,000
General and administrative	983,000	981,000	3,125,000	3,590,000
Impairment charge—vendor software		400,000		400,000
Restructuring charges		71,000		253,000
Total operating expenses	3,436,000	4,630,000	11,601,000	14,551,000
Loss from operations	(1,635,000 )	(84,000 )	(3,167,000 )	(1,845,000 )
Other income (expense), net	42,000	(4,000 )	41,000	86,000
Loss before income taxes	(1,593,000 )	(88,000 )	(3,126,000 )	(1,759,000 )
Income tax provision (benefit)	80,000	(2,000 )	12,000	(123,000 )
Net loss	\$(1,673,000 )	\$(86,000 )	\$(3,138,000 )	\$(1,636,000 )
Basic loss per share	\$(.15 )	\$(.01 )	\$(.28 )	\$(.15 )
Weighted average number of common shares used in basic loss per share	11,116,397	11,116,397	11,116,397	11,116,397

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

Table of Contents**PERFORMANCE TECHNOLOGIES, INCORPORATED AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS****(unaudited)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Net loss	\$(1,673,000)	\$(86,000)	\$(3,138,000)	\$(1,636,000)
Other comprehensive income (loss), net of tax:				
Change in unrealized (loss) gain on foreign currency hedge contracts	—	(125,000)	46,000	(126,000)
Change in unrealized gain (loss) on available-for-sale investments	17,000	(19,000)	90,000	(46,000)
Other comprehensive income (loss)	17,000	(144,000)	136,000	(172,000)
Comprehensive loss	\$(1,656,000)	\$(230,000)	\$(3,002,000)	\$(1,808,000)



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

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Table of Contents**PERFORMANCE TECHNOLOGIES, INCORPORATED AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS****(unaudited)**

	Nine Months Ended September 30,	
	2012	2011
Cash flows from operating activities:		
Net loss	\$(3,138,000)	\$(1,636,000)
Non-cash adjustments:		
Depreciation and amortization	1,958,000	2,027,000
Amortization of purchased intangible assets	891,000	812,000
Stock-based compensation expense	186,000	234,000
Revenue from non-monetary exchange	(257,000 )	
Non-cash interest expense	1,000	19,000
Deferred income taxes	6,000	33,000
Loss on disposal of property, equipment and improvements	3,000	28,000
Impairment charge – vendor software		400,000
Realized loss on sale of investment		17,000
Changes in operating assets and liabilities:		
Accounts receivable	1,472,000	(2,545,000 )
Inventories	728,000	1,759,000
Prepaid expenses and other assets	135,000	(268,000 )
Accounts payable and accrued expenses	(171,000 )	(2,607,000 )
Deferred revenue	412,000	1,401,000
Income taxes payable and prepaid income taxes	(52,000 )	(131,000 )
Net cash provided (used) by operating activities	2,174,000	(457,000 )
Cash flows from investing activities:		
Purchases of property, equipment and improvements	(416,000 )	(227,000 )
Payment to Genband	(1,000,000)	
Capitalized software development costs	(1,770,000)	(1,683,000 )
Proceeds from sales and maturities of investments	1,753,000	4,443,000
Purchases of investments	(3,501,000)	(1,015,000 )
Purchase of equipment, inventory and intangible assets		(4,378,000 )
Proceeds from sales of property, equipment and improvements		4,000
Net cash used by investing activities	(4,934,000)	(2,856,000 )
Net decrease in cash and cash equivalents	(2,760,000)	(3,313,000 )
Cash and cash equivalents at beginning of period	9,641,000	12,796,000
Cash and cash equivalents at end of period	\$6,881,000	\$9,483,000

Supplemental Disclosure of Cash Flow Information:

Other payable incurred for the purchase of assets	\$973,000
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The accompanying notes are an integral part of these consolidated financial statements.

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**PERFORMANCE TECHNOLOGIES, INCORPORATED AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(unaudited)**

**Note A – Basis of Presentation and Changes in Significant Accounting Policies**

The interim unaudited Consolidated Financial Statements of Performance Technologies, Incorporated and Subsidiaries (collectively “PT” or “the Company”) have been prepared in accordance with generally accepted accounting principles in the United States of America for interim financial information (“GAAP”) and with the instructions to Form 10-Q and Article 10 of Regulation S-X of the Securities and Exchange Commission. Accordingly, the Consolidated Financial Statements do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. The results for the interim periods are not necessarily indicative of the results to be expected for the full year. The accompanying Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements of the Company as of December 31, 2011, as reported in its Annual Report on Form 10-K filed with the Securities and Exchange Commission.

Our preparation of the interim unaudited Consolidated Financial Statements of PT requires us to make estimates and assumptions that affect the amounts in those financial statements and accompanying notes. Actual results could differ from these estimates.

**Recent Accounting Pronouncements**

Comprehensive Income:

In June 2011, the FASB issued authoritative guidance on the presentation of comprehensive income that eliminates the option to present the components of other comprehensive income as part of the statement of equity and requires an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This guidance became effective as of January 1, 2012 for the Company. The guidance requires changes in financial statement presentation only and has no impact on the Company's financial position or results of operations. The Company has chosen the two-statement approach, and the Statement of Comprehensive Income is presented on page 5.

Fair Value Measurement and Disclosures:

In May 2011, the FASB issued authoritative guidance that amends current fair value measurement and disclosure guidance to include increased transparency around valuation inputs and investment categorization. The Company adopted this guidance as of January 1, 2012 without significant effect on its financial statements.

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Table of Contents**Note B – Investments**

Investments are stated at fair value and consisted of the following:

	September 30, 2012		December 31, 2011	
	Amortized cost	Fair value	Amortized cost	Fair value
Corporate bonds	\$6,285,000	\$6,302,000	\$4,328,000	\$4,260,000
Municipal bonds	1,501,000	1,502,000	504,000	500,000
Guaranteed investment certificates			1,400,000	1,400,000
Total investments	7,786,000	7,804,000	6,232,000	6,160,000
Less: current investments	(5,817,000)	(5,830,000)	(2,849,000)	(2,798,000)
Non-current investments	\$1,969,000	\$1,974,000	\$3,383,000	\$3,362,000

The Company's bond investments have a cumulative par value of \$7,678,000 at September 30, 2012.

**Note C – Inventories, net**

Inventories consisted of the following:

	September 30, 2012	December 31, 2011
Purchased parts and components	\$1,499,000	\$2,036,000
Work in process and purchased assemblies	2,266,000	2,015,000
Finished goods	928,000	1,370,000
Net	\$4,693,000	\$5,421,000

**Note D – Software Development Costs**

Software development costs consisted of the following:

	September 30, 2012	December 31, 2011
Capitalized software development costs	\$23,925,000	\$22,155,000
Less: accumulated amortization	(19,474,000)	(18,223,000)
Net	\$4,451,000	\$3,932,000

Amortization of software development costs included in cost of goods sold was \$414,000 and \$441,000 in the third quarter 2012 and 2011, respectively. Amortization of software development costs included in cost of goods sold was \$1,251,000 and \$1,459,000 for the nine months ended September 30, 2012 and 2011, respectively.

**Note E – Purchased Intangible Assets**

Purchased intangible assets consisted of the following:

	September 30, 2012	December 31, 2011
Purchased developed technologies	\$5,352,000	\$5,095,000
Support contracts	420,000	420,000
Total	5,772,000	5,515,000
Less: accumulated amortization	(2,016,000)	(1,125,000)
Net	\$3,756,000	\$4,390,000

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Amortization of purchased intangible assets included in cost of goods sold totaled \$302,000 and \$280,000 in the third quarter 2012 and 2011, respectively. Amortization of purchased intangible assets included in cost of goods sold totaled \$891,000 and \$812,000 in the nine months ended September 30, 2012 and 2011, respectively.

**Note F – Warranty Obligations**

Warranty obligations are incurred in connection with the sale of certain products. The warranty period for PT's products is generally one year. The costs incurred to provide for these warranty obligations are estimated and recorded as an accrued liability at the time of sale. Future warranty costs are estimated based on product-based historical performance rates and related costs to repair. Changes in accrued warranty obligations for the three and nine months ended September 30, 2012 and 2011 were as follows:

	2012	2011
Accrued warranty obligations, January 1	\$92,000	\$156,000
Actual warranty experience	(14,000)	(62,000)
Warranty provisions	14,000	45,000
Accrued warranty obligations, March 31	92,000	139,000
Actual warranty experience	(20,000)	(22,000)
Warranty provisions	15,000	(23,000)
Accrued warranty obligations, June 30	87,000	94,000
Actual warranty experience	(15,000)	(21,000)
Warranty provisions	15,000	23,000
Accrued warranty obligations, September 30	\$87,000	\$96,000

**Note G – Earnings (Loss) Per Share**

Basic earnings (loss) per share is computed by dividing net income or loss by the weighted average number of common shares outstanding for the period. Diluted earnings per share calculations reflect the assumed exercise and conversion of dilutive stock options, if any, using the treasury stock method. Due to the net losses incurred in the three and the nine months ended September 30, 2012 and 2011, dilutive options were not considered for any period. The weighted average number of excluded options totaled approximately 1,722,000 shares and 1,691,000 shares for the third quarter 2012 and 2011, respectively, and 1,845,000 shares and 1,664,000 shares for the nine months ended September 30, 2012 and 2011, respectively.

**Note H – Derivative Instruments – Foreign Currency Hedge Contracts**



The Company is exposed to the impact of fluctuations in foreign currency exchange rates on the expenses incurred in its Canadian and United Kingdom operations. PT's risk management program is designed to reduce the exposure and volatility arising from this risk. During the second quarter 2012, the hedge contracts the Company had in place expired, and the Company no longer had foreign currency hedge contracts in place at September 30, 2012.

PT's derivative instruments are designated and qualify as cash flow hedges. Such contracts are stated at estimated fair value and any gains or losses resulting from changes in the fair value of these contracts are recorded in other comprehensive income or loss. The Company will receive, or be required to disburse, cash payments upon the expiration of each contract depending on fluctuations in the underlying exchange rates. Such payments will be recorded as reductions to or increases in expense as they are determined.

The fair value of the Company's derivative instruments consisted of the following:

	Balance sheet location	Fair value at	
		September 30, 2012	December 31, 2011
Derivatives designated as hedging instruments	Current liabilities	\$ —	\$(46,000)

The Company's derivative instruments had the following effect on the statements of operations:

	Location of gain (loss) recognized in operations	Amount of (loss) gain reclassified from accumulated other comprehensive income (loss) to the statement of operations	
		Three Months Ended September 30, 2012	Three Months Ended September 30, 2011
Derivatives fair value			
hedging relationships			
Foreign exchange contracts	Operating expenses	\$ —	\$(2,000 )

	Location of gain (loss) recognized in operations	Nine Months Ended	
		September 30, 2012	September 30, 2011
Derivatives fair value			
hedging relationships			

Foreign exchange contracts Operating expenses \$(27,000) \$18,000

The Company's derivative instruments had the following effect on accumulated other comprehensive income (loss):

	Three Months Ended September 30, 2012		2011 September 30, 2011	
Accumulated other comprehensive income (loss) – derivative instruments, beginning	\$—	\$10,000	\$(46,000)	\$11,000
Amount of (gain) loss recognized in statement of operations, net of tax	—	(2,000 )	27,000	(18,000 )
Net change in fair value of derivative instruments	—	(123,000)	19,000	(108,000)
Accumulated other comprehensive loss – derivative instruments, ending	\$—	\$(115,000)	\$—	\$(115,000)

Table of Contents**Note I – Accumulated Other Comprehensive Income (Loss)**

Accumulated other comprehensive income (loss) consists of the following:

	September 30, 2012	December 31, 2011
Unrealized loss on foreign currency hedge contracts	\$—	\$(46,000 )
Unrealized gain (loss) on available-for-sale investments	18,000	(72,000 )
Net	\$ 18,000	\$(118,000)

An out-of-period charge amounting to \$63,000 was made to other (expense) income during the three months ended March 31, 2012 to adjust the recorded balance of unrealized gain (loss) on available-for-sale securities. This adjustment did not have a material impact on our consolidated financial statements for the quarter ended March 31, 2012 or for any of the periods in 2011.

**Note J – Fair Value Measurements**

GAAP defines fair value, establishes a framework for measuring fair value and requires certain disclosures about fair value measurements. In addition, GAAP establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value. Level 1 inputs are quoted prices in active markets for identical assets or liabilities. Level 2 inputs are inputs other than quoted prices included in Level 1 that are directly or indirectly observable for the asset or liability. Such inputs include quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability, or inputs derived principally from or corroborated by observable market data by correlation or other means. Level 3 inputs are unobservable inputs for the asset or liability. Such inputs are used to measure fair value when observable inputs are not available.

The Company's assets measured at fair value on a recurring basis at September 30, 2012, were as follows:

	Level 1	Level 2	Level 3
Assets:			
Investments	\$6,302,000	\$1,502,000	\$ —
Total assets measured at fair value	\$6,302,000	\$1,502,000	\$ —

The Company's assets measured at fair value on a recurring basis at December 31, 2011, were as follows:

	Level 1	Level 2	Level 3
<b>Assets:</b>			
Investments	\$4,260,000	\$1,900,000	\$ —
Total assets measured at fair value	\$4,260,000	\$1,900,000	\$ —
<b>Liabilities:</b>			
Foreign currency hedge contracts	\$—	\$46,000	\$ —
Total liabilities measured at fair value	\$—	\$46,000	\$ —

There were no transfers into or out of Level 1, Level 2 or Level 3.

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Foreign currency forward contracts are measured at fair value using models based on observable market inputs such as foreign currency exchange rates; therefore, they are classified within Level 2 of the valuation hierarchy. The fair value of the Company's investments in municipal bonds and bank guaranteed investment contracts is measured using Level 2 inputs. For these investments, fair value is not materially different than amortized cost.

**Note K – Stock-Based Compensation**

PT has stock options outstanding from two stock-based employee compensation plans: the 2001 Incentive Stock Option Plan and the 2003 Omnibus Incentive Plan. The 2001 Plan expired during 2011 and during the first quarter 2012, the Company's Board of Directors approved the establishment of the 2012 Omnibus Incentive Plan, which the stockholders approved during the second quarter 2012. The 2012 Omnibus Incentive Plan provides for an additional 1,500,000 shares to be available for future grants of equity-based incentive awards to selected employees, directors and consultants.

PT recognizes compensation expense in the financial statements for stock option awards based on the grant date fair value of those awards, estimated using the Black-Scholes-Merton option pricing model. The table below summarizes the impact of outstanding stock options on the results of operations for the three and nine month periods ended September 30, 2012 and 2011.

	Three Months ended September 30,		Nine Months ended September 30,	
	2012	2011	2012	2011
Stock-based compensation expense – stock options	\$61,000	\$66,000	\$186,000	\$234,000
Income tax benefit	—	—	—	—
Net increase in net loss	\$61,000	\$66,000	\$186,000	\$234,000
Per share increase in basic net loss:	\$.01	\$.01	\$.02	\$.02

The following table summarizes stock option activity for the nine months ended September 30, 2012:

	Number of shares	Weighted Average Exercise Price
Outstanding at January 1, 2012	1,688,383	\$ 3.75
Granted	386,000	1.88

Exercised	—	—
Expired	(355,733 )	4.83
Outstanding at September 30, 2012	1,718,650	3.11
Exercisable at September 30, 2012	900,125	\$ 3.94

The weighted average fair value of option grants was estimated using the Black-Scholes-Merton option pricing method. At September 30, 2012, PT had approximately \$292,000 of unrecognized stock compensation expense which will be recognized over a weighted average period of approximately 1.8 years.

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**Note L – Income Taxes**

PT's effective income tax rate is a combination of federal, state and foreign tax rates and differs from the U.S. statutory rate due to taxes on and credits against foreign income, permanent differences including tax-exempt interest, and the resolution of tax uncertainties, offset by a valuation allowance against U.S. deferred income tax assets.

PT's estimated effective annual tax rate was -1% for the nine months ended September 30, 2012 and does not include any material discrete items. The estimated effective annual tax rate used for the nine months ended September 30, 2011 was 7% and did not include any material discrete items. The change in the effective annual tax rate is primarily due to a change in the expected loss for the year and a change to the effective tax rate anticipated on earnings of our Canadian operations.

The Company had no balance in unrecognized tax benefits at either September 30, 2012 or December 31, 2011.

At September 30, 2012, the Company had gross deferred income tax assets totaling approximately \$15,300,000, against substantially all of which the Company has recorded a valuation allowance. At December 31, 2011, the Company had gross deferred income tax assets totaling approximately \$13,900,000, against substantially all of which the Company has recorded a valuation allowance.

The Company files U.S. federal, U.S. state, and foreign tax returns. For federal tax returns, the Company is generally no longer subject to tax examinations for years prior to 2009. For state and foreign tax returns, the Company is generally no longer subject to tax examinations for years prior to 2007. Based upon the closing of the tax years in these various jurisdictions, the Company may adjust its liability for unrecognized tax benefits. These changes may be the result of new examinations by taxing authorities or the expiration of statutes of limitations.

**Note M – Subsequent Event - Restructuring**

Subsequent to September 30, 2012, the Company announced a program to restructure its operations, reduce its workforce, rationalize its product lines, and refocus its resources on initiatives that are more closely aligned with the Company's near-term objectives and market potential. The program included the elimination of fourteen positions, which represents 10% of the Company's workforce, for which the Company expects to record a fourth quarter charge for severance costs in the amount of approximately \$450,000. Substantially all of this charge is expected to result in an outlay of cash in the fourth quarter 2012.

In addition, the Company made the decision to suspend further development and selling activities relating to certain products. This decision will result in a fourth quarter impairment charge amounting to approximately \$837,000 against software development costs and purchased intangible assets.

The Company currently estimates that the full annualized cost savings resulting from this restructuring program will be in the range of \$1.3 million to \$1.5 million in 2013.

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

Matters discussed in Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this Form 10-Q include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Actual results could differ materially from those discussed in the forward-looking statements.



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*Critical Accounting Estimates and Assumptions*

In preparing the financial statements in accordance with the accounting principles generally accepted in the United States (GAAP), estimates and assumptions are required to be made that have an impact on the assets, liabilities, revenue and expense amounts reported. These estimates can also affect supplemental information disclosures, including information about contingencies, risk and financial condition. These estimates and assumptions are made during the closing process for the quarter, after the quarter end has passed. The Company believes that given the current facts and circumstances, these estimates and assumptions are reasonable, adhere to GAAP, and are consistently applied. Inherent in the nature of an estimate or assumption is the fact that actual results may differ from estimates, and estimates may vary as new facts and circumstances arise. Management’s judgments in making these estimates and relying on these assumptions may materially impact amounts reported for any period.

The critical accounting policies, judgments and estimates that we believe have the most significant effect on our financial statements are set forth below:

.	Revenue Recognition
.	Software Development Costs
.	Valuation of Inventories
.	Income Taxes
.	Product Warranty
.	Stock-Based Compensation
.	Restructuring Costs
.	Carrying Value of Long-Lived Assets

*Revenue Recognition:* Revenue is recognized from product sales in accordance with SEC Staff Accounting Bulletin No. 104, "Revenue Recognition." Product sales represent the majority of our revenue and include both hardware products and hardware products with embedded software. Revenue is recognized from these product sales when persuasive evidence of an arrangement exists, delivery has occurred or services have been provided, the sale price is fixed or determinable, and collectibility is reasonably assured. Additionally, revenue recognition from product sales occurs when all factors are met, including transfer of title and risk of loss, which typically occurs upon shipment. If these conditions are not met, revenue recognition is deferred until such time as these conditions have been satisfied.

For arrangements with multiple deliverables, the arrangement consideration is allocated at the inception of an arrangement to all deliverables using the relative selling price method, using a selling price hierarchy for determining the selling price of a deliverable, which includes: (1) vendor-specific objective evidence (“VSOE”) if available; (2) third-party evidence (“TPE”) if vendor-specific objective evidence is not available; and (3) best estimated selling price (“BESP”) if neither vendor-specific nor third-party evidence is available. Our multiple deliverable arrangements generally include a combination of our telecommunications hardware and software products, services including installation and training, and support services. These arrangements typically have both software and non-software components that function together to deliver the product’s essential functionality. Our arrangements generally do not

include any provisions for cancellation, termination, or refunds that would significantly impact recognized revenue.

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For substantially all of our multiple deliverable arrangements, whereby equipment and software are combined with other elements, such as software and maintenance, we defer support and services revenue, and recognize revenue for delivered products in an arrangement when persuasive evidence of an arrangement exists and delivery of the last product has occurred, provided the fee is fixed or determinable, and collection is deemed probable. In instances where final acceptance of the product is based on customer specific criteria, revenue is deferred until the earlier of the receipt of customer acceptance or the expiration of acceptance period. Support revenue is recognized ratably over the term of the support period. Services revenue is typically recognized upon completion of the services for fixed-fee service arrangements, as these services are relatively short-term in nature (typically several weeks, or in limited cases, several months). For service arrangements that are billed on a time and material basis, we recognize revenue as the services are performed.

Revenue from consulting and other services is recognized at the time the services are rendered. Certain products are sold through distributors who are granted limited rights of return. Potential returns are accounted for at the time of sale.

The accounting estimate related to revenue recognition is considered a “critical accounting estimate” because terms of sale can vary, and judgment is exercised in determining whether to defer revenue recognition. Such judgments may materially affect net sales for any period. Judgment is exercised within the parameters of GAAP in determining when contractual obligations are met, title and risk of loss are transferred, sales price is fixed or determinable and collectibility is reasonably assured.

*Software Development Costs:* All software development costs incurred in establishing the technological feasibility of computer software products to be sold are charged to expense as research and development costs. Software development costs incurred subsequent to the establishment of technological feasibility of a computer software product to be sold and prior to general release of that product are capitalized. Amounts capitalized are amortized commencing after general release of that product over the estimated remaining economic life of that product, which is generally three years, using the straight-line method or using the ratio of current revenues to current and anticipated revenues from such product, whichever provides greater amortization. If the technological feasibility for a particular project is judged not to have been met or recoverability of amounts capitalized is in doubt, project costs are expensed as research and development or charged to cost of goods sold, as applicable. The accounting estimate related to software development costs is considered a “critical accounting estimate” because judgment is exercised in determining whether project costs are expensed as research and development or capitalized as an asset. Such judgments may materially affect expense amounts for any period. Judgment is exercised within the parameters of GAAP in determining when technological feasibility has been met and recoverability of software development costs is reasonably assured.

*Valuation of Inventories:* Inventories are stated at the lower of cost or market, using the first-in, first-out method. Inventory includes purchased parts and components, work in process and finished goods. Provisions for excess, obsolete or slow moving inventory are recorded after periodic evaluation of historical sales, current economic trends, forecasted sales, estimated product life cycles and estimated inventory levels. Purchasing practices, electronic component obsolescence, accuracy of sales and production forecasts, introduction of new products, product life

cycles, product support and foreign regulations governing hazardous materials are the factors that contribute to inventory valuation risks. Exposure to inventory valuation risks is managed by maintaining safety stocks, minimum purchase lots, managing product end-of-life issues brought on by aging components or new product introductions, and by utilizing certain inventory minimization strategies such as vendor-managed inventories. The accounting estimate related to valuation of inventories is considered a “critical accounting estimate” because it is susceptible to changes from period-to-period due to the requirement for management to make estimates relative to each of the underlying factors, ranging from purchasing, to sales, to production, to after-sale support. If actual demand, market conditions or product life cycles differ from estimates, inventory adjustments to lower market values would result in a reduction to the carrying value of inventory, an increase in inventory write-offs and a decrease to gross margins.

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*Income Taxes:* PT provides deferred income tax assets and liabilities based on the estimated future tax effects of differences between the financial and tax bases of assets and liabilities based on currently enacted tax laws. A valuation allowance is established for deferred tax assets in amounts for which realization is not considered more likely than not to occur. The accounting estimate related to income taxes is considered a “critical accounting estimate” because judgment is exercised in estimating future taxable income, including prudent and feasible tax planning strategies, and in assessing the need for any valuation allowance. If it should be determined that all or part of a net deferred tax asset is not able to be realized in the future, an adjustment to the valuation allowance would be charged to income in the period such determination was made. Likewise, in the event that it should be determined that all or part of a deferred tax asset in the future is in excess of the net recorded amount, an adjustment to the valuation allowance would increase income to be recognized in the period such determination was made.

PT operates within multiple taxing jurisdictions worldwide and is subject to audit in these jurisdictions. Such audits can involve complex issues, which may require an extended period of time for resolution. Although management believes that adequate provision has been made for such issues, there is the possibility that the ultimate resolution of such issues could have an adverse effect on the earnings of PT. Conversely, if these issues are resolved favorably in the future, the related provisions would be reduced, thus having a positive impact on earnings.

In addition, the calculation of PT’s tax liabilities involves dealing with uncertainties in the application of complex tax regulations. PT recognizes liabilities for uncertain tax positions based on a two-step process. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step requires PT to estimate and measure the tax benefit as the largest amount that is more than 50% likely of being realized upon ultimate settlement. It is inherently difficult and subjective to estimate such amounts, as this requires PT to determine the probability of various possible outcomes. PT re-evaluates its uncertain tax positions on a quarterly basis. This evaluation is based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, effectively settled issues under audit, and new audit activity. Such a change in recognition or measurement would result in the recognition of a tax benefit or an additional charge to the tax provision in the period. At September 30, 2012, there are no tax uncertainties that PT has determined are required to be recognized.

Finally, the value of PT’s deferred tax assets is dependent upon PT’s ability to generate future taxable income in the jurisdictions in which PT operates. These assets consist of research credit carry-forwards, capital and net operating loss carry-forwards, and the future tax effect of temporary differences between balances recorded for financial statement purposes and for tax return purposes. It will require future pre-tax earnings of in excess of \$25 million in order to fully realize the value of the Company's deferred tax assets. Due to the uncertainty of PT’s ability to realize its deferred tax assets, a valuation allowance has been recorded against substantially the full value of its U.S. deferred tax assets.

*Product Warranty:* Warranty obligations are generally incurred in connection with the sale of PT’s products. The warranty period for these products is generally one year. The costs incurred to provide for these warranty obligations are estimated and recorded as an accrued liability at the time of sale. Future warranty costs are estimated based on

historical performance rates and related costs to repair given products. The accounting estimate related to product warranty is considered a “critical accounting estimate” because judgment is exercised in determining future estimated warranty costs. Should actual performance rates or repair costs differ from estimates, revisions to the estimated warranty liability would be required.

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*Stock-Based Compensation:* PT's board of directors approves grants of stock options to employees to purchase our common stock. Stock compensation expense is recorded based upon the estimated fair value of the stock option at the date of grant. The accounting estimate related to stock-based compensation is considered a "critical accounting estimate" because estimates are made in calculating compensation expense including expected option lives, forfeiture rates and expected volatility. Expected option lives are estimated using vesting terms and contractual lives. Expected forfeiture rates and volatility are calculated using historical information. Actual option lives and forfeiture rates may be different from estimates and may result in potential future adjustments which would impact the amount of stock-based compensation expense recorded in a particular period.

*Restructuring Costs:* Restructuring costs may consist of employee-related severance costs, lease termination costs and other facility-related closing expenses. Employee-related severance benefits are recorded either at the time an employee is notified or, if there are extended service periods, is estimated and recorded pro-rata over the period of each planned restructuring activity. Lease termination costs are calculated based upon fair value considering the remaining lease obligation amounts and estimates for sublease receipts. The accounting estimate related to restructuring costs is considered a "critical accounting estimate" because estimates are made in calculating the amount of employee-related severance benefits that will ultimately be paid and the amount of sublease receipts that will ultimately be received in future periods. Actual amounts paid for employee-related severance benefits can vary from these estimates depending upon the number of employees actually receiving severance payments. Actual sublease receipts received may also vary from estimates.

*Carrying Value of Long-Lived Assets:* PT reviews the carrying values of its long-lived assets, other than capitalized software development costs and purchased intangible assets with indefinite useful lives, for impairment whenever events or changes in circumstances indicate that the carrying values may not be recoverable. PT assesses the recoverability of the carrying values of long-lived assets by first grouping its long-lived assets with other assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities (the asset group) and, secondly, by estimating the undiscounted future cash flows that are directly associated with and that are expected to arise from the use of and eventual disposition of such asset group. PT estimates the undiscounted cash flows over the remaining useful life of the primary asset within the asset group. If the carrying value of the asset group exceeds the estimated undiscounted cash flows, PT records an impairment charge to the extent the carrying value of the long-lived asset exceeds its fair value. PT determines fair value through quoted market prices in active markets or, if quoted market prices are unavailable, through the performance of internal analyses of discounted cash flows. The accounting estimate related to impairment of long-lived assets is considered a "critical accounting estimate" because PT's impairment tests include estimates of future cash flows that are dependent upon subjective assumptions regarding future operating results including revenue growth rates, expense levels, discount rates, capital requirements and other factors that impact estimated future cash flows and the estimated fair value of long-lived assets.

## Business Overview

The following discussion contains forward-looking statements within the meaning of the Securities Act of 1933 and Securities Exchange Act of 1934 and these forward-looking statements are subject to the safe harbor provisions of the

Private Securities Litigation Reform Act of 1995.

PT is a global supplier of advanced network communications solutions for telecommunication service providers, government communications, and OEM markets. PT's product portfolio includes IP-centric network elements and applications designed for high availability, scalability, and long life cycle deployments. PT's SEGway™ SS7 and Diameter Signaling Solutions provide affordable, high density signaling and advanced routing for next-generation LTE and IMS networks. These solutions enable IP migration, gateway capabilities, SIP bridging, and core-to-edge distributed intelligence, as well as features such as Number Portability and SMS Spam Defense. PT's Multi-Protocol and Communication Server (MPS) product portfolio enables LAN/WAN, radar and Smart-Grid networks to acquire, distribute and record critical data over IP Networks. PT's industry-leading Monterey MicroTCA and IPnexus® Platforms anchor a growing portfolio of the company's own solutions. Many other OEMs and application developers leverage PT's carrier-grade platforms and Linux® development environment (PT's NexusWar®).

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PT is headquartered in Rochester, New York and maintains direct sales and marketing offices in the U.S. in Raleigh, North Carolina and Chicago, Illinois and international offices in London, England and Shanghai, China, and has centers of engineering excellence in San Diego, California, and Kanata, Ontario, Canada, in addition to Rochester, New York.

PT's business addresses one industry segment – Communications, and globally targets two primary vertical markets for its network communications products: telecommunications, and military, aerospace and government systems.

The telecommunications market, historically our largest vertical market, is fundamentally driven by capital expenditure investments in network infrastructure by carriers and service providers. Our integrated SEGway SS7 and Diameter signaling solutions, which are sold to carriers and service providers, enable straightforward evolution from today's SS7-based signaling networks to next-generation 4G LTE networks utilizing Diameter. Telecommunications market revenues derived from our Application-Ready Platforms, which are sold to OEMs, depend primarily on broad, multi-year deployments of next-generation telecommunications infrastructure. After experiencing a dramatic slowdown in telecommunications equipment revenue during the second quarter 2012, management surveyed our customer base to get an updated view of their going forward product requirements and had mixed results. Our service provider customers generally expect to make additional investments in their network infrastructure while our OEM customers were more reluctant to project requirements because of little or no visibility of demand from their end customers. Based upon the feedback received and ongoing global economic climate uncertainty, we have concluded that our overall revenues will likely not return to the first quarter 2012 level in the near term.

Sales into the military, aerospace and government systems market are typically to prime contractors and system integrators and reflect investment levels by various government agencies and military branches in specific programs and projects requiring enhanced communications capabilities. Management contacted various military, aerospace and government systems customers and generally was not able to obtain any specific schedule for projected purchasing requirements beyond January 1, 2013 due to the substantial pressure their government customers are under relative to the U.S government budget reductions that are scheduled to occur on January 1, 2013.

## **Strategy**

PT's strategy is to maximize the value proposition of our products by leveraging its field-proven systems, software and hardware technologies. Management believes the tightly integrated combination of these technologies provides considerable benefits to PT's customers including a compelling return-on-investment proposition, significant development risk mitigation and a substantially accelerated time-to-market opportunity.

During 2011, management shifted the Company's signaling sales and marketing strategy to become more heavily focused on working with large channel partners as our primary vehicle to expand our global and emerging market

reach. In January 2011, GENBAND became a major signaling channel partner and during the third quarter 2011, Kapsch CarrierCom AG was added as a signaling channel partner. We also continue to work closely under our established relationship with Alcatel-Lucent as another major channel partner for our signaling products. The advantages of the channel partner strategy include the validation of our products by these large, credible resellers, access to their customer base including much larger service providers than we are generally able to engage with and significant expansion of the global reach for our products through their direct sales organizations. The notable disadvantages of this strategy are the lack of direct customer account control and reduced visibility on the timing of closing sales transactions.

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In May 2012, PT announced its Universal Diameter Router (UDR), broadening the Company's SEGway Signaling product portfolio. UDR provides essential functions of centralized core and edge routing for Diameter Protocol elements being deployed in the all-IP, service-oriented, IMS and Long Term Evolution (LTE) architecture networks.

Subsequent to September 30, 2012, the Company announced a program to restructure its operations, reduce its workforce, rationalize its product lines and refocus its resources on initiatives that are more closely aligned with the Company's near-term objectives and market potential. The program included the elimination of fourteen positions, which represents 10% of the Company's workforce, for which the Company expects to record a fourth quarter restructuring charge for severance costs in the amount of approximately \$.5 million. Substantially all of this charge is expected to result in an outlay of cash in the fourth quarter 2012. Management suspended further development and selling activities relating to certain products, which will result in a fourth quarter impairment charge of approximately \$.8 million against software development costs and purchased intangible assets. In addition, the Company sent letters to selected customers informing them of a last-time buy program related to the Company's IPnexus products. Many of these customers are ideal candidates to transition their applications to the Company's Monterey 8000™ platform. Management believes these initiatives will lead to a solid foundation for long-term growth.

There are identifiable risks associated with PT's strategy in the current economic climate. While management believes that its network communications market focus offers opportunities for growth in the long term, the level of network infrastructure investments by carriers is currently being impacted by challenging global economic conditions. The total available market for traditional SS7-based signaling products is declining and the market for Diameter-routing and SIP-based next-generation network products is at an early stage of growth. The Company's primary strength is its technological expertise.

## **Financial Overview**

### Revenue:

Revenue in the third quarter 2012 amounted to \$4.7 million, compared to \$9.0 million in the third quarter 2011. Revenue for the nine months ended September 30, 2012 was \$18.0 million, compared to \$27.1 million in the corresponding period in 2011. The decrease in revenue in the third quarter 2012 over the comparable prior year period was widespread across much of PT's customer base, with three customers accounting for \$3.1 million of the decline. The decrease in revenue in the nine months ended September 30, 2012 over the comparable prior year period was primarily due to a \$4.7 million decline in sales to the Company's traditionally largest customer, the non-recurrence of a 2011 shipment totaling \$1.6 million to a government systems customer, as well as, general weakness in demand among PT's customer base. The Company had been expecting its largest customer to transition away from using PT's IPnexus platforms in some of their products during 2012 although this process occurred earlier and much more rapidly than was anticipated. Shipments to customers outside of the United States represented 47% and 53% in the third quarter of 2012 and 2011, respectively, and 47% and 48% in the nine months ended September 30, 2012 and 2011, respectively.

Net Income (Loss):

PT incurred a net loss in the third quarter 2012 in the amount of (\$1.7 million), or (\$.15) per basic share, including amortization of purchased intangible assets of \$.03 per share and stock-based compensation expense of \$.01 per share, based on 11.1 million shares outstanding. PT incurred a net loss in the third quarter 2011 in the amount of (\$.1 million), or (\$.01) per basic share, including an impairment charge recognized upon the termination of a value-added reseller agreement in the amount of \$.04 per share, amortization of purchased intangible assets of \$.03 per share, a restructuring charge of \$.01 per share and stock-based compensation expense of \$.01 per share, based on 11.1 million shares outstanding.

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PT incurred a net loss for the nine months ended September 30, 2012 amounting to (\$3.1 million), or (\$.28) per basic share, including amortization of purchased intangible assets of \$.08 per share and stock-based compensation of \$.02 per share, based on 11.1 million shares outstanding. The Company incurred a net loss for the nine months ended September 30, 2011 amounting to (\$1.6 million), or (\$.15) per basic share, including an impairment charge recognized upon the termination of a value-added reseller agreement in the amount of \$.04 per share, amortization of purchased intangible assets of \$.07 per share, litigation expenses of \$.04 per share, a restructuring charge of \$.02 per share and stock-based compensation of \$.02 per share, based on 11.1 million shares outstanding.

Liquidity:

Cash, cash equivalents and investments amounted to \$14.7 million and \$15.8 million at September 30, 2012 and December 31, 2011, respectively. The Company had no long-term debt at either date. Accounts receivable at September 30, 2012 amounted to \$4.2 million, compared to \$5.6 million at the end of 2011. The lower level of accounts receivable is primarily related to the decline in third quarter sales.

Cash provided by operating activities amounted to \$2.2 million in the nine months ended September 30, 2012, as compared to cash used by operating activities of \$.5 million in the nine months ended September 30, 2011. The large swing in cash provided by operating activities was primarily due to a \$1.5 million net decrease in accounts receivable in 2012, as compared with a net increase of \$2.5 million in the prior year, and a \$.2 million decrease in accounts payable and accrued expenses in 2012, as compared with a \$2.6 million decrease in the comparable 2011 period, offset by a smaller decrease in inventory in 2012 than 2011 (\$.7 million, as compared to \$1.8 million in the prior year) and a \$.4 million increase in deferred revenue in 2012, as compared with a \$1.4 million increase in deferred revenue in the comparable 2011 period. The decrease in accounts receivable was due to the lower sales level in the third quarter 2012, as compared with the fourth quarter 2011. The decrease in inventory is primarily attributable to the Company's ongoing efforts to manage inventory levels relative to revenue expectations. The smaller decrease in accounts payable and accrued expenses in 2012 as compared with 2011 was due largely to the smaller year-over-year decrease in inventories.

Key Performance Indicator:

PT sells telecommunications equipment to service providers, carriers and government organizations. Management believes that the key indicator for our business is the trend of the volume of orders received from PT's customers. In the first quarter 2012, the global economy appeared to be continuing to recover, albeit at an uneven fashion, and purchases of telecommunications equipment, while slowing in pace from the second half of 2011, continued at a moderate pace. During the second quarter, spending on telecommunications equipment declined dramatically impacting almost all equipment providers in the telecommunications market. The contraction in telecommunications spending continued through the third quarter and impacted almost all suppliers in this market. The Company has historically derived a significant percentage of its revenue from sales to customers in Europe including the UK, and the Euro zone economic situation continues to have a chilling effect on business investment throughout that region.

Telecommunications market revenues represent capital expenditure investments for network infrastructure by our customers. Revenue from our telecommunications customers declined by \$5.1 million year-over-year during the nine months ended September 30, 2012, compared to the comparable period in 2011. The most significant driver of this decline was lower shipments to our traditionally largest customer, which decreased by \$4.7 million during those periods. Although we expected this customer would be transitioning away from using PT's IPnexus platforms in some of their products during 2012, this process occurred earlier and much more rapidly than was anticipated.

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Sales into the military, aerospace and government systems market are typically to prime contractors and system integrators that reflect investment levels by various government agencies and military branches in specific programs and projects requiring enhanced communications capabilities. The timing of government-funded network infrastructure projects and military related expenditures remains for the most part unpredictable. Sales into this market decreased by \$4.1 million year-over-year during the first nine months of 2012. A significant driver of this decline was the non-recurrence in 2012 of a \$1.6 million project shipment in the first quarter 2011, as well as the broad fiscal pressures on governmental funded projects. The Company continues to work closely with a government customer to demonstrate the Xpress products' capabilities in a communications cost reduction program. These organizations are under substantial pressure as a result of the U.S government budget reductions that are scheduled to occur on January 1, 2013, it has been difficult to gain any momentum on this project. During weak economic periods, customers' ability to forecast their requirements deteriorates causing delays in the placement of orders. Forward-looking visibility on customer orders continues to be at low levels.

More in-depth discussions of PT's strategy can be found in PT's Annual Report on Form 10-K and other filings with the Securities and Exchange Commission.

**Results of Operations****Three and Nine Months Ended September 30, 2012, Compared with the****Three and Nine Months Ended September 30, 2011**

The following table presents the percentage of sales represented by each item in PT's consolidated statements of operations for the periods indicated:

	Three Months Ended		Nine Months Ended	
	September 30, 2012	September 30, 2011	September 30, 2012	September 30, 2011
Sales	100.0%	100.0%	100.0%	100.0%
Cost of goods sold	61.4	49.5	53.3	53.2
Gross profit	38.6	50.5	46.8	46.8
Operating expenses:				
Selling and marketing	26.4	17.6	22.9	18.3
Research and development	26.1	17.7	24.1	19.7
General and administrative	21.1	10.9	17.3	13.3
Impairment charge – vendor software		4.4		1.4
Restructuring charges		.8		.9
Total operating expenses	73.6	51.4	64.3	53.6
Loss from operations	(35.0)	(.9)	(17.5)	(6.8)

Other income (expense), net	.9	(.1 )	.2	.3
Loss before income taxes	(34.1 )	(1.0 )	(17.3 )	(6.5 )
Income tax benefit	1.7		.1	(.5 )
Net loss	(35.8 )%	(1.0 )%	(17.4 )%	(6.0 )%

*Sales.* Total revenue for the third quarter 2012 amounted to \$4.7 million, compared to \$9.0 million for the corresponding quarter in 2011. The decrease in revenue in the third quarter 2012 over the comparable prior year period was experienced across each of the Company's product lines and across most of the Company's customers, with three customers accounting for \$3.0 million of the decline. In the third quarter 2012, PT's four largest customers represented 48% of sales, compared to 47% of sales in the third quarter 2011.



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Total revenue for the nine months ended September 30, 2012 amounted to \$18.0 million, compared to \$27.1 million for the comparable period in 2011. The decrease in 2012 revenue over the prior year was primarily due to a \$4.7 million decline in sales to the Company's traditionally largest customer, the non-recurrence of a 2011 shipment totaling \$1.6 million to a government systems customer, and general weakness in demand across the Company's customer base. The Company's four largest customers comprised 33% and 43% of sales in the nine months ended September 30, 2012 and 2011, respectively.

Shipments to customers outside of the United States represented 47% and 53% of PT's sales during the third quarter of 2012 and 2011, respectively. Shipments to customers outside of the United States represented 47% and 48% of the Company's sales for the nine months ended September 30, 2012 and 2011, respectively. Total shipments to customers in the United Kingdom represented 3% of sales in the third quarter 2012, compared to 15% of sales in the third quarter 2011. Total shipments to customers in the United Kingdom represented 10% and 23% of sales in the nine months ended September 30, 2012 and 2011, respectively. The decrease in sales to customers in the United Kingdom was due to the decrease in sales to PT's traditionally largest customer.

Management is focused on selling PT's products into two primary vertical markets within one segment - communications. Revenue from each vertical market is expressed as a percentage of sales for the periods indicated:

	Three Months Ended September 30, 2012		Nine Months Ended September 30, 2011	
Telecommunications	90 %	77 %	83 %	74 %
Military, aerospace and government systems	10 %	23 %	17 %	26 %
	100 %	100 %	100 %	100 %

## Telecommunications market:

Revenue from the telecommunications market amounted to \$4.2 million and \$6.9 million in the third quarter 2012 and 2011, respectively. This decrease of \$2.7 million, or 39%, reflects a \$1.2 million decrease in shipments to the Company's traditionally largest customer and otherwise was broadly based across the customer base. The Company has been expecting that sales to its traditionally largest customer would decline as the customer transitioned away from using PT's IPnexus platforms in some of their products; however this process occurred earlier and much more rapidly than was anticipated.

Revenue from the telecommunications market amounted to \$15.0 million and \$20.1 million for the nine months ended September 30, 2012 and 2011, respectively. This decrease of \$5.1 million, or 25%, is substantially due to a \$4.7 million decline in shipments to PT's traditionally largest customer.

Military, Aerospace and Government Systems market:

Our Government Systems group continues to work with numerous prime contractors to incorporate PT's communications platform systems into specific programs and projects requiring enhanced communications capabilities. Military, aerospace and government systems budgets are currently under severe pressure and shipments are subject to project deployment schedules, which are often unpredictable.

Military, aerospace and government systems products revenue amounted to \$.5 million and \$2.1 million in the third quarter 2012 and 2011, respectively. This decrease of \$1.6 million, or 76%, is due to fiscal pressures on government funded projects, which results in continuous scheduling delays.

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Military, aerospace and government systems products revenue amounted to \$3.0 million and \$7.1 million in the nine months ended September 30, 2012 and 2011, respectively. This decrease of \$4.1 million, or 58%, was attributable to a \$1.6 million order shipped to one government systems customer in the first quarter 2011, which did not recur in 2012, and fiscal pressures on government funded projects, which results in continuous scheduling delays.

*Gross profit.* Gross profit consists of sales, less cost of goods sold including material costs, manufacturing expenses, depreciation, amortization of software development costs, amortization of purchased intangible assets, and expenses associated with engineering contracts and the technical support function. Gross profit and gross margin percentage amounted to \$1.8 million and 38.5% of sales in the third quarter 2012, compared to \$4.5 million and 50.5% of sales for the third quarter 2011. The decline in gross margin percentage was primarily attributable to the effect of relatively fixed manufacturing expenses and software amortization costs, measured against substantially lower sales in 2012, as compared with the third quarter in the prior year, which benefitted from a more favorable sales mix.

Gross margin and gross margin percentage amounted to \$8.5 million and 46.7% of sales in the nine months ended September 30, 2012, compared to \$12.7 million and 46.8% for the nine months ended September 30, 2011. The gross margin percentage was nearly unchanged as a significantly more favorable sales mix in 2012, due a higher proportion of high-margin software sales, was offset by the effect of manufacturing expenses and amortization measured against substantially lower sales in 2012 as compared with the prior year period.

*Total Operating Expenses.* Total operating expenses amounted to \$3.4 million in the third quarter 2012, as compared to \$4.6 million in the third quarter 2011. Total operating expenses amounted to \$11.6 million in the nine months ended September 30, 2012, as compared to \$14.6 million in the comparable 2011 period.

Selling and marketing expenses were \$1.2 million and \$1.6 million for the third quarter 2012 and 2011, respectively. For the nine months ended September 30, 2012 and 2011, selling and marketing expenses were \$4.1 million and \$5.0 million, respectively. The decreases in 2012 over the comparable 2011 periods is primarily the result of a reduction in sales and marketing headcount, lower sales commissions, and reduced facility charges.

Research and development expenses were \$1.2 million and \$1.6 million in the third quarter 2012 and 2011, respectively. The Company capitalizes certain software development costs, which reduces the amount of software development charged to operating expenses. Amounts capitalized were \$.6 million and \$.5 million during the third quarter of 2012 and 2011, respectively. Research and development expenses were \$4.3 million and \$5.3 million for the nine months ended September 30, 2012 and 2011, respectively. Nine month amounts capitalized to software development costs amounted to \$1.8 million and \$1.7 million in the nine months ended September 30, 2012 and 2011, respectively. The third quarter 2012 decrease in research and development expenses was primarily due to lower outside product development expenditures and lower facility expenses. The year-to-date 2012 decrease in research and development expenses are due primarily to the closure of the Company's San Luis Obispo, California engineering center, which was completed in the third quarter 2011, as well as lower outside product development expenses.

General and administrative expenses were \$1.0 million in the third quarter of both 2012 and 2011. General and administrative expenses were \$3.1 million and \$3.6 million in the nine months ended September 30, 2012 and 2011, respectively. The period over period decreases are primarily due to a reduction in litigation expenses and lower stock compensation expense. The litigation expenses related to a specific proceeding which ended in May 2011 when the parties voluntarily agreed to dismiss all of their respective claims and defenses without prejudice.

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Restructuring expenses associated with the closure of the Company's San Luis Obispo, California engineering center were \$.1 million in the third quarter of 2011 and \$.2 million in the nine months ended September 30, 2011. In addition, in the third quarter 2011, PT recorded a \$.4 million charge to impair certain assets in conjunction with the Company's termination of a value-added resellers agreement with a vendor.

*Other income, net.* Other income consists primarily of interest income. PT's funds continue to be invested in high-quality corporate and government bonds and money market funds. Other income for the nine months ended September 30, 2012 includes a \$.06 million out-of-period charge to adjust the recorded balance of accumulated other comprehensive income.

*Income taxes.* The Company's effective income tax rates differ from the statutory rates primarily due to a full valuation allowance provided against its U.S. deferred tax assets, income taxes on foreign income and permanent income tax differences including Canadian research activities.

PT's income tax provision for the third quarter 2012 amounted to \$.1 million, compared to a benefit of less than \$.01 million for the third quarter 2011. The Company recorded an income tax provision of \$.01 million for the nine months ended September 30, 2012, compared to benefit of \$.1 million in the comparable period in 2011. For the third quarter 2012, PT's annual estimated effective income tax rate is -1%.

## **Liquidity and Capital Resources**

The Company had working capital of \$17.1 million and \$18.3 million at September 30, 2012 and December 31, 2011, respectively. PT's primary sources of liquidity are cash, cash equivalents and long-term investments, which totaled \$14.7 million at September 30, 2012 and \$15.8 million at December 31, 2011.

For the nine months ended September 30, 2012, cash provided by operating activities amounted to \$2.2 million. This amount reflects the net loss of (\$3.1 million), non-cash items such as depreciation and amortization charges of \$2.9 million and stock-based compensation expense of \$.2 million, and non-cash revenue of \$.3 million. Cash provided by operations due to changes in operating assets and liabilities included an increase in cash associated with a \$1.5 million decrease in accounts receivable, a \$.7 million decrease in inventories, and a \$.4 million increase in deferred revenue. The decrease in accounts receivable was primarily attributable to the lower level of sales in the third quarter 2012, as compared with the fourth quarter 2011. The decrease in inventory was primarily attributable to the Company's ongoing efforts to manage inventory levels relative to revenue expectations. The increase in deferred revenue was due primarily to the receipt of a progress payment in advance of revenue recognition on the Company's signaling systems installation in Nigeria.

Cash used by investing activities during the nine months ended September 30, 2012 totaled \$4.9 million including the final payment for the purchase of assets from GENBAND which amounted to \$1.0 million, capitalized software development costs amounting to \$1.8 million, capital expenditures of \$.4 million, and net purchases of investments which totaled \$1.7 million.

*Off-Balance Sheet Arrangements:*

On February 3, 2012, the Company executed a lease agreement for its new corporate headquarters facility. The new facility, which has approximately 32,000 square feet of office and warehouse space, is located in Rochester, New York. The new facility houses executive offices, along with sales, marketing, engineering and manufacturing operations. PT moved into these new premises in May 2012.

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The new lease was effective as of January 1, 2012 and has a sixty-six month term for approximately two-thirds of the space and a thirty-eight month term for the remaining space. The initial rent payments for the new facility will total approximately \$352,000 annually and will escalate by approximately 1.3% each year. In addition, PT will be responsible for payment of the utilities, real estate taxes, insurance and maintenance on this property. In addition, PT entered into a termination of lease agreement with the Landlord, also effective as of January 1, 2012, for its previous corporate headquarters facility. This agreement waives PT's remaining obligations for the payment of rent and real estate taxes through the expiration date of that lease.

### *Current Position:*

Management believes that PT's current cash, cash equivalents and investments, together with cash generated from operations will be sufficient to meet our anticipated cash requirements, including working capital and capital expenditure requirements, for at least the next twelve months.

## **Recent Accounting Pronouncements**

### Comprehensive Income:

In June 2011, the FASB issued authoritative guidance on the presentation of comprehensive income that eliminates the option to present the components of other comprehensive income as part of the statement of equity and requires an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This guidance became effective as of January 1, 2012 for the Company. The guidance requires changes in financial statement presentation only and has no impact on the Company's financial position or results of operations. The Company has chosen the two-statement approach, and the Statement of Comprehensive Income is presented on page 5.

### Fair Value Measurement and Disclosures:

In May 2011, the FASB issued authoritative guidance that amends current fair value measurement and disclosure guidance to include increased transparency around valuation inputs and investment categorization. The Company adopted this guidance as of January 1, 2012 without significant effect on its financial statements.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

The Private Securities Litigation Reform Act of 1995 (the “Reform Act”) provides a “safe harbor” for forward-looking statements. Certain written and oral statements made by management of Performance Technologies, Incorporated and its subsidiaries (collectively “PT”) include forward-looking statements intended to qualify for the safe harbor from liability established by the Reform Act. These forward-looking statements generally can be identified by words such as “believes,” “expects,” “anticipates,” “projects,” “foresees,” “forecasts,” “estimates” or other words or phrases of similar import. Words such as the “Company,” “PT,” “management,” “we,” “us,” or “our,” mean Performance Technologies, Incorporated and its subsidiaries. All statements herein that describe PT’s business strategy, outlook, objectives, plans, intentions, goals or similar projections are also forward-looking statements within the meaning of the Reform Act.



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All such forward-looking statements are subject to certain risks and uncertainties and should be evaluated in light of important risk factors. These risk factors include, but are not limited to, the following as well as those that are described in "Risk Factors" under Item 1A and elsewhere in the Company's 2011 Annual Report on Form 10-K: business and economic conditions, rapid technological changes accompanied by frequent new product introductions, competitive pressures, dependence on key customers, inability to gauge order flows from customers, fluctuations in quarterly and annual results, the reliance on a limited number of third party suppliers, limitations of our manufacturing capacity and arrangements, the protection of our proprietary technology, errors or defects in our products, the effects of pending or threatened litigation, the dependence on key personnel, changes in critical accounting estimates, potential impairments related to investments, foreign regulations, possible loss or significant curtailment of significant government contracts or subcontracts and potential material weaknesses in internal control over financial reporting. In addition, during weak or uncertain economic periods, customers' visibility deteriorates causing delays in the placement of their orders. These factors often result in a substantial portion of the Company's revenue being derived from orders placed within a quarter and shipped in the final month of the same quarter.

Any of these factors could cause PT's actual results to differ materially from its anticipated results. For a more detailed discussion of these factors, see the "Risk Factors" discussion in Item 1A in the Company's 2011 Annual Report on Form 10-K. The Company cautions readers to carefully consider such factors. Many of these factors are beyond the Company's control.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The Company is exposed to various market risks in the normal course of business, primarily interest rate risk and changes in the market value of investments and management believes PT's exposure to such risk is minimal. PT's investments are made in accordance with PT's investment policy and primarily consist of money market funds, highly-rated corporate and quasi-government bonds, certificates of deposit and bank guaranteed contracts. The Company is also subject to foreign currency exchange risks related to its operations in Kanata, Ontario, Canada, and in the United Kingdom. The Company believes that its balance sheet exposure to foreign currency exchange risks is minimal, as generally all revenues and accounts receivable are denominated in U.S. dollars. However, PT's expenses at these locations are denominated in the local currency and PT's results of operations are influenced by changes in the exchange rates between the United States and Canada and the United Kingdom. Both the Canadian dollar and British Pound were essentially flat against the U.S. dollar, comparing rates at September 30, 2012 with December 31, 2011. See Note H to the accompanying condensed consolidated financial statements.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### **A. Evaluation of Disclosure Controls and Procedures**

PT's Chief Executive Officer and its Chief Financial Officer have evaluated PT's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this Quarterly Report. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that PT's disclosure controls and procedures were effective as of such date.

**B. Changes in Internal Control Over Financial Reporting**

There has been no change in PT's internal control over financial reporting that occurred during the fiscal quarter covered by this report that has materially affected, or is reasonably likely to materially affect, PT's internal controls over financial reporting.

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**PART II. OTHER INFORMATION**

**ITEM 6. EXHIBITS**

4.1 Amendment No. 2 dated August 16, 2012 to the Rights Agreement dated as of November 1, 2000 between Performance Technologies, Incorporated and American Stock Transfer & Trust Company, LLC

31.1 Certification of Chief Executive Officer

31.2 Certification of Chief Financial Officer

32.1 Section 1350 Certification

**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.

**PERFORMANCE TECHNOLOGIES, INCORPORATED**

November 13, 2012 By: /s/ John M. Slusser  
John M. Slusser  
President and Chief Executive Officer

November 13, 2012 By: /s/ Dorrance W. Lamb  
Dorrance W. Lamb  
Senior Vice President and Chief Financial Officer



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Exhibit 4.1

**AMENDMENT NO. 2**

**TO**

**RIGHTS AGREEMENT**

**DATED AS OF NOVEMBER 1, 2000,**

**AS AMENDED AUGUST 19, 2010**

**BETWEEN**

**PERFORMANCE TECHNOLOGIES, INCORPORATED**

**AND**

**AMERICAN STOCK TRANSFER & TRUST COMPANY**

**THIS AMENDMENT NO. 2** (the “**Amendment**”) is made as of this **16th** day of August, 2012, by and between **Performance Technologies, Incorporated**, a Delaware corporation having an office at 140 Canal View Boulevard, Rochester, New York 14623 (the “**Company**”) and **American Stock Transfer & Trust Company**, a New York corporation, having an office at 6201 15<sup>th</sup> Avenue, Brooklyn, New York 11219 (the “**Rights Agent**”).

**WHEREAS**, the Company and the Rights Agent entered into that certain Rights Agreement as of the 1st day of November, 2000 (the “**Agreement**”) which Agreement, as amended on August 19, 2010, will expire by its terms on November 1, 2012.

**WHEREAS**, the Company desires to extend the term of the Agreement for an additional three (3) years under the same terms and conditions contained in the Agreement.

**NOW, THEREFORE**, in consideration of the foregoing premises and the mutual covenants contained in the Agreement and this Amendment, the parties agree that the definition of Final Expiration Date set forth in Section 1 of the Agreement is hereby amended to read as follows:

(v) “Final Expiration Date” shall mean November 1, 2015.

The remaining provisions of the Agreement, not modified by this Amendment, remain in full force and effect.



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**IN WITNESS WHEREOF**, this Amendment has been duly executed as of the date first set forth above.

**Performance Technologies, Incorporated.**

By: /s/ John M. Slusser

John M. Slusser, President and Chief Executive Officer

**American Stock Transfer & Trust Company**

By: /s/ Isaac Kagen

Isaac Kagen, Vice President





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Exhibit 31.1

**Certification of Chief Executive Officer**

I, John M. Slusser, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Performance Technologies, Incorporated; Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 13, 2012 By: /s/ John M. Slusser  
John M. Slusser

Chief Executive Officer

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Exhibit 31.2

**Certification of Chief Financial Officer**

I, Dorrance W. Lamb, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Performance Technologies, Incorporated; Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 13, 2012      By: /s/      Dorrance W.  
Lamb

Dorrance W.  
Lamb  
Chief Financial  
Officer

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Exhibit 32.1

**Section 1350 Certification**

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (“Section 906”), John M. Slusser and Dorrance W. Lamb, the Chief Executive Officer and Chief Financial Officer, respectively, of Performance Technologies, Incorporated, certify that (i) the quarterly report on Form 10-Q for the quarter ended September 30, 2012 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and (ii) the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of Performance Technologies, Incorporated.

A signed original of this written statement required by Section 906 has been provided to Performance Technologies, Incorporated and will be retained by Performance Technologies, Incorporated and furnished to the Securities and Exchange Commission or its staff upon request.

Date: November 13, 2012 By: /s/ John M. Slusser  
John M. Slusser  
President and Chief Executive Officer

Date: November 13, 2012 By: /s/ Dorrance W. Lamb  
Dorrance W. Lamb  
Senior Vice President and Chief Financial Officer (Principal Financial Officer)

