

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 quarterly period ended **JUNE 30, 2006**

OR



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

For the transition period from _____ to _____

Commission File Number: 001-31588

COMMUNICATIONS SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

MINNESOTA
(State or other jurisdiction of
incorporation or organization)

41-0957999
(Federal Employer
Identification No.)

213 South Main Street, Hector, MN
(Address of principal executive offices)

55342
(Zip Code)

(320) 848-6231

Registrant's telephone number, including area code

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the 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 a check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer (as defined by Rule 12b-2 of the Exchange Act).

Large Accelerated Filer

Accelerated Filer

Non-accelerated filer

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

APPLICABLE ONLY TO CORPORATE ISSUERS:

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

Class	Name of Exchange On Which Registered	Outstanding at July 31, 2006
Common Stock, par value \$.05 per share	American Stock Exchange	8,724,445

COMMUNICATIONS SYSTEMS, INC. AND SUBSIDIARIES

INDEX

	<u>Page No.</u>
Part I. Financial Information	
Item 1. Financial Statements	
Condensed Consolidated Balance Sheets	3
Condensed Consolidated Statements of Income and Comprehensive Income	4
Condensed Consolidated Statements of Changes in Stockholders' Equity	5
Condensed Consolidated Statements of Cash Flows	6
Notes to Condensed Consolidated Financial Statements	7
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	17
Item 3. Quantitative and Qualitative Disclosures about Market Risk	22
Item 4. Controls and Procedures	23
Part II. Other Information	24

[Table of Contents](#)

PART I. FINANCIAL INFORMATION

COMMUNICATIONS SYSTEMS, INC. AND SUBSIDIARIES

Item 1. Financial Statements

CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited)

	<u>June 30 2006</u>	<u>December 31 2005</u>
Assets:		
Current assets:		
Cash and cash equivalents	\$ 21,819,173	\$ 26,660,533
Trade receivables, net	22,730,889	20,460,380
Receivable from sale of discontinued operations	528,833	1,102,881
Related party receivables	183,278	110,865
Inventories	26,788,982	24,492,518
Costs and estimated earnings in excess of billings	2,008,899	1,233,368
Deferred income taxes	3,725,647	3,706,795
Other current assets	628,578	980,556
Total current assets	78,414,279	78,747,896
Property, plant and equipment	7,860,476	8,299,601
Other assets:		
Goodwill	5,264,095	5,264,095
Deferred income taxes	402,418	402,418
Other assets	123,477	169,354
Total other assets	5,789,990	5,835,867
Total Assets	\$ 92,064,745	\$ 92,883,364
Liabilities and Stockholders' Equity:		
Current liabilities:		
Accounts payable	\$ 3,331,698	\$ 5,188,316
Accrued compensation and benefits	2,910,881	3,072,768
Other accrued liabilities	1,852,562	1,786,957
Dividends payable	785,526	698,616

Income taxes payable	568,650	953,516
Total current liabilities	9,449,317	11,700,173
Long-term liabilities:		
Long-term compensation plans	648,788	401,062
Pension liabilities	998,965	930,953
Total long-term liabilities	1,647,753	1,332,015
Stockholders' Equity	80,967,675	79,851,176
Total Liabilities and Stockholders' Equity	\$ 92,064,745	\$ 92,883,364

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

3

[Table of Contents](#)

COMMUNICATIONS SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
(unaudited)

	Three Months Ended June 30		Six Months Ended June 30	
	2006	2005	2006	2005
Sales from continuing operations	\$ 30,332,392	\$ 28,736,597	\$ 58,709,280	\$ 55,470,836
Costs and expenses:				
Cost of sales	20,435,503	20,062,003	39,329,708	37,697,252
Selling, general and administrative expenses	8,432,171	7,936,488	17,086,904	15,531,414
Total costs and expenses	28,867,674	27,998,491	56,416,612	53,228,666
Operating income from continuing operations	1,464,718	738,106	2,292,668	2,242,170
Other income and (expenses):				
Investment and other income	182,757	98,350	356,888	197,147
Interest expense	(10,313)	(6,324)	(18,811)	(14,742)
Other income, net	172,444	92,026	338,077	182,405
Income from continuing operations before income taxes	1,637,162	830,132	2,630,745	2,424,575
Income taxes	371,000	369,000	584,000	959,000
Income from continuing operations	1,266,162	461,132	2,046,745	1,465,575
Discontinued operations				
Loss from discontinued operations		(239,770)		(414,534)
Income tax benefit		88,000		153,000
Loss from discontinued operations	0	(151,770)	0	(261,534)
Net Income	1,266,162	309,362	2,046,745	1,204,041
Other comprehensive income (loss):				
Foreign currency translation adjustment	87,954	(70,542)	110,063	(120,695)
Comprehensive income	\$ 1,354,116	\$ 238,820	\$ 2,156,808	\$ 1,083,346
Basic net income per share				
Continuing operations	\$.15	\$.06	\$.23	\$.17
Discontinued operations	—	(.02)	—	(.03)
	\$.15	\$.04	\$.23	\$.14
Diluted net income per share				
Continuing operations	\$.14	\$.06	\$.23	\$.17
Discontinued operations	—	(.02)	—	(.03)
	\$.14	\$.04	\$.23	\$.14
Cash dividends per share	\$.08	\$.07	\$.16	\$.13
Average Basic Shares Outstanding	8,731,565	8,552,607	8,718,077	8,536,068
Average Dilutive Shares Outstanding	8,828,562	8,688,078	8,829,678	8,701,759

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

4

COMMUNICATIONS SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(unaudited)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Cumulative Other Comprehensive Income (Loss)	Total
	Shares	Amount				
BALANCE AT DECEMBER 31, 2004	8,502,700	\$ 425,135	\$ 30,803,482	\$ 45,456,339	\$ 366,316	\$ 77,051,272
Net income				4,469,798		4,469,798
Issuance of common stock under Employee Stock Purchase Plan	25,351	1,268	171,335			172,603
Issuance of common stock to Employee Stock Ownership Plan	32,484	1,624	392,113			393,737
Issuance of common stock under Employee Stock Option Plan	122,142	6,108	985,161			991,269
Tax benefit from non-qualified employee stock options			103,602			103,602
Purchase of common stock	(12,154)	(608)	(49,820)	(82,774)		(133,202)
Shareholder dividends				(2,496,811)		(2,496,811)
Additional minimum pension liability adjustment					(530,993)	(530,993)
Other comprehensive loss					(170,099)	(170,099)
BALANCE AT DECEMBER 31, 2005	8,670,523	\$ 433,527	\$ 32,405,873	\$ 47,346,552	\$ (334,776)	\$ 79,851,176
Net income				2,046,745		2,046,745
Issuance of common stock under Employee Stock Purchase Plan	9,134	457	81,171			81,628
Issuance of common stock to Employee Stock Ownership Plan	31,551	1,578	385,872			387,450
Issuance of common stock under Employee Stock Option Plan	76,676	3,834	541,875			545,709
Tax benefit from non-qualified employee stock options			62,147			62,147
Stock-based compensation			120,442			120,442
Purchase of common stock	(68,049)	(3,402)	(257,374)	(489,643)		(750,419)
Shareholder dividends				(1,487,266)		(1,487,266)
Other comprehensive income					110,063	110,063
BALANCE AT JUNE 30, 2006	8,719,835	\$ 435,994	\$ 33,340,006	\$ 47,416,388	\$ (224,713)	\$ 80,967,675

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

COMMUNICATIONS SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	Six Months Ended June 30	
	2006	2005
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 2,046,745	\$ 1,204,041
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,369,773	974,755
Stock based compensation	120,442	
Excess tax benefits from stock based compensation	(62,147)	
Deferred taxes	(18,852)	
Changes in assets and liabilities:		
Trade and related party receivables	(2,253,457)	1,254,234
Inventories	(2,224,872)	(1,079,357)
Costs and estimated earnings in excess of billings	(775,531)	
Other current assets	353,945	173,536
Accounts payable	(1,876,771)	(11,767)
Accrued compensation and benefits	473,289	255,157
Other accrued expenses	60,555	(453,196)
Income taxes payable	(322,719)	(142,439)
Pension liabilities	17,328	
Net cash (used in) provided by operating activities	(3,092,272)	2,174,964
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(854,095)	(1,500,771)
Proceeds from the sale of discontinued operations	574,048	
Net cash used in investing activities	(280,047)	(1,500,771)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Dividends paid	(1,400,356)	(1,106,484)

Proceeds from issuance of stock	627,337	294,772
Purchase of common stock	(750,419)	(112,126)
Excess tax benefits from stock based compensation	62,147	
Net cash used in financing activities	(1,461,291)	(923,838)
EFFECT OF FOREIGN EXCHANGE RATE CHANGES ON CASH	(7,750)	(213,798)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(4,841,360)	(463,443)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	26,660,533	25,842,580
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 21,819,173	\$ 25,379,137
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Income taxes paid	\$ 920,829	\$ 948,439
Interest paid	18,811	14,742
Dividends declared not paid	785,526	598,989

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

[Table of Contents](#)

COMMUNICATIONS SYSTEMS, INC.
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of business

Communications Systems, Inc. (herein collectively called “CSI”, “our” or the “Company”) is a Minnesota corporation organized in 1969 which operates directly and through its subsidiaries located in the United States, Costa Rica and the United Kingdom. CSI is principally engaged through its Suttle and Austin Taylor business units in the manufacture and sale of modular connecting and wiring devices for voice and data communications, digital subscriber line filters, and structured wiring systems and through its Transition Networks business unit in the manufacture of media and rate conversion products for telecommunications networks. CSI also provides through its JDL Technologies business unit network design, training services, general contracting of computer infrastructure installations, provisioning of high-speed internet access and maintenance support of network operation centers for K-12 schools.

Financial statement presentation

The consolidated balance sheets as of June 30, 2006 and 2005 and the related consolidated statements of income and comprehensive income, consolidated statements of changes in stockholders’ equity and the consolidated statements of cash flows for the six-month periods ended June 30, 2006 and 2005 have been prepared by Communications Systems, Inc. and Subsidiaries (the Company or we) without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments except where noted) necessary to present fairly the financial position, results of operations, and cash flows at June 30, 2006 and 2005 and for the six months then ended have been made.

Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with generally accepted accounting principles in the United States of America have been condensed or omitted. It is suggested these consolidated financial statements be read in conjunction with the financial statements and notes thereto included in the Company’s December 31, 2006 and 2005 Annual Reports to Shareholders and forms 10-K. The results of operations for the periods ended June 30 are not necessarily indicative of the operating results for the entire year.

The presentation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and disclosure of contingent assets and liabilities at the balance sheet date, and the reported amounts of revenues and expenses during the reporting period. The estimates and assumptions used in the accompanying consolidated financial statements are based upon management’s evaluation of the relevant facts and circumstances as of the time of the financial statements. Actual results could differ from those estimates.

At December 31, 2005 the Company was in negotiations to sell Austin Taylor to prospective purchasers and expected to conclude a sale in 2006. However, due to uncertainties involving Austin Taylor’s financial performance and issues involving its pension plans, the Company was unable to conclude a sale on satisfactory terms. As a result, the Company has reversed its decision to discontinue operations. The Company’s financial statements including the December 31, 2005 balance sheet and the income statement for the periods ended June 30, 2005 have been adjusted to reflect the reclassification of the operating results of Austin Taylor Communications Ltd. to continuing operations.

[Table of Contents](#)

Revenue Recognition

The Company’s manufacturing operations (Suttle, Transition Networks and Austin Taylor) recognize revenue when the earnings process is complete, evidenced by persuasive evidence of an arrangement, delivery has occurred or services have been rendered, the price is fixed or determinable, and collectability is reasonably assured. Revenue is recognized for domestic and international sales at the shipping point based on shipping terms of FOB shipping point. Risk of loss transfers at the point of shipment and the Company has no further obligation after such time. Sales are made directly to customers and through distributors. Payment terms for distributors are consistent with the terms of

the Company's direct customers. The Company records a provision for sale returns, sales incentives and warranty costs at the time of the sale based on historical experience and current trends.

JDL records revenue on service contracts on a straight-line basis over the contract period (unless evidence suggests that the revenue is earned or obligations are fulfilled in a different pattern). Each contract is individually reviewed to determine when the earnings process is complete. Contracts with the Virgin Islands Department of Education (VIDOE) are funded by the federal government's E-RATE program and must be approved by the Schools and Libraries Division (SLD) of the Universal Service Administration Company (USAC) before payment can be received. Due to our history of funding and our direct involvement in the application process we have enacted a policy to recognize revenue prior to funding approval being received from the SLD so long as we can conclude that it is remote that funding will not be approved.

In order to make the "remote" conclusion quarterly we made an assessment that included consideration of the following:

- Compliance with critical e-rate program requirements by JDL and the VIDOE
- Any program changes including but not limited to the following:
 - Priority of payments,
 - Allowance of retroactive payment for services provided, etc.
- Changes in funding levels for similar applicants
- Any indications that the contract prices are not fixed (the SLD would approve amounts different than those submitted)
- Significant changes to the prices or services provided from the services that were approved in the prior year
- Prior history of payments and funding terms
- Any changes to the probability of collecting for services provided

During the year ended December 31, 2005 we recognized revenue in advance of the funding approval by SLD because we had sufficient evidence to conclude that it was remote that funding would not be approved.

During 2006, as a result of its experience with the E-RATE funding process, it became apparent that JDL's ability to receive E-RATE funds was affected by actions that might have been taken by other individuals or companies involved with the VIDOE and E-RATE programs. This gave rise to the possibility that if the VIDOE were to be sanctioned by the E-RATE program due to the actions of others, JDL might be unable to collect for provided services even though JDL's conduct was compliant with the E-RATE program. It also became apparent in 2006 that JDL's contracts with the VIDOE would not be approved for payment by the SLD until the SLD was satisfied that the VIDOE was operating within the E-RATE program's legal guidelines. Accordingly, after considering the uncertainties created by the DOJ investigation of VIDOE, SLD's review of VIDOE's compliance with the E-RATE program

[Table of Contents](#)

and JDL's inability to collect for services provided without SLD approval, the Company ceased revenue recognition on JDL's VIDOE contracts in 2006. The Company will maintain this approach into 2007 and beyond, until it becomes convinced that such approvals are routine and that it is remote funding will not be approved and that financial reports including such revenues can be relied upon as accurate.

Services provided by JDL to the VIDOE in the three month and six month periods ended June 30, 2006 on contracts that had not been approved by the SLD that were not recognized in 2006 revenues were \$587,000 and \$1,175,000, respectively. Accounts receivable at June 30, 2006 and December 31, 2005 from the VIDOE for services provided and recognized in 2005 revenues under contracts not yet approved by the SLD totaled \$1,175,000.

In 2005, JDL entered into a long-term fixed-price contract with a large school district to install and upgrade its network equipment and infrastructure. Revenue under this contract was recognized on a percentage-of-completion basis under Statement of Position 81-1, Accounting for Performance of Construction-Type and Certain Production-Type Contracts. The method used to determine the progress of completion for this contract is based on the ratio of costs incurred to total estimated costs.

Comprehensive income

The components of accumulated other comprehensive income (loss) are as follows:

	June 30 2006	December 31 2005
Foreign currency translation	\$ 306,280	\$ 196,217
Minimum pension liability	(530,993)	(530,993)
	<u>\$ (224,713)</u>	<u>\$ (334,776)</u>

NOTE 2 - STOCK-BASED COMPENSATION

Common shares are reserved in connection with the Company's 1992 stock plan under which 2,500,000 shares of common stock may be issued pursuant to stock options, stock appreciation rights, restricted stock or deferred stock granted to officers and key employees. Exercise prices of stock options under the plan cannot be less than fair market value of the stock on the date of grant. Rules and conditions governing awards of stock options, stock appreciation rights and restricted stock are determined by the Compensation Committee of the Board of Directors, subject to certain limitations incorporated into the plan. At June 30, 2006, 948,114 shares remained available to be issued under the plan. The only awards under the 1992 stock plan that were not vested as of the adoption of Statement of Financial Accounting Standards (SFAS) No. 123 (revised 2004), Share-Based Payment (123(R)), were stock options. The options expire five years from date of grant with one-third of the options vesting after six months and the remaining two-thirds vesting equally over the next two years.

Shares of common stock are also reserved for issuance in connection with a nonqualified stock option plan under which up to 200,000 shares may be issued to nonemployee directors. The plan provides for the automatic grant of nonqualified options for 3,000 shares of common stock annually to each nonemployee director concurrent with the

annual stockholders' meeting. Exercise price is the fair market value of the stock at the date of grant. Options granted under this plan vest when issued and expire 10 years from date of grant. At June 30, 2006, 32,000 shares are available to be issued under the plan.

[Table of Contents](#)

The Company also has an Employee Stock Purchase Plan (ESPP) for which 300,000 common shares have been reserved. Under the terms of the plan through December 31, 2005, employees could acquire shares of common stock, subject to limitations, through payroll deductions at 85% of the lower of fair market value for such shares on one of two specified dates in each plan year. Shares issued in January 2006 to employees under this plan were 9,134. Effective January 1, 2006, employees are able to acquire shares under new plan terms at 95% of the price at the end of the semi-annual plan term, which is June 30, 2006. This amended plan is non-compensatory under current rules and does not give rise to compensation cost under SFAS No. 123(R).

Prior to January 1, 2006, the Company applied Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees, in accounting for these plans. No share-based compensation expense was recognized in our statements of earnings prior to fiscal 2006 for stock option awards, as the exercise price was equal to or greater than the market price of our stock on the date of grant. In addition, the Company did not recognize any stock-based compensation expense for our ESPP as the plan qualifies under Section 423 of the Internal Revenue Code of 1986, as amended.

On January 1, 2006, the Company adopted SFAS No. 123(R), requiring the Company to recognize expense related to the fair value of the stock-based compensation awards. We elected the modified prospective transition method as permitted by SFAS No. 123(R). Under this transition method, stock-based compensation expense subsequent to adoption, includes: (a) compensation expense for all stock-based compensation awards granted prior to, but not yet vested as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of SFAS No. 123, Accounting for Stock-Based Compensation; and (b) compensation expense for all stock-based compensation awards granted subsequent to January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of SFAS No. 123(R). We recognize compensation expense for stock options on a straight-line basis over the requisite service period of the award. The Company has elected the simplified method of calculating its additional paid-in capital (APIC) pool described in FASB Staff position No. 123(R)-3, Transition Election Related to the Accounting for the Tax Effects of Share-Based Payment Awards."

Total stock-based compensation expense included in the statement of income for the six months ended June 30, 2006 was \$120,000 before income taxes and \$102,000 after income taxes. In accordance with the modified prospective transition method of SFAS No. 123(R), financial results for the prior periods have not been restated.

Prior to the adoption of SFAS No. 123(R), we reported all tax benefits resulting from the exercise of stock options as operating cash flows in our consolidated statements of cash flows. In accordance with SFAS No. 123(R), for the six months ended June 30, 2006, we revised our statement of cash flows presentation to report the excess tax benefits from the exercise of stock options as financing cash flows. For the six months ended June 30, 2006, \$62,000 of excess tax benefits were reported as financing cash flows rather than operating cash flows.

If the Company had recognized compensation cost for its stock-based transactions based on the fair value of the options method prescribed by SFAS No. 123, net income and net income per share for the respective periods of 2005 would have been as follows:

[Table of Contents](#)

	Three Months Ended June 30, 2005	Six Months Ended June 30, 2005
Net income as reported	\$ 309,362	\$ 1,204,041
Compensation expense, net of tax (1)	(94,674)	(157,893)
Pro forma	<u>\$ 214,688</u>	<u>\$ 1,046,148</u>
Earnings per share - Basic		
As reported	\$.04	\$.14
Pro forma	.03	\$.12
Earnings per share - Diluted		
As reported	\$.04	\$.14
Pro forma	.02	\$.12

(1) The grant date fair value of the stock-based compensation was amortized to expense on a straight-line basis over the period it is vested or earned. Forfeitures were estimated based on historical experience.

The following table summarizes the stock option transactions for the six months ended June 30 2006:

	Options	Weighted average exercise price per share	Weighted average remaining contractual term
Outstanding – December 31, 2005	707,450	\$ 9.39	2.9 years
Granted	18,000	9.60	
Exercised	(106,755)	8.19	
Canceled	(28,330)	11.58	
Outstanding – June 30, 2006	<u>590,365</u>	9.51	3.0 years

18,000 director stock options were granted during the six month period ended June 30, 2006. The aggregate intrinsic value of options (the amount by which the market price of the stock on the last day of the period exceeded the market price of the stock on the date of grant) outstanding at June 30, 2006 was \$876,000. The intrinsic value of options exercised during the six months ended June 30, 2006 was \$347,000.

The fair value of options issued was \$51,000 and \$86,000 in the six month periods ended June 30, 2006 and 2005 respectively. The fair value of each stock option was estimated on the date of the grant using the Black-Scholes option-pricing model. The following table represents a summary of the significant assumptions used during the six months ended June 30, 2006 to estimate the fair value of stock options.

[Table of Contents](#)

Black-Scholes Option Valuation Assumptions (1)	2006	2005
Risk-free interest rate (2)	5.1%	3.9 %
Expected dividend yield	3.7%	3.3 %
Expected stock price volatility (3)	34.0%	28.0 %
Expected term of stock options (in years)(4)	7.0	7.0

- (1) Forfeitures are estimated based on historical experience.
- (2) Based on the five-year Treasury constant maturity interest rate whose term is consistent with expected life of our stock options.
- (3) Volatility is based on historical data.
- (4) The expected life of stock options is estimated based upon historical experience.

Net cash proceeds from the exercise of stock options were \$546,000 and \$295,000 for the six months ended June 30, 2006 and 2005, respectively.

The actual income tax benefit realized from stock option exercises totaled \$62,000 and \$0, for the six months ended June 30, 2006, and June 30, 2005. As of June 30, 2006, there was \$36,000 of unrecognized compensation expense related to nonvested stock options that is expected to be recognized over the last 2 quarters of 2006.

NOTE 3 - INVENTORIES

Inventories summarized below are priced at the lower of first-in, first-out cost or market:

	June 30 2006	December 31 2005
Finished Goods	\$ 17,715,509	\$ 16,528,284
Raw Materials	9,073,473	7,964,234
Total	\$ 26,788,982	\$ 24,492,518

NOTE 4 – GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill represents the amount by which the purchase price and transaction costs of business the Company has acquired exceed the estimated fair value of the net tangible assets and separately identifiable assets of these businesses. Under Statement of Financial Accounting Standards (SFAS) No. 142 “Goodwill and Other Intangible Assets” goodwill and intangible assets with indefinite useful lives are not amortized, but are tested at least annually for impairment. We reassess the value of our business units and related goodwill balances at the beginning of the first quarter of each fiscal year and at other times if events have occurred or circumstances exist that indicate the carrying amount of goodwill may not be recoverable. Accordingly, we have determined that there was no impairment as of January 1, 2006 and no events occurred during the six months ended June 30, 2006 that indicated our remaining goodwill was not recoverable. As of June 30, 2006 the Company had net goodwill of \$5,264,000.

[Table of Contents](#)

NOTE 5 – WARRANTY

We provide reserves for the estimated cost of product warranties at the time revenue is recognized. We estimate the costs of our warranty obligations based on our warranty policy or applicable contractual warranty, historical experience of known product failure rates, and use of materials and service delivery costs incurred in correcting product failures. Management reviews the estimated warranty liability on a quarterly basis to determine its adequacy.

The warranty liability relates to a five-year obligation to provide for potential future liabilities for network equipment sales and to the Company’s media conversion and network switch segment business unit product warranties. The following table presents the changes in the Company’s warranty liability for the six months ended June 30, 2006 and 2005:

	2006	2005
Beginning balance	\$ 529,833	\$ 910,350
Actual warranty costs paid	(203,169)	(27,065)
Amounts charged to (recovered from expense)	107,824	(217,249)

Total

\$ 434,488 \$ 666,036

NOTE 6 – DISCONTINUED OPERATIONS

Net income for the six months ended June 30, 2005 includes the discontinued operations of Image Systems, a medical and technical imaging business unit located in Eden Prairie, Minnesota. Effective October 1, 2005, the Company negotiated an agreement to sell the inventory, equipment and all intangibles (trade names, intellectual property, etc.) of Image Systems to Richardson Electronics, Ltd. for approximately \$1.5 million. The Company recorded an after tax gain on the sale in the fourth quarter of 2005 of approximately \$222,000.

The results of discontinued operations for the respective 2005 periods are summarized as follows:

	Three Months Ended June 30, 2005	Six Months Ended June 30, 2005
Revenues	\$ 1,027,168	\$ 2,403,403
Costs and expenses	(1,266,938)	(2,817,937)
Operating loss	(239,770)	(414,534)
Income tax benefit	88,000	153,000
Loss from discontinued operations	<u>\$ (151,770)</u>	<u>\$ (261,534)</u>

The operations and assets of Austin Taylor Communications Ltd. which were previously classified and reported as discontinued operations in 2005 have been reclassified in continuing operations. The Company has ceased negotiations with prospective buyers for this business unit and has now reclassified results of operations previously reported in discontinued operations in income from continuing operations for all periods presented. As a result of the reclassification to continuing operations, 2006 expenses for Austin Taylor include a \$96,000 charge for catch-up depreciation costs that were not included in 2005 discontinued operations.

[Table of Contents](#)

NOTE 7 – CONTINGENCIES

In the ordinary course of business, the Company is exposed to legal actions and threatened claims and incurs costs to defend against such legal actions and claims. Company management is not aware of any such outstanding, pending or threatened action, claim or other circumstance that would materially affect the Company's financial position or results of operations, except as follows:

Department of Justice Investigation

Since April 2006 the Company's JDL Technologies, Inc. subsidiary (along with other parties) has been the subject of a civil investigation by the U.S. Department of Justice ("DOJ") into whether false claims under the federal government's E-RATE program were made in connection with work performed for the Virgin Islands Department of Education (VIDOE). In addition to cooperating with DOJ investigators over the past 12 months, the Company has conducted its own internal investigation of its business dealings with VIDOE and its compliance with the E-RATE program. While the DOJ investigation is continuing, no legal action has been initiated against the Company by the DOJ or any other agency as of the date of this report. In addition, as a result of its own investigation, the Company believes it has acted ethically and legally in its business dealings with VIDOE and in its compliance with E-RATE program requirements and believes that the DOJ investigation will be resolved without material cost to the Company. However, the possibility exists that the DOJ may assert claims against JDL that, if proved, could result in materially adverse financial consequences to the Company. In addition, the Company's ability to receive E-RATE funds is affected by actions that might have been taken by other individuals or companies involved with the VIDOE and E-RATE programs. If the VIDOE were to be sanctioned by the E-RATE program, JDL may be unable to collect for provided services even though JDL's conduct is compliant with the E-RATE program.

Other contingencies

A former officer of one of the Company's subsidiaries has made a claim for a supplemental retirement benefit from the Company in addition to the retirement benefit payable that is currently being provided. The amount of the supplemental benefit being sought is approximately \$100,000 per year and the claim is based on the former officer's allegations as to the meaning of terms in his employment contract with the subsidiary and in a side letter delivered by the Company when the employment agreement was signed. The Company has denied the former officer's claim for a supplemental retirement benefit. While the former officer has threatened to commence a lawsuit with respect to his claim since mid-2004, as of the date of this report, the Company has not received any formal notice that legal proceedings have been started. If the former officer initiates legal action, the Company will vigorously defend against any claims that may be asserted and believes the former officer's claims will be resolved without material cost to the Company.

Forward looking statements

From time to time, in reports filed with the Securities and Exchange Commission, in press releases, and in other communications to shareholders or the investing public, the Communications Systems, Inc. may make forward-looking statements concerning possible or anticipated future financial performance, business activities or plans which are typically preceded by the words "believes," "expects," "anticipates," "intends" or similar expressions. For these forward-looking statements, the Company claims the protection of the safe harbor for forward-looking statements contained in federal securities laws. Shareholders and the investing public should understand that these forward-looking statements are subject to risks and uncertainties which could cause actual performance, activities or plans after the date

[Table of Contents](#)

the statements are made to differ significantly from those indicated in the forward-looking statements when made.

NOTE 8 – SEGMENT INFORMATION

The Company classifies its businesses into four segments: *Suttle*, which manufactures U.S. standard modular connecting and wiring devices for voice and data communications; *Transition Networks* which designs and markets data transmission, computer network and media conversion products and print servers; and *JDL Technologies*, (*JDL*), which provides telecommunications network design, specification and training services to educational institutions; *Austin Taylor*, which manufactures British standard line jacks, patch panels, wiring harness assemblies, metal boxes, distribution cabinets and central office frames; *Corporate* includes non allocated corporate general and administrative expenses. Management has chosen to organize the enterprise and disclose reportable segments based on products and services. There are no material intersegment revenues. Information concerning the Company's continuing operations in the various segments is as follows:

Information concerning the Company's operations in the various segments for the six-month periods ended June 30, 2006 and 2005 is as follows:

	Suttle	Transition Networks	JDL Technologies	Austin Taylor	Corporate	Consolidated
Six Months Ended June 30, 2006:						
Sales	\$ 21,812,409	\$ 26,026,145	\$ 7,337,464	\$ 3,533,262		\$ 58,709,280
Cost of sales	15,371,698	14,616,081	6,564,128	2,777,801		39,329,708
Gross profit	6,440,711	11,410,064	773,336	755,461		19,379,572
Selling, general and administrative expenses	3,288,850	8,930,282	2,628,903	700,860	\$ 1,538,009	17,086,904
Operating income (loss)	\$ 3,151,861	\$ 2,479,782	\$ (1,855,567)	\$ 54,601	\$ (1,538,009)	\$ 2,292,668
Depreciation and amortization	\$ 535,447	\$ 210,877	\$ 404,622	\$ 173,827	\$ 45,000	\$ 1,369,773
Capital expenditures	\$ 348,008	\$ 127,059	\$ 332,894	\$ 5,113	\$ 41,021	\$ 854,095
Assets	\$ 35,751,913	\$ 24,080,475	\$ 16,921,001	\$ 4,444,839	\$ 10,866,517	\$ 92,064,745
Six Months Ended June 30, 2005:						
Sales	\$ 24,074,923	\$ 23,139,223	\$ 5,373,203	\$ 2,883,487		\$ 55,470,836
Cost of sales	17,569,550	14,748,975	2,771,350	2,607,377		37,697,252
Gross profit	6,505,373	8,390,248	2,601,853	276,110		17,773,584
Selling, general and administrative expenses	2,757,081	8,949,376	2,109,310	539,228	\$ 1,176,419	15,531,414
Operating income (loss)	\$ 3,748,292	\$ (559,128)	\$ 492,543	\$ (263,118)	\$ (1,176,419)	\$ 2,242,170
Depreciation and amortization	\$ 539,025	\$ 171,675	\$ 60,000	\$ 97,839	\$ 106,236	\$ 974,775
Capital expenditures	\$ 430,923	\$ 151,258	\$ 834,871	\$ 14,435	\$ 69,284	\$ 1,500,771
Assets:						
Continuing operations	\$ 34,588,858	\$ 28,736,284	\$ 9,686,470	\$ 4,505,807	\$ 10,921,642	\$ 88,439,061
Discontinued operations					918,830	918,830
	\$ 34,588,858	\$ 28,736,284	\$ 9,686,470	\$ 4,505,807	\$ 11,840,472	\$ 89,357,891

[Table of Contents](#)

Information concerning the Company's operations in the various segments for the three-month periods ended June 30, 2006 and 2005 is as follows:

	Suttle	Transition Networks	JDL Technologies	Austin Taylor	Corporate	Consolidated
Three Months Ended June 30, 2006:						
Sales	\$ 10,490,632	\$ 13,617,943	\$ 4,272,315	\$ 1,951,502		\$ 30,332,392
Cost of sales	7,337,240	7,715,781	3,855,273	1,527,209		20,435,503
Gross profit	3,153,392	5,902,162	417,042	424,293		9,896,889
Selling, general and administrative expenses	1,685,454	4,461,092	1,292,417	273,212	\$ 719,996	8,432,171
Operating income (loss)cont. ops	\$ 1,467,938	\$ 1,441,070	\$ (875,375)	\$ 151,081	\$ (719,996)	\$ 1,464,718
Depreciation and amortization	\$ 311,509	\$ 108,806	\$ 202,311	\$ 41,458	\$ 22,500	\$ 686,584
Capital expenditures	\$ 204,034	\$ 24,476	\$ 102,034	\$ 17,155	\$ 11,866	\$ 359,565
Three Months Ended June 30, 2005:						
Sales	\$ 12,097,266	\$ 11,936,270	\$ 3,170,948	\$ 1,532,113		\$ 28,736,597
Cost of sales	8,999,699	8,062,368	1,589,790	1,410,146		20,062,003
Gross profit	3,097,567	3,873,902	1,581,158	121,967		8,674,594
Selling, general and administrative expenses	1,255,724	4,536,574	1,223,661	308,584	\$ 611,945	7,936,488
Operating income (loss)cont. ops	\$ 1,841,843	\$ (662,672)	\$ 357,497	\$ (186,617)	\$ (611,945)	\$ 738,106
Depreciation and amortization	\$ 272,298	\$ 83,079	\$ 30,000		\$ 67,238	\$ 452,615
Capital expenditures	\$ 185,852	\$ 67,016	\$ 452,643	\$ 14,435	\$ 40,129	\$ 760,075

NOTE 9 - INCOME TAXES

In the preparation of the Company's consolidated financial statements, management calculates income taxes based upon the estimated effective rate applicable to operating results for the full fiscal year. This includes estimating the current tax liability as well as assessing temporary differences resulting from different treatment of items for tax and book accounting purposes. These differences result in deferred tax assets and liabilities, which are recorded on the balance sheet. These assets and liabilities are analyzed regularly and management assesses the likelihood that deferred tax assets will be recovered from future taxable income.

During the fourth quarter of 2005, an examination by the Internal Revenue Service of the Company's federal income tax returns for the year ended December 31, 2002 was

completed. Due to the favorable results, the Company reviewed and reduced its estimated accrued tax liabilities in 2005. In 2006 the Company reduced its estimate of its exposure to certain other state and foreign tax liabilities by an additional amount. These adjustments resulted in a significant reduction in the effective tax rate in fiscal 2006 and in the fourth quarter of 2005 in comparison to prior years. The Company's effective income tax rate was approximately 22% for the six months ended June 30, 2006 which approximates the estimated annual effective tax rate compared to 40% for the first six months of 2005 and 27% for all of 2005.

[Table of Contents](#)

Distributions by Suttle Caribe, Inc. to the parent company of income earned prior to December 31, 2000 are subject to a tollgate tax at rates which, depending on various factors, range from 3.5% to 10%. The cumulative amount of prior earnings which has been distributed to the parent company on which no tollgate tax has been paid was approximately \$11,054,000 at December 31, 2005. Tollgate taxes, penalties and interest of approximately \$1,501,000 have been accrued and will likely be paid on these prior earnings in 2007.

NOTE 10 – NET INCOME PER SHARE

Basic net income per common share is based on the weighted average number of common shares outstanding during each year. Diluted net income per common share takes into effect the dilutive effect of potential common shares outstanding. The Company's only potential common shares outstanding are stock options. The following table shows the dilutive effect of stock options for the respective periods of 2006 and 2005:

	<u>Three Months Ended June 30</u>	<u>Six Months Ended June 30</u>
2006	96,997	111,601
2005	135,471	165,691

The number of shares not included in the computation of diluted earnings per share because the options' exercise price was greater than the average market price of common stock during the period was 136,900 and 163,600 at June 30, 2006 and 2005, respectively. The Company calculates the dilutive effect of outstanding options using the treasury stock method.

NOTE 11 – SUBSEQUENT EVENTS

In April and May 2007, JDL Technologies' contracts to provide maintenance, interconnection and internet access services to the U.S. Virgin Islands Department of Education for the 2005 – 2006 and 2006 – 2007 school years were approved by the Schools and Libraries Division (SLD) of the Universal Service Administration Company. The Company will recognize \$2,555,000 of revenue from these contracts in its second quarter 2007 financial statements.

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

Six Months Ended June 30, 2006 Compared to
Six Months Ended June 30, 2005

Sales from continuing operations in 2006 increased 6% to \$58,709,000 compared to \$55,471,000 in 2005. Operating income from continuing operations in 2006 increased 2% to \$2,293,000 compared to \$2,242,000 in the first six months of 2005. Income from continuing operations increased 40% to \$2,047,000 from \$1,466,000 in 2005.

Suttle sales decreased 9% in the first six months of 2006 to \$21,812,000 compared to \$24,075,000 in the same period of 2005 due to decreased volumes with certain major telephone companies. Sales to the major telephone companies (the Regional Bell Operating Companies ("RBOCs")) decreased to \$10,177,000 in 2006 compared to \$13,471,000 in 2005. Sales to these customers accounted for 47% and 57% of Suttle's U.S. customer sales in 2006 and 2005 respectively. Sales to distributors, original equipment manufacturers (OEMs), and electrical contractors increased to \$7,793,000 in 2006 compared to \$6,358,000 in 2005.

[Table of Contents](#)

Suttle's gross margin decreased 1% to \$6,441,000 in the first six months of 2006 compared to \$6,505,000 in the same period in 2005. Gross margin percentage was 30% in 2006 compared to 27% in 2005. The gross margin percentage increase was due to cost reductions from vendors, improved efficiencies in production and increased volume of higher margin product line sales compared to the prior year. Selling, general and administrative expenses increased \$532,000 in the first six months of 2006 compared to the same period in 2005 due to the addition of sales people and related compensation and more aggressive marketing and sales programs. Suttle's operating income declined to \$3,152,000 in the first six months of 2006 compared to \$3,748,000 in the same period of 2005.

Transition Networks segment sales increased by 12% to \$26,026,000 in the first six months of 2006 compared to \$23,139,000 in the same period in 2005 due to higher sales to channel distributors and direct end users. Gross margin increased to \$11,410,000 in the first six months of 2006 from \$8,390,000 in 2005. Gross margin as a percentage of sales increased to 44% in 2006 compared to 36% in 2005. The MiLAN Technology business unit in this segment recorded an inventory write-down adjustment of approximately \$1.1 million pre-tax dollars in the second quarter of 2005. Selling, general and administrative expenses were stable at \$8,930,000 in the first six months of 2006 compared to \$8,949,000 in 2005.

Sales by JDL Technologies, Inc. were \$7,337,000 in the first six months of 2006 compared to \$5,373,000 in the same period in 2005 due to higher consulting revenues and contract revenues earned on a large school district project. In April 2006 JDL was notified by the U.S. Department of Justice ("DOJ") that JDL (and other parties) was the subject of an investigation regarding false claims for E-RATE funding involving the VIDOE. As a result of the investigation process and due to the uncertainties created by the DOJ investigation and the E-RATE approval process and JDL's inability to collect for services provided without approval, the Company ceased revenue recognition on JDL's VIDOE contracts in 2006. The Company will maintain this approach into 2007 and beyond, until it becomes convinced that such approvals are routine and that it is remote that

funding will not be approved and that financial reports including such revenues can be relied upon as accurate. (A further discussion of revenue recognition policies can be found in Note 1 to the consolidated financial statements.) Billings for services in the first six months of 2006 to the VIDOE that went unrecognized in 2006 revenues totaled \$1,175,000.

In 2005, JDL entered into a fixed-price contract with a large school district to install and upgrade its network equipment and infrastructure. The total value of this contract was \$6,645,000. As of June 30, 2006, costs and estimated earnings under this contract recognized on a percentage-of-completion basis totaled \$5,469,000. Total billings for this contract were \$3,460,000. Revenue recognized in the first six months of 2006 on this contract totaled \$2,133,000. The project is expected to be completed in the third quarter of 2006. The method used to determine the progress of completion is based on the ratio of costs incurred to total estimated costs.

JDL gross margins decreased to \$773,000 in the first half of 2006 compared to \$2,602,000 in the same period in 2005. Gross margins in 2006 were negatively impacted by the absence of E-RATE revenues from JDL's VIDOE contracts. Margins were also negatively affected by increased depreciation charges on plant investments in the U.S. Virgin Islands and higher than anticipated costs on the Oakland project and on lower margin equipment sales to Broward County. Selling, general and administrative expenses increased in 2006 to \$2,629,000 compared to \$2,109,000 in 2005 due to legal and professional fees incurred in the Department of Justice investigation, higher sales headcount and increased marketing and

[Table of Contents](#)

administrative salaries including costs of expanding JDL's Florida operations. JDL reported an operating loss of \$1,856,000 in the first half of 2006 compared to operating income of \$492,000 in the first half of 2005.

Austin Taylor's sales increased to \$3,533,000 in 2006 compared to \$2,883,000 in 2005. 2006 gross margin improved to \$755,000 from \$276,000 in 2005. Operating income was \$55,000 in 2006 compared to an operating loss of \$263,000 in 2005.

Net investment and other income increased \$156,000 in the first six months of 2006 compared to 2005 due to increased earnings on cash and money market balances. Income from continuing operations before income taxes increased to \$2,631,000 in the first six months of 2006 compared to \$2,425,000 in 2005. The Company's effective income tax rate was 22% in 2006 and 40% in 2005.

Net income for the six months ended June 30, 2005 includes the discontinued operations of Image Systems, a medical and technical imaging business unit located in Eden Prairie, Minnesota. During the 2005 period Image Systems had a net of tax operating loss of \$262,000 on sales of \$2,403,000. Effective October 1, 2005, the Company negotiated an agreement to sell the inventory, equipment and all intangibles (trade names, intellectual property, etc.) of Image Systems to Richardson Electronics, Ltd. Net income in 2006 was \$2,047,000 compared to \$1,204,000 in 2005.

Three Months Ended June 30, 2006 Compared to
Three Months Ended June 30, 2005

Sales from continuing operations increased 6% to \$30,332,000 in the three-month period ended June 30, 2006 compared to \$28,737,000 in the same period in 2005. Operating income from continuing operations increased to \$1,465,000 in the three months ended June 30, 2006 compared to \$738,000 in the same period in 2005. Income from continuing operations increased to \$1,266,000 in 2006 compared to \$461,000 in 2005.

Suttle sales decreased 13% to \$10,491,000 in 2006 compared to \$12,097,000 in 2005 due to decreased volumes with the major telephone companies (RBOC's). Suttle's gross margins increased 2% to \$3,153,000 in 2006 compared to \$3,098,000 in 2005. Selling, general and administrative expenses increased \$430,000 in the second quarter of 2006 compared to the same period in 2005 due to the addition of sales people and higher marketing and sales costs. Suttle had operating income of \$1,468,000 in the three-month period in 2006 compared to operating income of \$1,842,000 in the same period in 2005.

Transition Networks segment sales increased by 14% to \$13,618,000 in the second quarter of 2006 compared to \$11,936,000 in the same period in 2005. Gross margin increased to \$5,902,000 in 2006 from \$3,874,000 in 2005. Gross margin as a percentage of sales was 43% in 2006 compared to 32% in 2005. The MiLAN Technology business unit in this segment recorded an inventory write-down adjustment related to excess and obsolete items of approximately \$1.1 million pre-tax in the second quarter of 2005. Selling, general and administrative expenses decreased 2% to \$4,461,000 in 2006 compared to \$4,537,000 in 2005. This segment had operating income of \$1,441,000 in the second quarter of 2006 compared to an operating loss of \$663,000 in the second quarter of 2005.

[Table of Contents](#)

Sales by JDL Technologies, Inc. were \$4,272,000 in the second quarter of 2006 compared to \$3,171,000 in the same period in 2005 due to higher consulting revenues and contract revenues earned on a large school district project. In April 2006 JDL was notified by the U.S. Department of Justice ("DOJ") that JDL (and other parties) was the subject of an investigation regarding false claims for E-RATE funding involving the VIDOE. As a result of the investigation process and due to the uncertainties created by the DOJ investigation and the E-RATE approval process and JDL's inability to collect for services provided without approval, the Company ceased revenue recognition on JDL's VIDOE contracts in 2006. The Company will maintain this approach into 2007 and beyond, until it becomes convinced that such approvals are routine and that it is remote that funding will not be approved and that financial reports including such revenues can be relied upon as accurate. (A further discussion of revenue recognition policies can be found in Note 1 to the consolidated financial statements.) Billings for services in the second quarter of 2006 to the VIDOE that went unrecognized in 2006 revenues totaled \$588,000.

In 2005, JDL entered into a fixed-price contract with a large school district to install and upgrade its network equipment and infrastructure. The total value of this contract was \$6,645,000. As of June 30, 2006, costs and estimated earnings under this contract recognized on a percentage-of-completion basis totaled \$5,469,000. Total billings for this contract were \$3,460,000. Revenue recognized in the second quarter of 2006 on this contract was \$1,194,000. The project is expected to be completed in the third quarter of 2006. The method used to determine the progress of completion is based on the ratio of costs incurred to total estimated costs.

JDL gross margins decreased to \$417,000 in the second quarter of 2006 compared to \$1,581,000 in the same period in 2005. Gross margins in 2006 were negatively impacted by the absence of E-RATE revenues from JDL's VIDOE contracts. Margins were also negatively affected by increased depreciation charges on plant investments in the U.S. Virgin Islands and higher than anticipated costs on the Oakland project and on lower margin equipment sales to Broward County. Selling, general and administrative expenses increased in 2006 to \$1,292,000 compared to \$1,224,000 in 2005 due to legal and professional fees incurred in the Department of Justice investigation, higher sales headcount and increased marketing and administrative salaries including costs of expanding JDL's Florida operations. JDL reported an operating loss of \$875,000 in the second quarter of 2006 compared to operating income of \$357,000 in the second quarter of 2005.

Austin Taylor's sales increased to \$1,952,000 in 2006 compared to \$1,532,000 in 2005. 2006 gross margin improved to \$424,000 from \$122,000 in 2005. Operating income was \$151,000 in 2006 compared to an operating loss of \$187,000 in 2005.

Investment income net of interest expense was \$172,000 in 2006 compared to \$92,000 in 2005 due to increased cash and investment balances and higher rates earned on funds invested. Income from continuing operations before income taxes increased to \$1,637,000 in 2006 compared to \$830,000 in 2005. The Company's effective income tax rate was 22% in 2006 and 44% in 2005.

Net income for the three months ended June 30, 2005 includes the discontinued operations of Image Systems, a medical and technical imaging business unit located in Eden Prairie, Minnesota. During the 2005 period Image Systems had a net of tax operating loss of \$152,000 on sales of \$1,027,000. Effective October 1, 2005, the Company negotiated an agreement to sell the inventory, equipment and all intangibles (trade names, intellectual property, etc.) of Image Systems to Richardson Electronics, Ltd. Net income in 2006 was \$1,266,000 compared to \$309,000 in 2005.

[Table of Contents](#)

Liquidity and Capital Resources

At June 30, 2006, the Company had \$21,819,000 of cash and cash equivalents compared to \$26,661,000 of cash and cash equivalents at December 31, 2005. The Company had working capital (current assets minus current liabilities) of approximately \$68,965,000 and a current ratio of 8.3 to 1 at June 30, 2006 compared to working capital of \$67,048,000 and a current ratio of 6.7 to 1 at the December 31, 2005.

Net cash used by operating activities was \$3,092,000 in the first six months of 2006 compared to net cash provided by operating activities of \$2,175,000 in the same period in 2005. The decrease was due primarily to increases in trade receivables and inventories and decreases in trade payables.

Net cash used in investing activities was \$280,000 in the first six months in 2006 compared to \$1,501,000 in the same period in 2005. In the first six months of 2006, cash investments in new plant and equipment totaled \$854,000 compared to \$1,501,000 in 2005. Proceeds from the sale of discontinued operations totaled \$574,000 in the first six months of 2006. Plant and equipment purchases in both years were financed by internal cash flows. The Company expects to spend a total of \$2,500,000 on capital additions in 2006.

Net cash used in financing activities was \$1,461,000 in the first six months in 2006 compared to net cash used in financing activities in the same period in 2005 of \$924,000. The Company purchased and retired 68,049 shares of its stock in open market transactions during the 2006 period. At June 30, 2006 Board authorizations are outstanding to purchase an additional 202,829 shares. Cash dividends paid in the first six months of 2006 was \$1,400,000 compared to \$1,106,000 in the same period in 2005. There were no borrowings on the line of credit during the first six months of 2006 or 2005.

In the opinion of management, based on the Company's current financial and operating position and projected future expenditures, sufficient funds are available to meet the Company's anticipated operating and capital expenditure needs.

Critical Accounting Policies

Our critical accounting policies, including the assumptions and judgments underlying them, are discussed in our 2006 and 2005 Form 10-K in Note 1 Summary of Significant Accounting Policies included in our Consolidated Financial Statements. As discussed in Note 1, the Company has reevaluated its revenue recognition policies with regard to contracts with the U.S. Virgin Islands Department of Education (VIDOE) that are subject to E-RATE funding. The Company has deferred recognition of these revenues in 2006 until its contracts with the VIDOE have been approved by government funding authorities. The Company will continue this policy in force until it becomes convinced that such funding approvals are routine and that it is remote that funding will not be approved. Effective January 1, 2006, the Company also adopted the provisions of adopted SFAS No. 123(R), requiring the Company to recognize expense related to the fair value of the stock-based compensation awards, as discussed in Note 2. There were no other significant changes to our critical accounting policies during the six months ended June 30, 2006.

[Table of Contents](#)

The Company's accounting policies have been consistently applied in all material respects and disclose such matters as allowance for doubtful accounts, sales returns, inventory valuation, warranty expense, income taxes, revenue recognition, asset and goodwill impairment recognition and foreign currency translation. On an ongoing basis, we evaluate our estimates based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the result of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Results may differ from these estimates due to actual outcomes being different from those on which we based our assumptions. Management on an ongoing basis reviews these estimates and judgments.

Recently Issued Accounting Pronouncements

In July 2006 the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 48 (FIN 48), "Accounting for Income Taxes – an interpretation of FASB Statement No. 109", which clarifies accounting for uncertain tax positions. FIN 48 requires the Company to recognize the impact of a tax position in the Company's financial

statements if that position is likely to be sustained on audit, based on the technical merits of the position. The provisions of FIN 48 are effective for the Company beginning January 1, 2007. The Company has not determined the impact of the adoption of FIN 48 will have on the Company's consolidated financial statements.

In September 2006 the FASB issued SFAS No. 157, "Fair Value Measurements". SFAS No. 157 defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles and expands fair value disclosure requirements. SFAS No. 157 applies whenever another accounting standard requires (or permits) assets or liabilities to be measured at fair value, but does not expand the use of fair value to new circumstances. SFAS No. 157 is effective beginning in 2008. The Company has not yet determined the effect SFAS No. 157 will have on its financial statements.

The Company adopted SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Post Retirement Plans" on December 31, 2006. SFAS No. 158 requires the Company to recognize the funded status of its post retirement plans on the balance sheet and recognize as a component of accumulated other comprehensive income the gains and losses, prior service costs or credits that occur during the financial year but are not recognized as components of the Company's pension costs. The adoption of SFAS No. 158 caused the Company to adjust its December, 2006 financial statements to include \$200,000 of previously unrecognized actuarial gains in Austin Taylor's pension plan funds.

In February 2007 the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities – Including an amendment of FASB Statement No. 115". SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value. The amendment to SFAS No. 115 applies to all entities with investments in available-for-sale or trading securities. The statement is effective for fiscal years beginning after November 15, 2007. The Company has not yet determined the effect SFAS No. 159 will have on its financial statements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

The Company has no freestanding or embedded derivatives. The Company's policy is to not use freestanding derivatives and to not enter into contracts with terms that cannot be designated as normal purchases or sales.

22

[Table of Contents](#)

The vast majority of our transactions are denominated in U.S. dollars; as such, fluctuations in foreign currency exchange rates have historically not been material to the Company. At June 30, 2006 our bank line of credit carried a variable interest rate based on the London Interbank Offered Rate (Libor) plus 2%. The Company's investments are tax free money market type of investments that earn interest at prevailing market rates and as such do not have material risk exposure.

Based on the Company's operations, in the opinion of management, no material future losses or exposure exist relative to market risk.

Item 4. Controls and Procedures

The Company, under the supervision and with the participation of management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a – 15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based on that evaluation, the CEO and CFO concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were not effective due to the controls over the financial close and reporting processes at the Company's JDL Technologies subsidiary which, in part, caused us to not be able to file this report within the time period specified in the Securities and Exchange Commission's rules and forms. The internal controls over financial close and reporting processes at JDL did not adequately provide for (1) timely, properly performed reconciliations for all significant accounts and (2) timely, appropriate application of the entity's accounting policies to events or transactions that were appropriately documented by knowledgeable and qualified personnel using approved methods and formats.

During the period covered by this Report there was no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

From time to time in reports filed with the Securities and Exchange Commission, in press releases, and in other communications to shareholders and the investing public, the Company may make statements regarding the Company's future financial performance. Such forward looking statements are subject to risks and uncertainties, including but not limited to, the effects of the Telecommunications Act, new technological developments which may reduce barriers for competitors entering the Company's local exchange or cable television markets, higher than expected expenses and other risks involving the telecommunications industry generally. All such forward-looking statements should be considered in light of such risks and uncertainties.

23

[Table of Contents](#)

PART II. OTHER INFORMATION

Item 1. Not Applicable

Item 1A. Risk Factors

In addition to the risk factors from those disclosed in the Company's 2006 and 2005 Annual Reports on Forms 10-K, the following risk factor should be considered when reviewing other information set forth in this report and previously filed reports.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect, that disclosure controls and procedures will prevent all possible error or

fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. These inherent limitations, include, the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of persons, by collusion or two or more persons, or by management override of the control. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies and procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected.

Since April 2006 JDL has been the subject of an informal civil investigation by the U.S. Department of Justice (“DOJ”) regarding allegations that JDL (and other parties) made false claims for E-RATE funding involving the VIDOE. In addition to cooperating with DOJ investigators since April 2006 the Company has conducted its own internal investigation of its VIDOE business. To date the Company has not been notified of any program violation or the basis of any other claim, and the Company is hopeful that DOJ’s investigation of JDL will be resolved without material cost to the Company. However, the possibility exists that the DOJ may assert claims against JDL that, if proved, could result in materially adverse financial consequences to the Company.

Items 2 - 3. Not Applicable

[Table of Contents](#)

Item 4. Submission of Matters to a Vote of Securities Holders

The Annual Meeting of the Shareholders of the Registrant was held on May 25, 2006 in Eden Prairie, Minnesota. The total number of shares outstanding and entitled to vote at the meeting was 8,720,133 of which 8,145,375 were present either in person or by proxy. Shareholders re-elected board members Paul A. Anderson and Wayne E. Sampson to three-year terms expiring at the 2009 Annual Meeting of Shareholders. The vote for these board members was as follows:

	<u>In Favor</u>	<u>Abstaining</u>
Paul A. Anderson	7,912,880	232,495
Wayne E. Sampson	7,849,631	295,744

Board members continuing in office are Gerald D. Pint and Curtis A. Sampson (whose terms expire at the 2007 Annual Meeting of Shareholders) and Edwin C. Freeman, Luella Gross Goldberg and Randall D. Sampson (whose terms expire at the 2008 Annual Meeting of Shareholders).

Item 5. Not Applicable

Item 6. Exhibits and Reports on Form 8-K.

(a) The following exhibits are included herein:

- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rules 13a-14 and 15d-14 of the Exchange Act).
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rules 13a-14 and 15d-14 of the Exchange Act).
32. Certifications pursuant Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. §1350).

(b) Reports on Form 8-K.

On May 16, 2006, the Company filed a Current Report on Form 8-K with the Securities and Exchange Commission, reporting under Item 7 and 12 its first quarter 2006 earnings release to shareholders.

On May 22 2006, the Company filed a Current Report on Form 8-K with the Securities and Exchange Commission, reporting under Item 7 and 12 its press release reporting that management of the Company and its Audit Committee determined to defer filing the Company’s Quarterly Report on Form 10-Q for its first quarter ended March 31, 2006 until information related to a government investigation and related reviews publicly disclosed on May 15, 2006 could be gathered and assessed and the Company’s independent registered public accounting firm completes its review of the Form 10-Q required by Rule 10-01 of Regulation S-X under the Securities Exchange Act of 1934. The press release also discusses that the failure to file the Form 10-Q is a deficiency under the Rules of the American Stock Exchange where the Company’s common stock is traded.

[Table of Contents](#)

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 thereto duly authorized.

Communications Systems, Inc.

By */s/* Curtis A. Sampson

Date: May 15, 2007

Curtis A. Sampson
Chairman and
Chief Executive Officer

Date: May 15, 2007

/s/ Paul N. Hanson
Paul N. Hanson
Vice President and
Chief Financial Officer

CERTIFICATION

I, Curtis A. Sampson certify that:

1. I have reviewed this quarterly report on Form 10-Q of Communications Systems, Inc.;
2. 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;
3. 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;
4. 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)) 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) 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
 - (c) 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.

By

/s/ Curtis A. Sampson

Curtis A. Sampson
Chairman and
Chief Executive Officer

Date: May 15, 2007

CERTIFICATION

The undersigned certify pursuant to 18 U.S.C. § 1350, that:

- (1) The accompanying Quarterly Report on Form 10-Q for the period ended June 30, 2004, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the accompanying Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 15, 2007

By /s/ Curtis A. Sampson
Curtis A. Sampson
Chairman and
Chief Executive Officer

Date: May 15, 2007

By /s/ Paul N. Hanson
Paul N. Hanson
Vice President and
Chief Financial Officer