

INFINITE GROUP INC  
Form 10-K  
March 31, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-K**

(Mark One)

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

For the fiscal year ended December 31, 2013

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 0-21816

**INFINITE GROUP, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction of

incorporation or organization)

**52-1490422**

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

60 Office Park Way

**Pittsford, NY 14534**

(Address of principal executive offices)

**Registrant's telephone number, including area code (585) 385-0610**

**Securities registered pursuant to Section 12(b) of the Act: None**

**Securities registered pursuant to Section 12(g) of the Act:**

**Common Stock**

**Par value \$.001**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company.

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 Act).

Yes  No

The aggregate market value of the common stock of the registrant held by non-affiliates of the registrant (based upon the closing price on the Over the Counter Bulletin Board of \$.17 on June 28, 2013, the last business day of the registrant's most recently completed second fiscal quarter) was approximately \$4,050,000.

As of March 28, 2014, 25,961,883 shares of the registrant's common stock were outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

NONE

**INFINITE GROUP, INC.**

**Form 10-K**

**TABLE OF CONTENTS**

|  | <b>Page</b> |
|--|-------------|
| <b>PART I</b>  |             |
| Item 1. Business   | 3           |
| Item 1A. Risk Factors  | 8           |
| Item 1B. Unresolved Staff Comments   | 17          |
| Item 2. Properties   | 17          |
| Item 3. Legal Proceedings  | 17          |
| Item 4. Mine Safety Disclosures  | 17          |
| <b>PART II</b>   |             |
| Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities | 18          |
| Item 6. Selected Financial Data  | 18          |
| Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations                        | 18          |
| Item 7A. Quantitative and Qualitative Disclosures About Market Risk  | 28          |
| Item 8. Financial Statements and Supplementary Data  | 28          |
| Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure                         | 28          |
| Item 9A. Controls and Procedures   | 29          |
| Item 9B. Other Information   | 29          |
| <b>PART III</b>  |             |
| Item 10. Directors, Executive Officers and Corporate Governance  | 29          |
| Item 11. Executive Compensation  | 31          |
| Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters              | 33          |
| Item 13. Certain Relationships and Related Transactions, and Director Independence                                   | 34          |
| Item 14. Principal Accountant Fees and Services.   | 36          |
| <b>PART IV</b>   |             |
| Item 15. Exhibits and Financial Statement Schedules  | 36          |

**FORWARD LOOKING STATEMENT INFORMATION**

*Certain statements made in this Annual Report on Form 10-K are "forward-looking statements" regarding the plans and objectives of management for future operations. Such statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any*

*future results, performance or achievements expressed or implied by such forward-looking statements. The forward-looking statements included herein are based on current expectations that involve numerous risks and uncertainties. Our plans and objectives are based, in part, on assumptions involving judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond our control. Although we believe that our assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this report will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein particularly in view of the current state of our operations, the inclusion of such information should not be regarded as a statement by us or any other person that our objectives and plans will be achieved. Factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, but are not limited to, the factors set forth herein under the headings “Business,” “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” We undertake no obligation to revise or update publicly any forward-looking statements for any reason.*

## **PART I**

### **Item 1. Business**

#### **Business Overview**

We provide IT solutions that are intended to deliver measurable results to small and medium sized businesses (SMBs), government agencies, and large commercial enterprises. We provide:

Cloud computing;

Managed services that include managing leading edge operations and implementing complex programs in advanced server management;

Remote desktop and remote server monitoring and remediation;

Help desk and call center services;

Third party data storage;

Backup and disaster recovery solutions; and

Project management.

We provide cloud computing solutions that include public and private cloud architectures along with hybrid scalable cloud hosting, server virtualization and desktop virtualization solutions. In addition, we provide IT solutions that address mobility, information security and unified communications. We focus on aligning business processes with technology for delivery of solutions meeting our clients' needs and providing expert management services to the lifecycle of technology-based projects.

We provide support to professional service organizations of software companies that need additional skilled resources when implementing solutions. Our technical support personnel maintain leading edge certifications and qualifications in the respective software applications.

We provide on and off-site client support to best meet our clients' needs. We have several contract vehicles that enable us to deliver a broad range of our services and solutions as a prime contractor or subcontractor to the U.S., state and local governments and commercial customers.

Our professionals are located at our headquarters in Pittsford, N.Y. and in Colorado, Maryland, North Carolina, Virginia, and Washington, D.C. We are able to provide onsite service to most locations around the world including military bases.

As of December 31, 2013, we had 74 full-time employees and information technology independent contractors. Approximately 30% of our employees hold U.S. Government security clearances.

We had sales of approximately \$8.7 million in each of 2013 and 2012. We generated operating income of approximately \$441,000 in 2013 as compared to approximately \$592,000 in 2012.

During 2013, we derived approximately 90% of our sales from U.S. Government clients including sales under subcontracts.

During 2013, we derived approximately 69% of our sales from one client, including sales under subcontracts for services to several of its end clients including a large enterprise Fortune 100 company and a major establishment of the U.S. Government (the "U.S. Government Entity") for which we manage one of the nation's largest Microsoft Windows environments. We have been providing this service to the U.S. Government Entity under a long-standing subcontract, which has been renewed annually since 2004. Our team of server experts supports approximately 3,000 servers and 250,000 client stations from facilities in Maryland and Colorado. Operating 24 hours per day and seven days per week, we consistently meet or exceed the requirements of our service level agreements. We refer to this as our Advanced Server Management (ASM) team.

We also provided professional services to another client from whom we derived approximately 25% of our sales during 2013, including sales under subcontracts for services to their end clients of which over 90% are U.S. Government agencies and the rest are commercial entities. In accordance with our agreement with this client, we have provided our professional services to small and large commercial enterprises under subcontracts entered into with their end clients. In addition, we have provided services at more than 100 U.S. Government locations. Our experience with cloud computing related software has placed us in a position to take advantage of a growing trend towards Managed IT Services, particularly in the SMB space. We believe that the cloud virtualization experience that we gained from working with large institutions and government agencies differentiates us from our competition, particularly within the SMB space. Accordingly, increasing our revenues from direct sales to SMBs is one of our priorities.

We maintain an ISO 9001 certification which was renewed in 2013. ISO, or the International Organization for Standardization, is an international-standard-setting body composed of representatives from various national standards organizations which promulgates worldwide proprietary industrial and commercial standards. We also possess certifications with our business and technology partners and our personnel maintain numerous certifications and qualifications.

We have experience in U.S. Government agencies, state government, Fortune 500 companies, and SMBs. The quality and consistency of our services and IT expertise allow us to maintain long-term relationships with our major clients.

### **Information Technology (IT) Solutions and Services - Our Core Strengths**

We strategically built our business to deliver IT solutions and services that are intended to address challenges common to many U.S. Government agencies, state and local governments and commercial companies, including SMBs. Our key focus areas are as follows:

Managed services including:

- Remote desktop and remote server monitoring and remediation;
- Help desk;
- Data storage, back-up, and disaster recovery;
- Asset management; and
- Data center management.

Cloud computing including:

- Cloud hosting services;
- Server consolidation; and
- Desktop and server virtualization.



Mobility.

Unified communications including:

• Messaging; and  
• Collaboration.  
Information security.

Program and project management.

Systems engineering.

Consulting including:

• Business continuity planning; and  
• Business process optimization and management.

### **Government Contract Vehicles**

A government contract vehicle is a mechanism for conducting business with government entities which helps to significantly reduce such entities' lead time for procuring products or services and lowers agency acquisition costs associated with managing complex bid procedures. Our strategy has been to bid for contract vehicles that facilitate Federal and State governments' procurement requirements which allow us to compete further on task orders issued under the contract vehicles. We believe that possessing contract vehicles will facilitate sales growth if we are successful at bidding and winning business within task orders generated under these vehicles. However, the amount of sales that we may generate is not determinable until a specific project award is made

**Department of Homeland Security (DHS) Eagle II.** In September 2013, DHS made awards to prime contractors under its seven-year \$22 billion Enterprise Acquisition Gateway for Leading Edge Solutions II (EAGLE II) program. Contracts are Multiple Award, Indefinite-Delivery, Indefinite-Quantity (IDIQ) to provide information technology solutions through performance of a wide range of support services. DHS issued the solicitation for EAGLE II in November 2010. We bid for work under EAGLE II with teaming members and are a specifically named small business partner with one of the prime contractor awardees. This provides us with new opportunities to generate sales to DHS. EAGLE II task orders are expected to be issued in future periods.

**X-Feds Team.** During 2012, we were selected as a participant on the X-Feds team to provide engineering support services for the U.S. Space and Naval Warfare Systems Center (SPAWARSYSCEN) Atlantic's Core Infrastructure and Application Services Integration (CASI) in support of the Chief of Naval Operations and the Department of the Navy (DoN). We are a subcontractor to X-Feds on a \$249 million IDIQ contract. X-Feds, a leading small business provider of engineering, systems integration, technical, and business services, is one of seven small businesses selected to provide engineering support on the CASI contract. The primary goal of CASI is to support overall application migration to a Service Oriented Architecture (SOA) environment. Task orders are expected to be issued in future periods.

**Federal Supply Schedule Contract.** In 2003, we were awarded a Federal Supply Schedule Contract by the U.S. General Services Administration (GSA) for IT consulting services (Schedule 70). Our Schedule 70 Contract was extended through May 2014. Having a Schedule 70 allows us to compete for and secure prime contracts with all executive agencies of the U.S. Government, as well as other national and international organizations. Our Schedule 70 contract encompasses 95 different labor categories. We have used the Schedule 70 as a basis for pricing our current and proposed work.

**Navy's SeaPort-Enhanced (SeaPort-e) Program.** In 2006, we were awarded a prime contract under the SeaPort-e program. This contract allows us to compete for and perform service requirements solicited by various Navy commands, the Marine Corps, other organizations within the DoD, non-DoD agencies, and certain joint agency organizations for work that is integrally related to the scope and mission of the contract. This work involves professional services in all phases of naval ship and weapon systems acquisition and life-cycle support, including research and development support, prototyping, technology analysis, acquisition logistics, project management support, modeling, test and evaluation trials, crisis and consequence management, and engineering support. We continue to monitor task orders issued under this vehicle. As required for continued participation, during the first quarter of 2014, we re-bid this program and are working with partners to prepare a proposal for a specific task order.

**Mississippi Server Virtualization Contract.** In 2009, the state of Mississippi awarded us a three-year contract, which was extended to June 2014, to provide server virtualization consulting services to all Mississippi state agencies. Under the agreement, we support the virtualization projects of each agency to move their servers to a virtualized environment at the state's new data center located in Jackson, Mississippi or virtualize in place as directed. The program started with the Department of Human Services. We prepared a "total cost of ownership" analysis which estimated that virtualizing the department's 112 servers and migration to the central data center will save an estimated

\$4 million over five years. We completed a virtualization assessment project that studied, architected, and designed a program to consolidate and virtualize executive agency servers for the state's datacenter. The total cost of ownership analysis showed approximately \$9 million of savings over five years. Subsequently, we began implementing the second phase by virtualizing servers at four executive agencies. The success of these agencies led the way for more agencies to adopt the modernization concept and all agencies are now fully designed. The implementation phase is underway. The adoption and success of our implementation of VMware led to the selection of VMware Site Recovery Manager for better backup and recovery at two agencies. Additionally, the Mississippi Department of Information Technology engaged us to leverage the virtual machine environment at a chosen agency to design and implement an application backup and replication system using Veeam Software's (Veeam) solution. Veeam is an Elite VMware Technology Alliance partner and a Microsoft managed partner, that develops innovative products for virtual infrastructure management and data protection. The success of this endeavor led to our selection at another agency. We believe our track record of successful engagements in Mississippi will lead to increased business in the state and that our state experience and track record in Mississippi will support our effort to increase business in other states.

## Certifications and Partner Agreements

**Gold-level Partnership Certification.** During 2012, we established a gold level partnership with Veeam. Gold-level partnership certification enables us to work with Veeam specialists to create custom virtual infrastructure management and data protection solutions that leverage both companies' technical strengths to meet customers' specific needs.

**VMware Authorized Consultant (VAC).** Since 2007, we have been approved as a VMware Authorized Consultant (VAC) by VMware, Inc. a subsidiary of EMC Corporation. VMware is recognized as the industry leader in virtualization technology. As a VAC, we are trained and certified to deliver consulting services and solutions leveraging VMware technology. We are also certified as a VMware Enterprise VIP Reseller authorized to resell VMware's full product line. We are an Enterprise Partner with VMware with the Infrastructure Virtualization Competency. We are also a Virtualization Management Lighthouse Partner which is a distinction earned by invitation only and requires passing select training courses specific to VMware Management solutions. We are a member of the Consulting and Integration Partner Program (CIPP). Members of the CIPP design, plan, integrate and deploy sophisticated virtual infrastructures to meet the demanding business needs of customers. We are also registered with the U.S. Federal Specialization within VMware. These certifications are examples of our concerted effort to grow and expand our virtualization practice. We are actively working with a number of current and potential clients that utilize this expertise. We believe our virtualization experience and expertise with VMware will continue to facilitate increases in sales, particularly in the Cloud computing market.

**Microsoft Silver Certified Partner.** We are part of Microsoft's Accredited Online Cloud Services program. We have successfully been certified in sales, pricing and technical delivery of Office 365 which combines the familiar Office desktop suite with cloud-based versions of the next-generation communications and collaboration services: Exchange Online, SharePoint Online and Lync Online. These services are already providing real world benefits to our existing clients while allowing us to offer clear guidelines for transitioning new users to hybrid-cloud-based solutions. We have also received certification for Windows Intune which provides complete remote desktop support capabilities enhancing our overall goal of providing complete solutions for virtualization and cloud based Software as a Service (SaaS). What once required expensive hardware and time consuming deployments can now be delivered seamlessly, including web conferencing, collaboration, document management, messaging, customer relationship management and productive office web applications all with lower total cost of ownership and quicker return on investment. We believe our Microsoft competencies assist our business development personnel when presenting solutions that, if accepted, will increase our sales.

**Hewlett Packard Supplier Based Consolidation Program (SBCP).** We have been accepted into the Hewlett Packard (HP) Supplier Based Consolidation Program (SBCP). Under SBCP, we are a member of a select group of suppliers that are eligible to be awarded tasks by HP nationwide. HP has many tools and resources to help us generate new sales streams, and improve our mutual profitability, while at the same time adding unique value for our joint clients. The program comprises practical tools and services that we hope will help us in the key areas of marketing and selling our solutions, optimizing the technology, and collaborating with other organizations within our industry in order to generate more revenue. The Master Services Agreement covering the SCBP runs to August 2014.

**Competition**

We compete with other IT professional services firms operating in the U.S. Government, state and local government and commercial marketplace. We obtain a portion of our business on the basis of proposals submitted in response to requests from potential and current clients, who typically also receive proposals from other firms.

6

In the U.S. Government market, many of our proposed services are included with proposals of large prime contractors, where a specific area for our participation has been identified based on our expertise and experience. Certain large prime contractors in the U.S. Government market are required to allocate a portion of their contract to small businesses and we are able to fill that role. We also face indirect competition from certain government agencies that perform services for themselves similar to those we market.

We have entered into subcontracts with systems integrators holding multi-year, multi-million dollar contracts with various agencies of the U.S. Government. In such cases, our competition is mainly with other IT services companies classified as small business entities by government standards. For prime contracts with the U.S. Government, we anticipate that our competition will range from small business set aside contractors to full and open competition with large firms such as Northrop Grumman Information Technologies, Science Applications International Corp., Computer Sciences Corp., Unisys, IBM, Booz Allen Hamilton, SRA International, Inc. and Serco Services Inc.

Because of the diverse requirements of U.S. Government clients and the highly competitive nature of large procurements, corporations frequently form teams to pursue contract opportunities. The same companies listed as competitors will often team with us or subcontract to us in the pursuit of new business. We believe that the major competitive factors in our market are distinctive technical competencies, successful past contract performance, price of services, reputation for quality, and key management with domain expertise.

We face competition in the commercial markets from other IT service providers, large and small in all of the markets we target.

Our competitors, in general, have substantially greater capital resources, research and development staffs, sales and marketing resources, facilities and experience than we do.

#### **Company Information Available on the Internet**

We maintain a website at [www.IGIus.com](http://www.IGIus.com). Through a link to the Investor Relations section of our website, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are available, free of charge, as soon as reasonably practicable after we electronically file such material with or furnish it to the Securities and Exchange Commission (SEC). The content of our website shall not be deemed part of this report.

**Employees**

At December 31, 2013, we have 74 full-time employees and independent contractors, including 61 in information technology services, one in executive management, three in finance and administration, one in employee recruiting, and eight in marketing and sales. We are not subject to any collective bargaining agreements and we believe that our relations with our employees are good. We believe that we are currently staffed at an appropriate level to administratively implement and carry out our business plan for the next 12 months. However, we expect to add positions in information technology services as we expand our sales.

Our ability to develop and market our services, and to establish and maintain a competitive position in our businesses will depend, in large part, upon our ability to attract and retain qualified technical, marketing and managerial personnel, of which there can be no assurance.

**General Information**

We were incorporated under the laws of the state of Delaware on October 14, 1986. On January 7, 1998, we changed our name from Infinite Machines Corp. to Infinite Group, Inc. Our principal corporate headquarters are located at 60 Office Park Way, Pittsford, NY 14534. Our business is in the field of IT services.

## Item 1A. Risk Factors

In addition to the other information provided in our reports, you should consider the following factors carefully in evaluating our business and us. Additional risks and uncertainties not presently known to us, which we currently deem immaterial or that are similar to those faced by other companies in our industry or business in general, such as competitive conditions, may also impair our business operations. If any of the following risks occur, our business, financial condition, or results of operations could be materially adversely affected.

### **Risks Related to our Industry**

***We depend on prime contracts or subcontracts with the U.S. Government for a substantial portion of our sales, and our business would be seriously harmed if the government ceased doing business with us or our prime contractors or significantly decreased the amount of business it does with us or our prime contractors.***

We derived approximately 90% of our sales in 2013 and 2012 from U.S. Government contracts as either a prime contractor or a subcontractor. We expect that we will continue to derive a substantial portion of our sales for the foreseeable future from work performed under U.S. Government contracts, as we have in the past, and from new marketing efforts focused on state and local governments and commercial enterprises. If we or our prime contractors were suspended or prohibited from contracting with federal, state or local governments, or if our reputation or relationship with the federal, state or local governments and commercial enterprises were impaired, or if any of the foregoing otherwise ceased doing business with us or our prime contractors or significantly decreased the amount of business it does with us or our prime contractors, our business, prospects, financial condition and operating results would be materially adversely affected.

***Our business could be adversely affected by changes in budgetary priorities of the U.S. Government.***

Because we derive a significant portion of our sales from contracts with the U.S. Government, we believe that the success and development of our business will continue to depend on our successful participation in U.S. Government contract programs. Changes in U.S. Government budgetary priorities could directly affect our financial performance. A significant decline in government expenditures, a shift of expenditures away from programs which call for the types of services that we provide or a change in U.S. Government contracting policies, could cause U.S. Governmental agencies to reduce their expenditures under contracts, to exercise their right to terminate contracts at any time without penalty, not to exercise options to renew contracts or to delay or not enter into new contracts. Any of those actions could seriously harm our business, prospects, financial condition or operating results. Moreover, although our contracts with governmental agencies often contemplate that our services will be performed over a period of several years, Congress usually must approve funds for a given program each government fiscal year and may significantly



reduce or eliminate funding for a program. Significant reductions in these appropriations by Congress could have a material adverse effect on our business. Additional factors that could have a serious adverse effect on our U.S. Government contracting business include, but may not be limited to:

- changes in U.S. Government programs or requirements;
- budgetary priorities limiting or delaying U.S. Government spending generally, or by specific departments or agencies in particular, and changes in fiscal policies or available funding, including potential governmental shutdowns;
- reductions in the U.S. Government's use of technology solutions firms;
- a decrease in the number of contracts reserved for small businesses, or small business set asides, which could result in our inability to compete directly for these prime contracts; and
- curtailment of the U.S. Government's use of IT or related professional services.

***The Office of Management and Budget process for ensuring government agencies properly support capital planning initiatives, including information technology investments, could reduce or delay federal information technology spending and cause us to lose revenue.***

The Office of Management and Budget, or OMB, supervises spending by federal agencies, including enforcement of the Government Performance Results Act. This Act requires, among other things, that federal agencies make an adequate business justification to support capital planning initiatives, including all information technology investments. The factors considered by the OMB include, among others, whether the proposed information technology investment is expected to achieve an appropriate return on investment, whether related processes are contemporaneously reviewed, whether inter-operability with existing systems and the capacity for these systems to share data across government has been considered, and whether existing off-the-shelf products are being utilized to the extent possible. If our clients do not adequately justify proposed information technology investments to the OMB, the OMB may refuse funding for their new or continuing information technology investments, and we may lose revenue as a result.

***Our contracts with the U.S. Government may be terminated or adversely modified prior to completion, which could adversely affect our business.***

U.S. Government contracts generally contain provisions, and are subject to laws and regulations, that give the U.S. Government rights and remedies not typically found in commercial contracts, including provisions permitting the U.S. Government to:

- terminate our existing contracts;
- reduce potential future revenues from our existing contracts;
- modify some of the terms and conditions in our existing contracts;
- suspend or permanently prohibit us from doing business with the U.S. Government or with any specific government agency;
- impose fines and penalties;
- subject us to criminal prosecution;
- subject the award of some contracts to protest or challenge by competitors, which may require the contracting U.S. agency or department to suspend our performance pending the outcome of the protest or challenge and which may also require the government to solicit new bids for the contract or result in the termination, reduction or modification of the awarded contract;
- suspend work under existing multiple year contracts and related task orders if the necessary funds are not appropriated by Congress;
- decline to exercise an option to extend an existing multiple year contract; and
- claim rights in technologies and systems invented, developed or produced by us.

The U.S. Government may terminate a contract with us either "for convenience" (for instance, due to a change in its perceived needs or its desire to consolidate work under another contract) or if we default by failing to perform under the contract. If the U.S. Government terminates a contract with us for convenience, we generally would be entitled to recover only our incurred or committed costs, settlement expenses and profit on the work completed prior to termination. If the U.S. Government terminates a contract with us based upon our default, we generally would be denied any recovery for undelivered work, and instead may be liable for excess costs incurred by the U.S. Government in procuring undelivered items from an alternative source. We may in the future receive show-cause or cure notices under contracts that, if not addressed to the U.S. Government's satisfaction, could give the government the right to terminate those contracts for default or to cease procuring our services under those contracts.

Our U.S. Government contracts typically have terms of one or more base years and one or more option years. Many of the option periods cover more than half of the contract's potential term. U.S. Governmental agencies generally have the right not to exercise options to extend a contract. A decision to terminate or not to exercise options to extend our existing contracts could have a material adverse effect on our business, prospects, financial condition and results of operations.

Certain of our U.S. Government contracts also contain "organizational conflict of interest" clauses that could limit our ability to compete for certain related follow-on contracts. For example, when we work on the design of a particular solution, we may be precluded from competing for the contract to install that solution. While we actively monitor our contracts to avoid these conflicts, we cannot guarantee that we will be able to avoid all organizational conflict of interest issues.

In addition, U.S. Government contracts are frequently awarded only after formal competitive bidding processes, which have been and may continue to be protracted, and typically impose provisions that permit cancellation in the event that funds are unavailable to the public agency.

The competitive bidding process presents a number of risks, including the following:

- we expend substantial funds, managerial time and effort to prepare bids and proposals for contracts that we may not win;
- we may be unable to estimate accurately the resources and cost that will be required to service any contract we win, which could result in substantial cost overruns; and
- we may encounter expense and delay if our competitors protest or challenge awards of contracts to us in competitive bidding, and any such protest or challenge could result in a requirement to resubmit bids on modified specifications or in the termination, reduction or modification of the awarded contract.

***Unfavorable government audits could require us to refund payments we have received, to forgo anticipated sales and could subject us to penalties and sanctions.***

The government agencies we work for generally have the authority to audit and review our contracts with them and/or our subcontracts with prime contractors. As part of that process, the government agency reviews our performance on the contract, our pricing practices, our cost structure and our compliance with applicable laws, regulations and standards. If the audit agency determines that we have improperly received payment or reimbursement, we would be required to refund any such amount. If a government audit uncovers improper or illegal activities by us, we may be subject to civil and criminal penalties and administrative sanctions, including termination of contracts, forfeitures of profits, suspension of payments, fines and suspension or disqualification from doing business with the government. Any such unfavorable determination could adversely impact our ability to bid for new work which would have a negative impact on our business.

***The failure by Congress to approve budgets on a timely basis for the U.S. Government agencies we support could delay procurement of our services and solutions and cause us to lose future revenues.***

On an annual basis, Congress must approve budgets that govern spending by the U.S. Government agencies that we support. In years when Congress is not able to complete its budget process before the end of the U.S. Government's fiscal year, on September 30, Congress typically funds government operations pursuant to a continuing resolution. A continuing resolution allows U.S. Government agencies to operate at spending levels approved in the previous budget cycle. When the U.S. Government operates under a continuing resolution, it may delay funding we expect to receive from clients on work we are already performing and will likely result in new initiatives being delayed or in some cases cancelled.

*Our gross margin from our contracts will suffer if we are not able to maintain our pricing and utilization rates and control our costs.*

Our gross profit margin is largely a function of the rates we charge for our IT Services and the utilization rate, or chargeability, of our employees. Accordingly, if we are not able to maintain the rates we charge for our services or an appropriate utilization rate for our employees, we will not be able to sustain our gross profit margin and earn a sufficient amount to fund our operating expenses. The rates we charge for our IT Services are affected by a number of factors, including:

- our clients' perception of our ability to add value through our services;
- competition;
- introduction of new services or products by us or our competitors;

pricing policies of our competitors; and  
general economic conditions.

Our utilization rates are also affected by a number of factors, including:

seasonal trends, primarily as a result of holidays, vacations, and slowdowns by our clients, which may have a more significant effect in the fourth quarter;  
our ability to transition employees from completed engagements to new engagements;  
our ability to forecast demand for our services and thereby maintain an appropriately balanced and sized workforce;  
and  
our ability to manage employee turnover.

We have implemented cost-management programs to manage our costs, including personnel costs, support and other overhead costs. Some of our costs, like office rents, are fixed in the short term, which limits our ability to reduce costs in periods of declining sales. Our current and future cost-management initiatives may not be sufficient to maintain our margins as our level of sales varies.

***If we fail to meet our contractual obligations to our clients, our ability to compete for future work and our financial condition may be adversely affected.***

If we fail to meet our contractual obligations, we could be subject to legal liability, which could adversely affect our business, operating results and financial condition. The provisions we typically include in our contracts which are designed to limit our exposure to legal claims relating to our services may not protect us or may not be enforceable under some circumstances or under the laws of some jurisdictions. It is possible, because of the nature of our business, that we may be exposed to legal claims in the future. We have errors and omissions insurance with coverage limits of \$1 million, subject to a \$100,000 deductible payable by us. The policy limits may not be adequate to provide protection against all potential liabilities. As a consulting firm, we depend to a large extent on our relationships with our clients and our reputation for high-quality services to retain and attract clients and employees. As a result, claims made against us may damage our reputation, which in turn, could impact our ability to compete for new business.

***The IT services industry is highly competitive, and we may not be able to compete effectively.***

We operate in a highly competitive industry that includes a large number of participants. We believe that we currently compete principally with other IT professional services firms, technology vendors and the internal information systems groups of our clients. Many of the companies that provide services in our markets have significantly greater financial, technical and marketing resources than we do. Our marketplace continues to experience rapid changes in its

competitive landscape. Some of our competitors have sought access to public and private capital and others have merged or consolidated with better-capitalized partners. These changes may create more or larger and better-capitalized competitors with enhanced abilities to compete for market share generally and our clients specifically, in some cases, through significant economic incentives to clients to secure contracts. These competitors may also be better able to compete for skilled professionals by offering them large compensation incentives. One or more of our competitors may develop and implement methodologies that result in superior productivity and price reductions without adversely affecting the competitors' profit margins. In addition, there are relatively few barriers to entry into our markets and we have faced, and expect to continue to face, competition from new entrants into our markets. As a result, we may be unable to continue to compete successfully with our existing or any new competitors.

*We may lose money on some contracts if we do not accurately estimate the expenses, time and resources necessary to satisfy our contractual obligations.*

We enter into two types of U.S. Government contracts for our services: time-and-materials and fixed-price. Each of these types of contracts, to varying degrees, involves some risk that we could underestimate our cost of fulfilling the contract, which may reduce the profit we earn or lead to a financial loss on the contract.

Under time and materials contracts, we are reimbursed for labor at negotiated hourly billing rates and for certain expenses. We assume financial risk on time and material contracts because we assume the risk of performing those contracts at negotiated hourly rates.

Under fixed-price contracts, we perform specific tasks for a fixed price. Compared to cost-plus contracts, fixed price contracts generally offer higher margin opportunities, but involve greater financial risk because we bear the impact of cost overruns and bear the risk of underestimating the level of effort required to perform the contractual obligations, which could result in increased costs and expenses.

Our profits could be adversely affected if our costs under any of these contracts exceed the assumptions we used in bidding for the contract.

***If we fail to establish and maintain important relationships with government entities and agencies, our ability to successfully bid for new business may be adversely affected.***

To develop new business opportunities, we rely on establishing and maintaining relationships with various government entities and agencies. We may be unable to successfully maintain our relationships with government entities and agencies, and any failure to do so could materially adversely affect our ability to compete successfully for new business.

***Our business may suffer if our facilities or our employees are unable to obtain or retain the security clearances or other qualifications needed to perform services for our clients.***

Many of our U.S. Government contracts require employees and facilities used in specific engagements to hold security clearances and to clear National Agency Checks and Defense Security Service checks. Some of our contracts require us to employ personnel with specified levels of education, work experience and security clearances. Depending on the level of clearance, security clearances can be difficult and time-consuming to obtain. If our employees or our facilities lose or are unable to obtain necessary security clearances or successfully clear necessary National Agency or Defense Security Service checks, we may not be able to win new business and our existing clients could terminate their contracts with us or decide not to renew them, and in each instance our operating results could be materially adversely affected.

***We must comply with a variety of laws, regulations and procedures and our failure to comply could harm our operating results.***



We must observe laws and regulations relating to the formation, administration and performance of U.S. Government contracts which affect how we do business with our clients and impose added costs on our business. For example, the Federal Acquisition Regulation and the industrial security regulations of the Department of Defense and related laws include provisions that:

- allow our U.S. Government clients to terminate or not renew our contracts if we come under foreign ownership, control or influence;
- require us to disclose and certify cost and pricing data in connection with contract negotiations;
- require us to prevent unauthorized access to classified information; and
- require us to comply with laws and regulations intended to promote various social or economic goals.

We are subject to industrial security regulations of the U.S. Government agencies that are designed to safeguard against foreigners' access to classified information. If we were to come under foreign ownership, control or influence, we could lose our facility security clearance, which could result in our U.S. Government clients terminating or deciding not to renew our contracts, and could impair our ability to obtain new contracts.

In addition, our employees often must comply with procedures required by the specific agency for which work is being performed, such as time recordation or prohibition on removal of materials from a location.

Our failure to comply with applicable laws, regulations or procedures, including U.S. Government procurement regulations and regulations regarding the protection of classified information, could result in contract termination, loss of security clearances, suspension or prohibition from contracting with the U.S. Government, civil fines and damages and criminal prosecution and penalties, any of which could materially adversely affect our business.

***The U.S. Government may revise its procurement or other practices in a manner adverse to us.***

The U.S. Government may revise its procurement practices or adopt new contracting rules and regulations, such as cost accounting standards. It could also adopt new contracting methods relating to GSA contracts, government-wide contracts, or adopt new standards for contract awards intended to achieve certain social or other policy objectives, such as establishing new set-aside programs for small or minority-owned businesses. In addition, the U.S. Government may face restrictions from new legislation or regulations, as well as pressure from government employees and their unions, on the nature and amount of services the U.S. Government may obtain from private contractors. These changes could impair our ability to obtain new contracts or contracts under which we currently perform when those contracts are put up for re-competition bid. Any new contracting methods could be costly or administratively difficult for us to implement, and, as a result, could harm our operating results. For example, the Truthfulness, Responsibility and Accountability in Contracting Act, proposed in 2001, would have limited and severely delayed the U.S. Government's ability to use private service contractors. Although this proposal was not enacted, it or similar legislation could be proposed at any time. Any reduction in the U.S. Government's use of private contractors to provide federal information technology services could materially adversely impact our business.

***Failure to maintain strong relationships with government contractors could result in a decline in our sales.***

We derived approximately 90% of our sales in 2013 from contracts under which we acted as a subcontractor. Our subcontracts with prime contractors contain many of the same provisions as the prime contracts and therefore carry many of the same risks previously identified in these Risk Factors. As a subcontractor, we often lack control over fulfillment of a contract, and poor performance on the contract by others could tarnish our reputation, even when we perform as required. We expect to continue to depend on relationships with other contractors for a significant portion of our sales in the foreseeable future. Moreover, our sales and operating results could be materially adversely affected if any prime contractor chooses to offer services of the type that we provide or if any prime contractor teams with other companies to independently provide those services.

## **Risks Related to our Business and Financial Condition**

***We are highly leveraged, which increases our operating deficit and makes it difficult for us to grow.***

At December 31, 2013, we had current liabilities, including trade payables, of approximately \$1.6 million and long-term liabilities of \$2.0 million. We had a working capital deficit of approximately \$936,000 and a current ratio of .40. If we experience working capital shortages that impair our business operations and growth strategy, our business, operations and financial condition will be materially adversely affected.

***We have been dependent on a limited number of high net worth individuals to fund our working capital needs.***

From 2003 through 2013, we received approximately \$3.1 million in a combination of equity, debt conversion and debt transactions from a limited number of high net worth investors. We cannot provide assurance that we will be able to continue to raise additional capital from this group of investors, or that we will be able to secure funding from additional sources.

We have current notes payable of \$142,000 to a related party, \$30,000 to a third party, and current maturities of long-term obligations of \$21,186. Our long-term notes to third parties totaling \$1,523,406 mature through 2018, with significant amounts beginning to mature on January 1, 2015. We cannot provide assurance that we will be able to obtain extensions of maturity dates for long-term notes payable when they mature or that we will be able to repay or otherwise refinance the notes at their scheduled maturities.

***We may require additional financing in the future, which may not be available on acceptable terms.***

We may require additional funds for working capital and general corporate purposes. We cannot provide assurance that adequate additional financing will be available or, if available, will be offered on acceptable terms.

Moreover, our IT services billings generate accounts receivable that are generally paid within 30 to 60 days from the invoice date. The cost of those sales generally consists of employee salaries and benefits that we must pay prior to our receipt of the accounts receivable to which these costs relate. We therefore need sufficient cash resources to cover such employee-related costs which, in many cases, require us to borrow funds at costly terms.

We have secured an accounts receivable financing line of credit from an independent finance organization institution that allows us to sell selected accounts receivable invoices to the financial institution with full recourse against us in the amount of \$2 million, including a sublimit for one major client of \$1.5 million. This provides us with the cash needed to finance certain costs and expenses. At December 31, 2013, we had financing availability, based on eligible accounts receivable, of approximately \$220,000 under this line. We pay fees based on the length of time that the invoice remains unpaid. As we grow, additional working capital may be required to support this difference in the timing of cash receipts versus payroll disbursements. Moreover, our accounts receivable financing lender may decide to cease subsequent advances at any time in its discretion, upon our failure to meet certain contractual requirements or upon the occurrence of certain events or contingencies that are out of our control. In such event, our short-term cash requirements would exceed available cash on hand resulting in material adverse consequences to our business.

Finally, any additional equity financing and conversions by the holders of existing notes payable to common stock will be dilutive to stockholders. Debt financings, if available, may involve restrictive covenants that further limit our ability to make decisions that we believe will be in our best interests. In the event we cannot obtain additional financing on terms acceptable to us when required, our operations will be materially adversely affected and we may have to cease or substantially reduce operations.

***Recent events affecting the credit markets may restrict our ability to access additional financing.***

Over the last several years, the U.S. and worldwide capital and credit markets have experienced significant price volatility, dislocations and liquidity disruptions, which have caused market prices of many stocks to fluctuate substantially and the spreads on prospective debt financings to widen considerably. These circumstances have materially impacted liquidity in the financial markets, making terms for certain financings less attractive, and in some cases have resulted in the unavailability of financing. Continued uncertainty in the capital and credit markets may negatively impact our business, including our ability to access additional financing at reasonable terms, which may negatively affect our ability to fund current operations or expand our business. A prolonged downturn in the financial

markets may cause us to seek alternative sources of potentially less attractive financing, and may require us to adjust our business plan accordingly. These events also may make it more difficult or costly for us to raise capital through the issuance of our equity securities. Disruptions in the financial markets may have a material adverse effect on the market value of our common stock and other adverse effects on our business.

*If we acquire businesses and do not successfully integrate the businesses that we acquire, our results of operations could be adversely affected.*

We may grow our business by acquiring or investing in companies and businesses that we feel have synergy and will complement our business plan. As such, we periodically evaluate potential business combinations and investments in other companies. We may be unable to profitably manage businesses that we may acquire or invest in. We may fail to integrate these businesses successfully without incurring substantial expenses, delays or other problems that could negatively impact our results of operations.

***If we fail to adequately manage the size of our business, it could have a severe negative impact on our financial results or stock price.***

Our management believes that in order to be successful we must appropriately manage the size of our business. This may mean reducing costs and overhead in certain economic periods, and selectively growing in periods of economic expansion. In addition, we will be required to implement operational, financial and management information procedures and controls that are efficient and appropriate for the size and scope of our operations. The management skills and systems currently in place may not be adequate and we may not be able to manage any significant reductions or growth effectively.

***We may have difficulties in managing our growth.***

Our future growth depends, in part, on our ability to expand, train and manage our employee base and provide support to an expanded client base. If we cannot manage growth effectively, it could have a material adverse effect on our results of operations, business and financial condition. In addition, acquisitions, investments and expansion involve substantial infrastructure costs and working capital. We cannot provide assurance that we will be able to integrate acquisitions, if any, and expansions efficiently. Similarly, we cannot provide assurance that any investments or expansion will enhance our profitability. If we do not achieve sufficient sales growth to offset increased expenses associated with our expansion, our results will be adversely affected.

***We depend on the continued services of our key personnel.***

Our future success depends, in part, on the continuing efforts of our senior executive officers. The loss of any of these key employees may materially adversely affect our business.

***Our future success depends on our ability to continue to retain and attract qualified employees.***

We believe that our future success depends upon our ability to continue to train, retain, effectively manage and attract highly skilled technical, managerial, sales and marketing personnel. Employee turnover is generally high in the IT services industry. If our efforts in these areas are not successful, our costs may increase, our sales efforts may be hindered, and the quality of our client service may suffer. Although we invest significant resources in recruiting and retaining employees, there is often significant competition for certain personnel in the IT services industry. From time to time, we experience difficulties in locating enough highly qualified candidates in desired geographic locations, or with required specific expertise.

***We may lose revenue and our cash flow and profitability could be negatively affected if expenditures are incurred prior to final receipt of a contract or contract funding modification.***

We provide professional services and sometimes procure materials on behalf of our clients under various contract arrangements. From time to time, in order to ensure that we satisfy our clients' delivery requirements and schedules, we may elect, based on verbal authorization, to initiate procurements or provide services in advance of receiving formal written contractual authorization from the government client or a prime contractor. If our government or prime contractor requirements should change or the government directs the anticipated procurement to a contractor other than us, or if the materials become obsolete or require modification before we are under contract for the procurement, our investment might be at risk. If we do not receive the required funding, our cost of services incurred in excess of contractual funding may not be recoverable. This could reduce anticipated revenue or result in a loss, negatively affecting our cash flow and profitability.

*Our employees or subcontractors may engage in misconduct or other improper activities, which could cause us to lose contracts.*

While we have ethics and compliance programs in place, we are exposed to the risk that employee fraud or other misconduct could occur. We enter into arrangements with prime contractors and joint venture partners to bid on and execute particular contracts or programs. As a result, we are exposed to the risk that fraud or other misconduct or improper activities by such persons may occur. Misconduct by employees, prime contractors or joint venture partners could include intentional failures to comply with federal laws, including U.S. Government procurement regulations, proper handling of sensitive or classified information, compliance with the terms of our contracts that we receive, and falsifying time records or failures to disclose unauthorized or unsuccessful activities to us. These actions could lead to civil, criminal, and/or administrative penalties (including fines, imprisonment, suspension and/or bars from performing U.S. Government contracts) and harm our reputation. The precautions we take to prevent and detect such activity may not be effective in controlling unknown or unmanaged risks or losses, and such misconduct by employees, prime contractors or joint venture partners could result in serious civil or criminal penalties or sanctions or harm to our reputation, which could cause us to lose contracts or cause a reduction in revenue.

#### **Risks Related to our Common Stock**

*Certain stockholders own a significant portion of our stock and may delay or prevent a change in control or adversely affect the stock price through sales in the open market.*

As of February 28, 2014, one individual and three related parties or their affiliates owned approximately 9.1%, 3.9%, 2.4%, and 1.7%, respectively, (17.1% in the aggregate) of our outstanding common stock (excluding stock options, warrants and convertible notes).

Two related parties that hold convertible notes payable have the right to convert notes payable and accrued interest into shares of common stock at \$.05 per share. Another related party has the right to convert a note payable at \$.16 per share. If these parties converted all of the principal and accrued interest into common stock, these three individuals would own approximately 25.2%, 13.9% and 2.4%, respectively, of our then outstanding common stock. However, such notes may not be converted if such conversion would result in a change in control which would limit the use of our net operating loss carryforwards.

We estimate at March 24, 2014 that substantially all convertible notes payable and accrued interest due to all related parties could be converted to shares of common stock, without affecting a change of control that would limit the use of our net operating loss carryforwards. If these related party holders converted all of their notes payable and accrued interest into shares of common stock, then three related party individuals or their affiliates would own approximately



41.5% in the aggregate of our then outstanding common stock (excluding stock options and warrants).

The concentration of large percentages of ownership by a single stockholder or a few stockholders may delay or prevent a change in control. Additionally, the sale of a significant number of our shares in the open market by a single stockholder or otherwise could adversely affect our stock price.

***The price of our common stock may be adversely affected by the possible issuance of shares to third parties as a result of the conversion of outstanding notes.***

We have various convertible notes outstanding to third parties that are convertible into shares of common stock at prices ranging from \$.05 to \$.25 per share. If all of these notes were converted into common stock, the holders would receive 4,700,000 shares of our common stock or approximately 15.3% of our then outstanding common stock.

The conversion or exercise of convertible notes payable and the subsequent sale, or potential sale, of a substantial number of shares of our common stock could adversely impact the market price of our stock.

***Our stock price is volatile and could be further affected by events not within our control.***

The trading price of our common stock has been volatile and will continue to be subject to volatility in the trading markets and other factors.

During 2013, the market price for our common stock varied between a low of \$.05 in December 2013 and a high of \$.30 in March 2013. This volatility may affect the price at which a stockholder could sell its shares of common stock, and the sale of substantial amounts of our common stock could adversely affect the price of our common stock. Our stock price is likely to continue to be volatile and subject to significant price and volume fluctuations in response to market and other factors, including variations in our quarterly operating results and announcement by us or our competitors of significant acquisitions, strategic partnerships, joint ventures, or capital commitments.

*Our common stock is currently quoted on the Over The Counter (OTC) Bulletin Board. Because there is a limited public market for our common stock, a stockholder may not be able to sell shares when he or she wants. We cannot assure you that an active trading market for our common stock will ever develop.*

There is limited trading in our common stock and we cannot assure you that an active public market for our common stock will ever develop. The lack of an active public trading market means that a stockholder may not be able to sell shares of common stock when wanted, thereby increasing market risk. Until our common stock is listed on an exchange, we expect that the shares will continue to be quoted on the OTC Bulletin Board. However, an investor may find it difficult to obtain accurate quotations regarding the common stock's market value. In addition, if we failed to meet the criteria set forth in SEC regulations, various requirements would be imposed by law on broker-dealers who sell our securities to persons other than established customers and accredited investors. Consequently, such regulations may deter broker-dealers from recommending or selling our common stock, which may further affect the shares liquidity. Moreover our ability to obtain future financing may be adversely affected by the consequences of our common stock trading on the OTC Bulletin Board.

#### Item 1B. Unresolved Staff Comments

Not applicable.

#### Item 2. Properties

The table below lists our facility locations and square feet owned or leased. The lease for our Pittsford, New York headquarters includes an escalation provision for property taxes and two three-year renewal options with annual rent escalating at 3.5% at each lease renewal.

**At December 31, 2013**

|                     | Owned | Square Feet<br>Leased | Annual Rent | Termination Date |
|---------------------|-------|-----------------------|-------------|------------------|
| Pittsford, New York | -     | 2,942                 | \$ 29,800   | April 30, 2015   |

We believe all properties are in good operating condition. We do not own or intend to invest in any real property and currently have no policy with respect to investments or interests in real estate, real estate mortgage loans or securities or interests in persons primarily engaged in real estate activities.

### **Item 3. Legal Proceedings**

We are not presently involved in any material legal proceedings.

### **Item 4. Mine Safety Disclosures**

Not applicable.

**Part II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Our common stock is quoted on the OTC Bulletin Board under the symbol IMCI. The following table sets forth, for the periods indicated, the high and low closing bid quotations per share for our common stock for each quarter within the last two fiscal years, as reported by the OTC Bulletin Board. Quotations represent interdealer prices without an adjustment for retail markups, markdowns or commissions and may not represent actual transactions:

| Year Ended December 31, 2013 | Bid Prices |       |
|------------------------------|------------|-------|
|                              | High       | Low   |
| First Quarter                | \$.30      | \$.11 |
| Second Quarter               | \$.20      | \$.11 |
| Third Quarter                | \$.17      | \$.08 |
| Fourth Quarter               | \$.17      | \$.05 |

| Year Ended December 31, 2012 | High  | Low   |
|------------------------------|-------|-------|
| First Quarter                | \$.10 | \$.04 |
| Second Quarter               | \$.23 | \$.10 |
| Third Quarter                | \$.26 | \$.21 |
| Fourth Quarter               | \$.28 | \$.17 |

At March 24, 2014 we had 229 record stockholders and approximately 1,500 beneficial stockholders.

**Dividend Policy**

We have never declared or paid a cash dividend on our common stock. It has been the policy of our board of directors (the "Board") to retain all available funds to finance the development and growth of our business. The payment of cash dividends in the future will be dependent upon our earnings and financial requirements and other factors deemed relevant by our Board.

**Item 6. Selected Financial Data**

As a smaller reporting company we are not required to provide the information in response to this Item.

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

Cautionary statement identifying important factors that could cause our actual results to differ from those projected in forward looking statements.

*Readers of this report are advised that this document contains both statements of historical facts and forward looking statements. Forward looking statements are subject to certain risks and uncertainties, which could cause actual results to differ materially from those indicated by the forward looking statements. Examples of forward looking statements include, but are not limited to (i) projections of sales, income or loss, earnings per share, capital expenditures, dividends, capital structure, and other financial items, (ii) statements of our plans and objectives with respect to business transactions and enhancement of stockholder value, (iii) statements of future economic performance, and (iv) statements of assumptions underlying other statements and statements about our business prospects.*

*This report also identifies important factors, which could cause actual results to differ materially from those indicated by the forward looking statements. These risks and uncertainties include the factors discussed under the heading "Risk Factors" beginning at page 8 of this report.*

*The following Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with our financial statements and the notes thereto appearing elsewhere in this report.*

## **Business Overview**

We provide IT solutions that are intended to deliver measurable results to small and medium sized businesses (SMBs), government agencies, and large commercial enterprises. We provide:

Cloud computing;

Managed services that include managing leading edge operations and implementing complex programs in advanced server management and providing 24/7 security software solutions to commercial customers;

Remote desktop and remote server monitoring and remediation;

Help desk and call center services;

Third party data storage;

Backup and disaster recovery solutions; and

Project management.

We provide cloud computing solutions that include public and private cloud architectures along with hybrid scalable cloud hosting, server virtualization and desktop virtualization solutions. In addition, we provide IT solutions that address mobility, information security and unified communications. We focus on aligning business processes with technology for delivery of solutions meeting our clients' needs and providing expert management services to the lifecycle of technology-based projects.

Since 2004, we have operated our managed services practice using remote systems using cloud computing. We are a leading edge provider and innovator in IT management through the cloud. We believe government and commercial clients will continue to pursue the operational and economic advantages of cloud IT management on a larger scale. Given our experience and expertise from building cloud environments to operating complex IT data centers through the cloud, we continue to position ourselves as a provider of choice for cloud computing users.

We believe we are positioned to take advantage of the growing marketplace for cloud related IT managed services and solutions. Our goal is to remain focused on growing our business internally through increased marketing efforts, by expanding into new market areas and by beginning to review potential acquisitions. In addition, we remain committed to remaining on the leading edge of technologies and trends in the IT service sector. Our ability to succeed depends on

how successful we are at differentiating ourselves from our competition particularly at a time when competition is on the increase.

We provide support to professional services organizations of software companies that need additional skilled resources when implementing solutions. Our technical support personnel maintain leading edge certifications and qualifications in their respective software applications. We intend to use our service track record and experience to our advantage and market our excellent record to other software companies who need our services. We plan to expand our sales with our existing clients by expanding within those organizations.

We provide on and off-site client support to best meet our clients' needs. We have several contract vehicles that enable us to deliver a broad range of our services and solutions as a prime contractor or subcontractor to the U.S., state and local governments and commercial customers.

Our professionals are located at our headquarters in Pittsford, N.Y. and in Colorado, Maryland, North Carolina, Virginia, and Washington, D.C. We are able to provide onsite service to most locations around the world including military bases. Our ability to provide quality resources in a timely cost effective manner is a key factor that differentiates us from the competition. We have a mechanism to monitor one of our most important metrics which is client satisfaction in every segment of our business.

As of December 31, 2013, we had 74 full-time employees and information technology independent contractors. Approximately 30% of our employees hold U.S. Government security clearances. Our staffing strategy includes the use of independent contractors. We maintain an in house recruiting department and we monitor key metrics to maintain our quality objectives. Our business objectives include the use of qualified independent contractors when certain specialty skill sets are required and generally when assignments are of shorter term duration. We consistently monitor utilization rates as a key metric to our business decisions when hiring and/or contracting.

During 2013, we derived approximately 90% of our sales from U.S. Government clients including sales under subcontracts.

During 2013, we derived approximately 69% of our sales from one client, including sales under subcontracts for services to several of its end clients including a large enterprise Fortune 100 company and a major establishment of the U.S. Government (the "U.S. Government Entity") for which we manage one of the nation's largest Microsoft Windows environments. We have been providing this service to the U.S. Government Entity under a long-standing subcontract, which has been renewed annually since 2004. Our team of server experts supports approximately 3,000 servers and 250,000 client stations from facilities in Maryland and Colorado. Operating 24 hours per day and seven days per week we consistently meet or exceed the requirements of our service level agreements. We refer to this as our Advanced Server Management (ASM) team.

We also provided professional services to another client from whom we derived approximately 25% of our sales during 2013, including sales under subcontracts for services to their end clients of which over 90% are U.S. Government agencies and the rest are commercial entities. In accordance with our agreement with this client, we have provided our professional services to small and large commercial enterprises under subcontracts entered into with their end clients. In addition, we have provided services at more than 100 U.S. Government locations. Our experience with cloud computing related software has placed us in a position to take advantage of a growing trend towards Managed IT Services, particularly in the SMB space. We believe that the cloud virtualization experience that we gained from working with large institutions and government agencies differentiates us from our competition, particularly within the SMB space. Accordingly, increasing our revenues from direct sales to SMBs is one of our priorities.

We maintain an ISO 9001 certification which was renewed in 2013. ISO, or the International Organization for Standardization, is an international-standard-setting body composed of representatives from various national standards organizations which promulgates worldwide proprietary industrial and commercial standards. We also possess certifications with our business and technology partners and our personnel maintain numerous certifications and qualifications.

One of our strategies has been to bid for contract vehicles that facilitate Federal and State governments procurement requirements. There is uncertainty in the process that leads to an award which includes the possibility that no award is



ever made. A win on one of these procurements will allow us to compete further on task orders issued under the contract vehicle. In the past we have been awarded or we have become a subcontractor on certain contract vehicles which permit us to bid on new projects (task orders) and/or be included within bids of prime contractors. We continue to pursue the capture of business by remaining active in the bidding process.

Although we believe we have opportunities for sales growth with government and commercial clients, the lengthy and uncertain procurement processes may cause our sales to grow slowly and result in inconsistent operating income or in operating losses until our sales are at a level sufficient to support our operations. We understand that the U.S. Government has expressed its intention to reduce its budgets related to technical services contracts in the coming years, which may impact our ability to increase our sales to certain U.S. Government agencies. As a business development strategy, we jointly bid with prime contractors on large government wide procurements. If an award is made and our team wins we expect to be allocated a portion of sales to a U.S. Government agency under the small business requirement.

In the future, we may issue additional debt or equity securities to satisfy our cash needs. Any debt incurred or issued may be secured or unsecured, at a fixed or variable interest rate and may contain other terms and conditions that our Board deems prudent. Any sales of equity securities may be at or below current market prices. We cannot assure you that we will be successful in generating sufficient capital to adequately fund our working capital needs.

## **Other Trends**

The recessionary economy that we have continued to experience since 2009 has impacted certain portions of our business and our growth opportunities as certain projects are deferred pending funding or improved economic conditions. In addition, the U.S. Government trend toward insourcing has impacted certain areas of our business.

During the past several years, the United States and worldwide capital and credit markets experienced significant price volatility and liquidity disruptions, which have caused market prices of many stocks to fluctuate substantially and the spreads on prospective debt financings to widen considerably. These circumstances have materially impacted liquidity in the financial markets, making terms for certain financings less attractive, and in some cases have resulted in the unavailability of financing. Continued uncertainty in the capital and credit markets may negatively impact our business, including our ability to access additional financing at reasonable terms or to refinance our credit at improved terms, which may negatively affect our ability to make future acquisitions or expansions of our business. These events also may make it more difficult or costly for us to raise capital. The disruptions in the financial markets may have a material adverse effect on the market value of our common stock and other adverse effects on our business.

## **Osley & Whitney, Inc. Retirement Plan**

Pursuant to the Settlement Agreement, dated September 6, 2011 (the "Settlement Agreement"), between us and the Pension Benefit Guaranty Corporation (the "PBGC"), the Osley & Whitney, Inc. Retirement Plan (the "O&W Plan") was terminated as of November 30, 2001 and the PBGC was appointed as the statutory trustee of the O&W Plan. All obligations to pay benefits in connection with the termination of the O&W Plan were assumed by the PBGC.

On October 17, 2011, in accordance with the Settlement Agreement, we: (i) purchased 500,000 shares of our common stock from the O&W Plan for \$130,000; (ii) issued a promissory note in favor of the PBGC for \$300,000 bearing interest at 6% per annum amortizing in quarterly payments over a seven year period; and (iii) agreed to make future payments through December 31, 2017 out of our "Free Cash Flow," as defined in the Settlement Agreement, not to exceed \$569,999. The Settlement Agreement contains specific events of default and provisions for remedies upon default. The purchase price for the 500,000 shares was funded with the proceeds from the private placement of a convertible note in the principal amount of \$100,000 to a non-affiliated accredited investor on October 4, 2011 and \$30,000 of our working capital.

On March 30, 2012, we received the decision of United States Tax Court entered on March 27, 2012 (the "Tax Decision") wherein the Court determined that we did not have any liability for taxes, excise taxes or penalties for the taxable years 2006 or 2007 related to the O&W Plan. As a result, during 2012, we recorded a reduction of \$480,000 in obligations previously accrued and reflected related to excise taxes, including late fees and interest on unfunded O&W Plan contributions.

We have no further obligation to the O&W Plan and the PBGC other than those stated in the Settlement Agreement.

## Liquidity and Capital Resources

At December 31, 2013, we had cash of \$16,947 available for our primary liquidity needs for working capital needs and planned capital asset expenditures. During 2013, we used cash to meet some of our working capital needs to partially offset the need to use of our financing line. Our primary source of liquidity is cash provided by collections of accounts receivable and our factoring line of credit. At December 31, 2013, we had approximately \$220,000 of availability under this line.

At December 31, 2013, we had a working capital deficit of approximately \$936,000 and a current ratio of .40. Our objective is to improve our working capital position through profitable operations. During 2013, we financed our business activities principally through cash flows provided by operations and sales with recourse of our accounts receivable.

The following table sets forth our sources and uses of cash for the years presented.

|   | Years ended<br>December 31, |            |
|---|-----------------------------|------------|
|   | 2013                        | 2012       |
| Net cash provided by operating activities | \$ 175,622                  | \$ 110,969 |
| Net cash used by investing activities     | (184,965)                   | (10,515)   |
| Net cash used by financing activities     | (29,868)                    | (81,190)   |
| Net increase (decrease) in cash           | \$(39,211)                  | \$ 19,264  |

### Cash Flows Provided by Operating Activities

Cash provided by operations of \$175,622 in 2013 was primarily due to net income of \$108,500, an increase of accounts payable and accrued expenses of \$68,091 and non cash expenses for depreciation, stock based compensation and loss on equity investment totaling \$138,733. These were offset by an increase in accounts receivable of \$120,890.

Cash provided by operations was \$110,969 in 2012. Net income was \$271,197 for 2012. Sources of cash in 2012 consisted of a decrease in accounts receivable of \$438,004 and non cash expenses for depreciation and stock based compensation totaling \$113,958 offset by a reduction of accounts payable by \$285,963. Accrued pension obligation was reduced by \$438,867 in 2012, consisting of a \$480,000 gain from the termination of the O&W Plan offset by accrued IRA expenses.

During December 2013 and January 2014, we hired several additional sales personnel in an effort to increase commercial and U.S. Government agency sales. Due to the lengthy lead times typically needed to generate new sales in these areas, we do not expect to realize a return from the addition of the new sales personnel for one or more quarters. As a result, we may experience a decrease in net income until sufficient sales are generated. We expect to fund the cost for the new sales personnel from our operating cash flows and incremental borrowings, as needed.

Our operating cash flow is primarily affected by the overall profitability of our contracts, our ability to invoice and collect from our clients in a timely manner, and our ability to manage our vendor payments by using cash generated by operations and financing our accounts receivable. We invoice our clients weekly or monthly after services are performed, depending on the contract terms.

### **Cash Flows Used by Investing Activities**

Cash used by investing activities was for capital expenditures for computer hardware and software of \$29,132 and \$10,515 in 2013 and 2012, respectively. We also acquired a new telephone system in 2013. We expect to continue to invest in computer hardware and software to update our technology to support our business.

During 2013, we purchased 270,000 shares of the authorized but unissued shares of Series A Convertible Preferred Stock ("Series A stock"), \$.001 par value, of Sudo.me Corporation ("goSudo") for an aggregate purchase price of \$270,000 pursuant to the terms and conditions of a preferred stock purchase agreement. The source of funds consisted of settlement of accounts receivable of \$114,167 due from goSudo and cash of \$155,833.

### **Cash Flows Used by Financing Activities**

Cash used by financing activities was \$29,868 for 2013 compared with cash used by financing activities of \$81,190 for 2012. In 2013, we repaid related party notes of \$7,000 and reduced other notes payable by \$22,868. In 2012, we repaid related party notes of \$48,000 and reduced other notes payable by \$33,190.

We anticipate that we will use approximately \$21,200 through the next twelve months for funding contractual requirements of current maturities of long-term debt obligations. We continue to evaluate repayment of other notes payable based on our cash flow. A note payable of \$265,000, which is included with long-term obligations, is scheduled to mature on January 1, 2015. Previously, we extended the maturity date of this note. We plan to renegotiate the terms of this note or seek funds to repay this note.

We generated operating income of \$440,627 and net income of \$108,500 during the year ended December 31, 2013 as compared to operating income of \$591,583 and net income of \$271,197 during the year ended December 31, 2012. During 2012, we recorded a gain of \$480,000 as a result of the termination of the O&W Plan.

Our goal is to increase sales and generate cash flow from operations. We continue to use ISO 9001-2008 processes to manage certain key metrics. These improvements have aided us in the management of our overall performance including the expense reductions and other key internal performance metrics.

### **Credit Resources**

We maintain an accounts receivable financing line of credit with an independent financial institution that allows us to sell selected accounts receivable invoices to the financial institution with full recourse against us in the amount of \$2,000,000, including a sublimit for one major client of \$1,500,000. This provides us with the cash needed to finance certain of our on-going costs and expenses. At December 31, 2013, we had financing availability, based on eligible accounts receivable, of approximately \$220,000 under this line. We pay fees based on the length of time that the invoice remains unpaid.

We believe the capital resources available under our factoring line of credit, cash from additional related party loans and cash generated by improving the results of our operations will be sufficient to fund our ongoing operations and to support the internal growth we expect to achieve for at least the next 12 months. However, if we do not continue to improve the results of our operations in future periods, we expect that additional working capital will be required to fund our business. There is no assurance that in the event we need additional funds that adequate additional working

capital will be available or, if available, will be offered on acceptable terms.

We anticipate financing growth from acquisitions of other businesses, if any, and our longer-term internal growth through one or more of the following sources: cash from collections of accounts receivable; additional borrowing from related parties; issuance of equity; use of our existing accounts receivable credit facility; or a refinancing of our accounts receivable credit facility.

**Results of Operations - Comparison of the years ended December 31, 2013 and 2012**

The following table compares our statements of income data for the years ended December 31, 2013 and 2012.

|  | Year Ended December 31, |                 |             |                 | 2013 vs. 2012    |                       |
|--|-------------------------|-----------------|-------------|-----------------|------------------|-----------------------|
|  | 2013                    | As a % of Sales | 2012        | As a % of Sales | Amount of Change | % Increase (Decrease) |
| Sales                                    | \$8,712,617             | 100.0 %         | \$8,725,886 | 100.0 %         | \$(13,269 )      | (0.2 )%               |
| Cost of services                         | 6,383,978               | 73.3            | 6,375,501   | 73.1            | 8,477            | 0.1                   |
| Gross profit                             | 2,328,639               | 26.7            | 2,350,385   | 26.9            | (21,746 )        | (0.9 )                |
| General and administrative               | 1,022,356               | 11.7            | 1,118,397   | 12.8            | (96,041 )        | (8.6 )                |
| Selling                                  | 865,656                 | 9.9             | 1,120,135   | 12.8            | (254,479)        | (22.7 )               |
| Defined benefit pension plan             | -                       |                 | (480,000 )  | (5.5 )          | 480,000          | (100.0 )              |
| Total costs and expenses                 | 1,888,012               | 21.7            | 1,758,532   | 20.2            | 129,480          | 7.4                   |
| Operating income                         | 440,627                 | 5.1             | 591,853     | 6.8             | (151,226)        | (25.6 )               |
| Loss on equity investment                | (23,000 )               | (0.3 )          | -           | 0.0             | (23,000 )        | (100.0 )              |
| Interest expense                         | (309,127 )              | (3.5 )          | (320,656 )  | (3.7 )          | 11,529           | (3.6 )                |
| Net income                               | \$108,500               | 1.2 %           | \$271,197   | 3.1 %           | \$(162,697)      | (60.0 )%              |
| Net income per share - basic and diluted | \$ .00                  |                 | \$ .01      |                 | \$(.01 )         |                       |

**Sales**

Sales for 2013 were \$8,712,617, a decrease of \$13,269, or 0.2 %, as compared to sales of \$8,725,886 for 2012. This decrease is primarily attributable to our completion of certain projects under subcontracts to the U.S. Government during 2012 which were not replaced in 2013 or fully offset by sales increases to other clients. During the most recent nine months ended December 31, 2013, we realized sales increases from new virtualization projects. We continue to pursue opportunities to develop additional sales from new and existing target markets by investing additional marketing resources in the commercial/non-government segment of our business.

We expect to experience a sales decrease in virtualization projects during the first quarter of 2014 in comparison to the virtualization project sales for each calendar quarter during the nine months ended December 31, 2013. We believe that the decrease is mainly attributable to a temporary reduction in the demand for virtualization projects during the first quarter of 2014. During December 2013 and January 2014, we hired several additional sales personnel in an effort to increase commercial and U.S. Government agency sales. Due to the lengthy lead times typically needed to



generate new sales in these areas, we do not expect to realize a return from the addition of the new sales personnel for one or more quarters. As a result, we may experience a decrease in net income until sufficient sales are generated. We expect to fund the cost for the new sales personnel from our operating cash flows and incremental borrowings, as needed.

We have several contract vehicles that enable us to deliver a broad range of our services and solutions to the U.S. Government and commercial clients. Contract vehicles allow us additional opportunities to bid on new projects. We have formed alliances with large systems integrators, who are mandated by federal policy to direct defined percentages of their work to companies like ours which are small business subcontractors. We have completed proposals with major prime contractors to the U.S. Government.

In September 2013, the Department of Homeland Security Eagle II (DHS) awarded contracts to prime contractors. We are a subcontractor and teaming member with certain of these prime contractors and accordingly, we believe that we will have new opportunities to generate sales to DHS. Although we believe we have opportunities for sales growth with government and commercial clients, the lengthy procurement processes may slow our sales growth and result in reduced operating income or operating losses until our sales are at a level sufficient to support our operations. We understand that the U.S. Government has expressed its intention to reduce its budgets related to technical services contracts in the coming years, which may impact our ability to increase our sales to certain U.S. Government agencies.

### Cost of Services and Gross Profit

Cost of services represents the cost of employee services related to our sales. Cost of services for the year ended December 31, 2013 was \$6,383,978 or 73.3% of sales, an increase of .2% as compared to \$6,375,501 or 73.1% of sales for 2012. Gross profit was \$2,328,639 for 2013, a decrease of \$21,746 or 0.9% as compared to \$2,350,385 for 2012. Gross profit dollars and margins were relatively unchanged due to variations in the gross profit of specific projects.

### General and Administrative Expenses

General and administrative expenses include corporate overhead such as compensation and benefits for administrative and finance personnel, rent, insurance, professional fees, travel, and office expenses. General and administrative expenses for 2013 were \$1,022,356, a decrease of \$96,041 or 8.6% as compared to \$1,118,397 for 2012. As a percentage of sales, general and administrative expense was 11.7% for 2013 and 12.8% for 2012.

The decrease in general and administrative expenses in 2013 was a result of expenses incurred in 2012 which did not reoccur in 2013. The 2012 expenses included expenses for variable compensation relating to certain performance measures that were met, consulting services, web site updates, and costs related to updating our business strategies.

### Selling Expenses

In 2013, we incurred selling expenses of \$865,656 as compared to \$1,120,135 in 2012, a decrease of \$254,479 or 22.7%. This decrease is primarily attributable to the reduction of business development compensation and benefits expenses due to a change in personnel staffing.

### Defined Benefit Pension Plan Expenses

On March 30, 2012, we received the Tax Decision of United States Tax Court entered on March 27, 2012 pursuant to which the Court determined that we did not have any liability for taxes, excise taxes or penalties for the taxable years 2006 or 2007 related to the O&W Plan. As a result, in 2012, we recorded a reduction of \$480,000 in obligations previously accrued and reflected related to excise taxes, including late fees and interest, on unfunded O&W Plan contributions. Since the PBGC terminated the O&W Plan as of November 30, 2001 and as a result of the Decision, we

have no further obligations to the O&W Plan, the PBGC and the Treasury other than those stated in the Settlement Agreement with the PBGC which are reflected in the accompanying consolidated financial statements.

### **Operating Income**

In 2013, we had operating income of \$440,627 as compared to \$591,853 for 2012, a decrease of \$151,226. As discussed above, a one-time reduction of \$480,000 in O&W Plan obligations previously accrued was recorded in 2012. For 2013, reductions in general and administrative and selling expenses totaling \$350,520 contributed to operating income and were offset in part by a decrease in gross profit of \$21,746.

### **Interest Expense**

Interest expense includes interest on indebtedness and fees for financing accounts receivable invoices. Interest expense was \$309,127 for 2013 compared to \$320,656 for 2012, a decrease of \$11,529 or 3.6%. The decrease resulted from lower average principal balances as a result of amortizing our notes payable.

## Loss on Equity Investment

During 2013, we purchased 270,000 shares of the authorized but unissued shares of Series A stock of goSudo for an aggregate purchase price of \$270,000 pursuant to the terms and conditions of a preferred stock purchase agreement. As a result, at December 31, 2013, we own approximately 8.8% of the total outstanding shares of goSudo. goSudo's web site is <http://mySudo.me> (the information contained in goSudo's website shall not be considered a part of this Report). Our management exercises significant influence over the operating and financial policies of goSudo. The investment was written down by \$23,000 at December 31, 2013 to \$247,000 as a result of the application of our interest in the net loss of goSudo from May 7, 2013 through December 31, 2013 to the carrying value of the investment.

## Net Income

In 2013, we earned net income of \$108,500 or \$.00 per share compared to \$271,197 or \$.01 per share for 2012, a decrease of \$162,697.

Non-cash (income) expenses and credits for 2013 and 2012 included in net income consisted of:

|  | Years Ended<br>December 31, |             |
|--|-----------------------------|-------------|
|  | 2013                        | 2012        |
| Stock-based compensation                 | \$94,699                    | \$85,619    |
| Depreciation                             | 21,074                      | 28,339      |
| Loss on equity investment                | 23,000                      | 0           |
| Gain resulting from O&W Plan termination | 0                           | (480,000)   |
| Total                                    | \$138,773                   | \$(366,042) |

## Critical Accounting Policies and Estimates

There are several accounting policies that we believe are significant to the presentation of our consolidated financial statements. These policies require management to make complex or subjective judgments about matters that are inherently uncertain. Note 3 to our consolidated financial statements presents a summary of significant accounting policies. The most critical accounting policies follow.

## Revenue Recognition

Our revenues are generated under both time and material and fixed price consulting agreements. Consulting revenue is recognized when the associated costs are incurred, which coincides with the consulting services being provided. Time and materials service agreements are based on hours worked and are billed at agreed upon hourly rates for the respective position plus other billable direct costs. Fixed price service agreements are based on a fixed amount of periodic billings for recurring services of a similar nature performed according to the contractual arrangements with clients. Under both types of agreements, the delivery of services occurs when an employee works on a specific project or assignment as stated in the contract or purchase order. Based on historical experience, we believe that collection is reasonably assured.

Client deposits received in advance are recorded as liabilities until associated services are completed. During 2013, sales to one client, including sales under subcontracts for services to several entities, accounted for 68.9% of total sales (65.1% - 2012) and 56.4% of accounts receivable (59.5% - 2012) at December 31, 2013. Sales to another client, which consisted of sales under subcontracts, accounted for 25.0% of sales in 2013 (22.1% - 2012) and 37.0% of accounts receivable at December 31, 2013 (19.8% - 2012).

### **Accounts Receivable Provisions**

As part of the financial reporting process, management estimates and establishes reserves for potential credit losses relating to the collection of certain receivables. This analysis involves a degree of judgment regarding clients' ability and willingness to satisfy its obligations to us. These estimates are based on past history with clients and current circumstances. Management's failure to identify all factors involved in determining the collectability of an account receivable could result in bad debts in excess of reserves established.

### **Deferred Tax Asset Valuation and Income Taxes**

Management calculates the future tax benefit relating to certain tax timing differences and available net operating losses and credits available to offset future taxable income. This deferred tax asset is then reduced by a valuation allowance if management believes it is more likely than not that all or some portion of the asset will not be realized. This estimate is based on historical profitability results, expected future performance and the expiration of certain tax attributes which give rise to the deferred tax asset. As of the balance sheet date, a reserve has been established for the entire amount of the deferred tax asset. In the event, we generate future taxable income we will be able to utilize the net operating loss carry forwards subject to any utilization limitations. This will result in the realization of the deferred tax asset, which has been fully reserved. As a result, we would have to revise estimates of future profitability and determine if its valuation reserve requires downward adjustment.

At December 31, 2013, we had federal net operating loss carryforwards of approximately \$6,500,000 and various state net operating loss carryforwards of approximately \$3,900,000 which expire from 2018 through 2033. Utilization of the net operating loss carryforwards may be subject to a substantial annual limitation due to the ownership change limitations provided by the Internal Revenue Code and similar state provisions. The annual limitation may result in the expiration of the net operating loss carryforwards before utilization.

We periodically review tax positions taken to determine if any uncertainty exists related to those tax positions. We do not have any material unrecognized tax benefit at December 31, 2013. We recognize interest accrued and penalties related to unrecognized tax benefits in tax expense. During the years ended December 31, 2013 and 2012, we recognized no interest and penalties.

### **Stock Option Awards**

We apply the provisions of FASB ASC 718, "*Share-Based Payment*," and recognize compensation expense related to stock based payments over the requisite service period based on the grant date fair value of the awards. We use the Black-Scholes option pricing model to determine the estimated fair value of the awards.

The compensation cost that has been charged against income for options granted to employees under the plans was \$94,699 and \$85,619 for the years ended December 31, 2013 and 2012, respectively.

For stock options issued as non-ISO's, a tax deduction is not allowed for income tax purposes until the options are exercised. The amount of this deduction will be the difference between the fair value of our common stock and the exercise price at the date of exercise. Accordingly, there is a deferred tax asset recorded for the tax effect of the financial statement expense recorded. The tax effect of the income tax deduction in excess of the financial statement expense will be recorded as an increase to additional paid-in capital. Due to the uncertainty of our ability to generate sufficient taxable income in the future to utilize the tax benefits of the options granted, we have recorded a valuation allowance to reduce its gross deferred tax asset to zero. As a result, for 2013 and 2012, there is no income tax expense impact from recording the fair value of options granted. No tax deduction is allowed for stock options issued as ISO's.

We used volatility of 75% when computing the value of stock options and warrants. This is based on volatility data used by other companies in our industry and overall greater market volatility of companies during recent periods. The expected life of the options is assumed to be 3.25 to 5.75 years using the simplified method for plain vanilla options as stated in FASB ASC 718-10-S99 to improve the accuracy of this assumption while simplifying record keeping requirements until more detailed information about exercise behavior is available. The expected dividend yield is zero percent. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant and ranged from .34% to 2.15% for 2013 and .83% to 1.10% for 2012.

## **Equity Instruments Issued to Consultants and Vendors in Exchange for Goods and Services**

Our accounting policy for equity instruments issued to consultants and vendors in exchange for goods and services follows the provisions of FASB ASC 718, “*Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services*” and “*Accounting Recognition for Certain Transactions Involving Equity Instruments Granted to Other Than Employees*.” The measurement date for the fair value award of the equity instruments issued is determined at the earlier of (i) the date at which a commitment for performance by the consultant or vendor is reached or (ii) the date at which the consultant or vendor’s performance is complete. We use the Black-Scholes option-pricing model to determine the fair value of the awards. The fair value of the equity instrument is recognized over the term of the consulting agreement. We periodically evaluate the likelihood of reaching the performance requirements and recognize consulting expense over the expected term associated with these performance based awards once it is probable the consultants will achieve their performance criteria and the awards will become vested.

## **Fair Value of Financial Instruments**

The carrying amounts of cash, accounts receivable and accounts payable and accrued expenses are reasonable estimates of their fair value due to their short maturity. Based on the borrowing rates currently available to us for loans similar to its term debt and notes payable, the fair value approximates its carrying amount.

## **Recent Accounting Pronouncements**

**Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists** – The FASB issued Accounting Standards Update (ASU) No. 2013-11. Per this ASU an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except as follows. To the extent a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013.

Management does not believe that any recently issued, but not yet effective accounting standard if currently adopted would have a material effect on the accompanying consolidated financial statements.



**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

As a smaller reporting company we are not required to provide the information required by this Item.

**Item 8. Financial Statements and Supplementary Data**

The response to this item is submitted as a separate section of this report beginning on page F-1.

**Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure**

None.

28

## **Item 9A. Controls and Procedures**

### **(a) Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our chief executive officer and chief financial officer, carried out an evaluation of the effectiveness of our “disclosure controls and procedures” (as defined in the Securities Exchange Act of 1934 (the “Exchange Act”) Rules 13a-15(e) and 15-d-15(e)) as of the end of the period covered by this report (the “Evaluation Date”). Based upon that evaluation, our chief executive officer and chief financial officer concluded that as of the Evaluation Date, our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act (i) is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms and (ii) is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

Our management, including our chief executive officer and chief financial officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all errors and all fraud. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives, and our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are effective at that reasonable assurance level. 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 the 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 Infinite Group have been detected.

### **(b) Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2013. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework. Our management has concluded that, as of December 31, 2013, our internal control over financial reporting was effective based on these criteria.

### **(c) Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting that occurred during the quarter ended December 31, 2013 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information**

None.

**Part III**

**Item 10. Directors, Executive Officers and Corporate Governance**

Set forth below are the names, ages and positions of our executive officers and directors.

| Name                 | Age | Position  | Affiliated<br>Since |
|----------------------|-----|---|---------------------|
| James Villa (1)      | 56  | Chairman of the Board, Chief Executive Officer and President                    | 2003                |
| Donald Reeve         | 67  | Director  | 2013                |
| Allan M. Robbins (1) | 64  | Director  | 2003                |
| William S. Hogan     | 53  | Chief Operations Officer  | 2004                |
| James Witzel         | 60  | Chief Financial Officer   | 2004                |
| Deanna Wohlschlegel  | 42  | Secretary, Controller, Human Resources Director, Facility and Clearance Officer | 2003                |

(1) Member of the audit and compensation committees.

Each director is elected for a period of one year and serves until his successor is duly elected and qualified. Officers are elected by and serve at the will of our Board.

### **Background**

The principal occupation of each of our directors and executive officers for at least the past five years is as follows:

**James Villa** is our Chairman, President and Chief Executive Officer and a director. He became a director on July 1, 2008, our President on February 25, 2010, our Chairman of the Board on June 30, 2012, and our Chief Executive Officer on January 21, 2014. He is also chairman of the audit and compensation committees. Mr. Villa was our Acting Chief Executive Officer from December 31, 2010 to January 21, 2014. Since 2000, Mr. Villa has been the President of Intelligent Consulting Corporation (“ICC”). ICC provides business consulting services to public and privately held middle market companies and has provided consulting services to us from January 2003 through February 2010. Mr. Villa is employed on a full-time basis with us and brings to the Board his experience with us since 2003 as well as professional experience gained from his services to a variety of public and privately held middle market businesses.

**Donald Reeve** became a director on December 31, 2013. He has been the principal partner at ReTech Services, LLC, a management consulting practice since January 2013. Since August 2013, Mr. Reeve has been providing consulting services to us on a part time basis without cash compensation. Previously, Mr. Reeve was Senior Vice President and Chief Information Officer for Wegmans Food Markets, Inc. (Wegmans) from May 1986 until his retirement in August 2012. In that position, he managed an information technology staff of approximately 300 professionals with responsibilities for development, application and support services of computer technology. Prior to May 1986 and since 1970, he held various positions of increasing responsibility for Wegmans. He attended Monroe Community College and SUNY Empire State College, earned an associate's degree at Rochester Business Institute and is a veteran of the U.S. Army. Mr. Reeve brings to the Board the experience of managing the IT requirements for a growing company in a competitive environment. Mr. Reeve will provide strategic guidance to the Board and our management as we continue to enter various commercial IT markets.

**Dr. Allan M. Robbins** became a director in April 2003 and is a member of the audit and compensation committees. Dr. Robbins is the Medical Director and Chief Surgeon at Robbins Eye Associates and Robbins Laser Site in Rochester, New York. He has also served as the CEO of the Genesee Valley Eye Institute. Dr. Robbins is a board-certified ophthalmologist and completed his fellowship training at the University of Rochester. Dr. Robbins has been recognized and received the AMA Commendation for Continuing Medical Education as well as the Americas

Top Ophthalmologists 2002-2003 Award from the Consumers Research Council of America. Dr. Robbins is a member of the New York State Medical Society, New York State Ophthalmologist Society, American Academy of Ophthalmology, American College of Surgeons, International Society of Refractive Surgery (ISRS), and the American Society of Cataract and Refractive Surgery (ASCRS). Dr. Robbins was on the Scientific Advisory Council for Phoenix Laser and a principal clinical investigator for the VISX laser during the FDA clinical trials. Dr. Robbins brings to the Board the experience of operating a technology based company in a competitive environment including dealing with issues that a growing company must address.

**William S. Hogan** has been our Chief Operations Officer in May 2008. Mr. Hogan joined us in July 2004 as practice director and has provided IT consulting services including building and leading the implementation, integration and support of high technology solutions for our major client. Previously, Mr. Hogan was employed with Hewlett Packard, Inc. since 1997 and was North American operations manager for messaging services from 2001 until joining us.

**James Witzel** was appointed as our Chief Financial Officer in May 2008. Mr. Witzel joined us in October 2004 as finance manager reporting to our then chief financial officer and assisted him with accounting, financial reporting, financial analyses, and various special projects. Prior to joining us, Mr. Witzel was a consultant providing accounting and management consulting services to a variety of companies. He has over 35 years of experience in accounting, financial reporting, and management. He has a Bachelor of Arts degree and a Master of Business Administration degree from the University of Rochester.

**Deanna Wohlschlegel** has been our Corporate Secretary and Controller since May 2003. During 2007, Ms. Wohlschlegel was appointed to the position of security officer and director of human resources. In August 2008, she was appointed to the position of facilities clearance officer. She has an Associate's degree in Accounting from Finger Lakes Community College.

### **Committees of the Board of Directors**

Our Board has an audit committee and a compensation committee. The audit committee reviews the scope and results of the audit and other services provided by our independent accountants and our internal controls. The compensation committee is responsible for the approval of compensation arrangements for our officers and the review of our compensation plans and policies. Each committee is comprised of Mr. Villa and Dr. Robbins.

### **Audit Committee Financial Expert**

Our audit committee is comprised of Mr. Villa, as chairman, and Dr. Robbins. The Board has determined that Mr. Villa qualifies as our "audit committee financial expert," as that term is defined in Item 407(d)(5) of Regulation S-K. Neither Mr. Villa nor Dr. Robbins is independent for audit committee purposes under the definition contained in Section 10A(m)(3) of the Exchange Act.

### **Code of Ethics**

We have adopted a code of business conduct and ethics that applies to our principal executive officer, principal financial officer and other persons performing similar functions, as well as all of our other employees and directors. This code of business conduct and ethics is posted on our website at [www.IGIus.com](http://www.IGIus.com).

## **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires our officers and directors, and persons who own more than ten percent of a registered class of our equity securities, to file reports of ownership and changes in ownership with the SEC. Officers, directors and greater than ten-percent stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file. Based solely on review of the copies of such forms furnished to us, or written representations that no Forms 5 were required, we believe that all required Section 16(a) filings were timely made for the year ended December 31, 2013. With respect to any of our former directors, officers, and greater than ten-percent stockholders, we have no knowledge of any known failure to comply with the filing requirements of Section 16(a).

## **Item 11. Executive Compensation**

The Summary Compensation Table below includes, for each of the years ended December 31, 2013 and 2012, individual compensation for services to Infinite Group, Inc. paid to: (i) our Chief Executive Officer, and (ii) the next two other of our most highly paid executive officers whose total compensation exceeded \$100,000 for the year ended December 31, 2013 (together, the “Named Executives”).

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| Name and Principal Position                     | Year | Salary    | Bonus    | Option Awards (1) | All Other Compensation (2) | Total     |
|---|------|-----------|----------|-------------------|----------------------------|-----------|
| James Villa                                     |      |           |          |                   |                            |           |
| Chairman, President and Chief Executive Officer | 2013 | \$184,716 | \$-      | \$ -              | \$ 1,043                   | \$185,759 |
|   | 2012 | \$211,369 | \$25,000 | \$ -              | \$ 998                     | \$237,367 |
| William S. Hogan                                |      |           |          |                   |                            |           |
| Chief Operations Officer                        | 2013 | \$200,716 | \$-      | \$ -              | \$ 2,915                   | \$203,630 |
|   | 2012 | \$199,808 | \$40,000 | \$ -              | \$ 2,043                   | \$241,851 |
| James Witzel                                    |      |           |          |                   |                            |           |
| Chief Financial Officer                         | 2013 | \$130,581 | \$-      | \$ -              | \$ 1,740                   | \$132,321 |
|   | 2012 | \$124,260 | \$24,000 | \$ -              | \$ 1,260                   | \$149,520 |

The amounts in this column reflect the grant date fair value for stock option awards granted during the year and do not reflect whether the recipient has actually realized a financial gain from such awards such as by exercising stock (1) options. The fair value of the stock option awards was determined using the Black-Scholes option pricing model. See the Critical Accounting Policies “Stock Option Awards” in this report regarding assumptions underlying valuation of equity awards.

(2) Reflects life insurance premiums and matching contributions under the Simple IRA Plan paid by us.

### Stock Options

The following table provides information with respect to the value of all unexercised options previously awarded to our Named Executives as of December 31, 2013.

| Name             | Number of Securities Underlying Unexercised Options - Exercisable | Number of Securities Underlying Unexercised Options - Unexercisable | Option Exercise Price | Option Expiration Date |
|------------------|---|---|-----------------------|------------------------|
| William S. Hogan | 20,000  | -   | \$ .12                | 7/5/2014               |
|                  | 15,000  | -   | \$ .20                | 6/16/2015              |
|                  | 2,000   | -   | \$ .33                | 11/13/2015             |
|                  | 65,000  | -   | \$ .25                | 12/31/2015             |



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|              |         |   |         |            |
|--------------|---------|---|---------|------------|
|              | 25,000  | - | \$ .50  | 3/8/2017   |
|              | 173,000 | - | \$ .51  | 8/23/2017  |
|              | 50,000  | - | \$ .67  | 7/27/2018  |
|              | 75,000  | - | \$ .16  | 2/4/2019   |
|              | 200,000 | - | \$ .145 | 6/17/2020  |
|              | 183,333 | - | \$ .093 | 8/11/2021  |
| James Witzel | 100,000 | - | \$ .11  | 10/17/2014 |
|              | 2,000   | - | \$ .33  | 11/13/2015 |
|              | 50,000  | - | \$ .37  | 4/10/2016  |
|              | 50,000  | - | \$ .67  | 7/27/2018  |
|              | 25,000  | - | \$ .16  | 2/4/2019   |
|              | 200,000 | - | \$ .145 | 6/17/2020  |
|              | 315,333 | - | \$ .093 | 8/11/2021  |

## Employment Agreements

We do not have any employment agreements with any of the Named Executives.

## Compensation of Directors

We do not pay any directors' fees. Directors are reimbursed for the costs relating to attending Board and committee meetings.

At December 31, 2013, Donald Reeve held an option for 500,000 shares of our common stock at an exercise price of \$.15 per share which expires on September 4, 2023. 100,000 shares of this option vested immediately on the September 4, 2013 grant date with the balance vesting in equal annual installments over the next four years from the grant date.

At December 31, 2013, Dr. Allan Robbins held options immediately exercisable for an aggregate of 80,000 shares of our common stock of which: (i) options for 50,000 shares were granted on March 9, 2005 at an exercise price of \$0.10 per share and expire on March 9, 2015; (ii) options for 5,000 shares were granted on February 28, 2006 at an exercise price of \$0.33 per share and expire on January 31, 2016; and (iii) options for 25,000 shares were granted on August 24, 2007 at an exercise price of \$0.51 per share and expire on August 23, 2017.

## **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The following table sets forth information regarding the beneficial ownership of our common stock, our only class of voting securities, as of March 24, 2014 by:

- each person known to us to be the beneficial owner of more than 5% of our outstanding shares;
- each of our directors;
- each Named Executive named in the Summary Compensation Table above; and
- all of our directors and executive officers as a group.

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Except as otherwise indicated, the persons listed below have sole voting and investment power with respect to all shares of common stock owned by them. All information with respect to beneficial ownership has been furnished to us by the respective stockholder. The address of record of each individual listed in this table, except if set forth below, is c/o Infinite Group, Inc., 60 Office Park Way, Pittsford, New York 14534.

| Name of Beneficial Owner (1)   | <b>Shares of<br/>Common Stock<br/>Beneficially<br/>Owned (2)</b> | <b>Percentage of<br/>Ownership</b> |      |   |
|--|--|------------------------------------|------|---|
| Donald Reeve   | 100,000  | (4)                                | 0.4  | % |
| Allan M. Robbins   | 10,683,818   | (5)                                | 30.0 | % |
| James Villa  | 6,019,988  | (6)                                | 18.8 | % |
| William S. Hogan   | 1,043,750  | (7)                                | 3.9  | % |
| James Witzel   | 1,396,421  | (8)                                | 5.1  | % |
| All Directors and Officers (6 persons) as a group  | 19,238,977   | (3)                                | 43.7 | % |
| <b>5% Stockholders:</b>  |  |                                    |      |   |
| Paul J. Delmore<br>One America Place<br>600 West Broadway, 28th Floor<br>San Diego, CA 92101   | 2,367,000  | (9)                                | 9.1  | % |
| James D. Frost<br>c/o Infinite Group, Inc.<br>60 Office Park Way<br>Pittsford, New York 14534  | 1,430,500  | (10)                               | 5.3  | % |
| David N. Slavny<br>c/o Infinite Group, Inc.<br>60 Office Park Way<br>Pittsford, New York 14534 | 2,489,529  | (11)                               | 8.9  | % |

Pursuant to the rules of the Securities and Exchange Commission, shares of common stock include shares for which the individual, directly or indirectly, has voting or shares voting or disposition power, whether or not they are held for the individual's benefit, and shares which an individual or group has a right to acquire within 60 days (1) from March 24, 2014 pursuant to the exercise of options or warrants or upon the conversion of securities are deemed to be outstanding for the purpose of computing the percent of ownership of such individual or group, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person shown in the table. On March 24, 2014, we had 25,961,883 shares of common stock outstanding.

(2) Assumes that all currently exercisable options or warrants or convertible notes owned by the individual have been exercised.

Assumes that all currently exercisable options and convertible securities owned by members of the group have (3) been exercised and includes options granted to all of our executive officers whose beneficial ownership percentages are less than 1%.

(4) Consists of 100,000 shares subject to currently exercisable options.

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Includes 9,603,818 shares, which are issuable upon the conversion of the notes including principal in the amount of (5) \$304,000 and accrued interest in the amount of \$198,009 through March 24, 2014; and 80,000 shares subject to currently exercisable options.

Includes 5,856,322 shares, which are issuable upon the conversion of notes including principal in the amount of (6) \$228,324 and accrued interest in the amount of \$64,342 through March 24, 2014; and 166,667 shares subject to currently exercisable options.

(7) Includes 1,000,000 shares subject to currently exercisable options.

Includes 251,421 shares, which are issuable upon the conversion of a note including principal in the amount of (8) \$9,000 and accrued interest in the amount of \$3,571 through March 24, 2014; and 1,070,000 shares subject to currently exercisable options.

(9) Includes 2,360,000 shares owned of record by Upstate Holding Group, LLC, an entity wholly-owned by Mr. Delmore.

(10) Includes 1,000,000 shares subject to currently exercisable options.

Includes 615,000 common shares held by David N. Slavny, our director of business development, 1,500,000 shares subject to currently exercisable options granted to Mr. Slavny, and 374,529 shares which are issuable upon (11) the conversion of notes payable to David N. and Leah Slavny in the principal amount of \$59,000 and accrued interest in the amount of \$925 through March 24, 2014. Excludes 939,500 shares held by the David N. Slavny Family Trust for which David N. Slavny disclaims beneficial interest.

### Securities Authorized for Issuance Under Equity Compensation Plans

As of December 31, 2013, an aggregate of 2,043,333 shares were available under our existing plans for option grants including: (i) 1,222,833 shares under our 2005 stock option plan (the "2005 Plan") and (ii) 820,500 shares under our 2009 stock option plan (the "2009 Plan").

The 2009 Plan was established in February 2009 to align the interests of our employees, consultants, agents and affiliates with those of our stockholders for the purpose of incentivizing them to increase their efforts on our behalf and to promote the success of our business. Under the 2009 Plan up to 4,000,000 shares of common stock were authorized for option grants. The 2009 Plan expires in February 2019. Generally, the 2009 Plan is administered by our the compensation committee of the Board and provides (i) for the granting of non-qualified stock options, (ii) that the maximum term for options granted under the plan is 10 years and (iii) that the exercise price for the options may not be less than 100% of the fair market value of our common stock on the date of grant.

The following table summarizes as of December 31, 2013 the (i) options granted under our option plans and (ii) all other securities subject to contracts, options, warrants, and rights or authorized for future issuance outside our plans. The shares covered by outstanding options or authorized for future issuance are subject to adjustment for changes in capitalization stock splits, stock dividends and similar events.

|  | Equity Compensation Plan Table  |   |   |
|--|---|---|---|
|  | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) |
|  | (a)   | (b)   | (c)   |
| Equity compensation plans previously approved by security holders (1)        | 2,866,000   | \$ .29  | 1,222,833   |
| Equity compensation plans not previously approved by security holders (2)    | 3,179,500   | \$ .13  | 820,500   |
| Individual option grants that have not been approved by security holders (3) | 3,175,000   | \$ .15  | -   |
| Total  | 9,220,500   | \$ .18  | 2,043,333   |

(1) Consists of grants under our 1993, 1994, 1995, 1996, 1997, 1998, 1999, and 2005 Stock Option Plans of which 2,749,333 are exercisable at December 31, 2013.

(2) Consists of grants under our 2009 Plan of which 2,833,667 are exercisable at December 31, 2013.

(3) Consists of individual option grants approved by the Board for an aggregate of 3,175,000 common shares of which 525,000 are exercisable at December 31, 2013.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

**Officers, Directors and Equity Investment**

We are obligated under various convertible notes payable to Northwest Hampton Holdings, LLC (“Northwest”). James Villa, our CEO and President, is the sole member of Northwest. At December 31, 2013, Northwest was the holder of convertible notes bearing interest at 6%, including principal and accrued interest of \$289,892 which mature on January 1, 2016. At December 31, 2013, the principal and a portion of the accrued interest under these notes were convertible into shares of our common stock at a conversion price of \$.05 per share (for a total of 5,797,839 shares).

At December 31, 2013, Dr. Allan M. Robbins, a member of our Board, was the holder of convertible notes bearing interest at 6%, including principal and accrued interest of \$458,407 which mature on January 1, 2016 and a demand note bearing interest at 12% for \$40,000. At December 31, 2013, the principal and a portion of the accrued interest under the notes were convertible into shares of our common stock at conversion prices of \$.05 and \$.11 per share, respectively (for a total of 9,531,778 shares).

At December 31, 2013, Mr. James Witzel, our Chief Financial Officer, was the holder of a convertible note bearing interest at 6%, including principal and accrued interest of \$12,448 which matures on January 1, 2016. At December 31, 2013, the principal and accrued interest under the note was convertible into shares of our common stock at a conversion price of \$.05 per share (for a total of 248,966 shares).

The interest rates on the aforementioned notes payable to Northwest, Dr. Robbins and Mr. Witzel (collectively, the "Notes") are adjusted annually, on January 1st of each year, to a rate equal to the prime rate in effect on December 31st of the immediately preceding year, plus one and one quarter percent, but in no event less than 6% per annum. The Notes are secured by a security interest in all our assets.

Generally, upon notice, prior to the maturity date, we can convert all or a portion of the outstanding principal on the Notes. However, the Notes are not convertible into shares of our common stock to the extent conversion would result in a change of control which would limit the use of our net operating loss carryforwards; provided, however, this limitation will not apply if we close a transaction with another third party or parties that results in a change of control which will limit the use of our net operating loss carryforwards.

Prior to any conversion, the holders of the Notes are entitled to convert their Notes, on a pari passu basis and upon any such participation the requesting note holder shall proportionately adjust his conversion request such that, in the aggregate, a change of control, which will limit the use of our net operating loss carryforwards, does not occur; provided, however, the right to participate is only available to a noteholder if his Note is then convertible into 5% or more of our common stock.

In 2010, 2009 and 2006, we issued three demand notes to Dr. Robbins, in the principal amount of \$40,000 with interest at 12% per annum (the "2010 Note"), \$50,000 with interest at 10% per annum and \$105,000 with interest at 18% per annum, respectively. At the election of the holder, the principal of the 2010 Note may be converted into 363,636 shares of our common stock at \$.11 per share. At December 31, 2013, the outstanding principal balance on the 2010 Note remained unchanged and the principal balance remaining on the other two notes were \$30,000 and \$13,000, respectively. The aggregate accrued interest on all the notes was \$95,563.

Between June 1, 2012 and December 31, 2013, we provided software development and management services to goSudo. These services were provided on a "cost-plus" basis, but were provided on more favorable terms than our usual and customary rates charged to our customers. Since December 31, 2013, we have continued to provide services to goSudo on similar terms. At December 31, 2013, \$269 was due and payable to us.

During 2013, we purchased 270,000 shares of the authorized but unissued shares of Series A stock of goSudo for an aggregate purchase price of \$270,000 pursuant to the terms and conditions of a preferred stock purchase agreement.

As a result, at December 31, 2013, we own approximately 8.8% of the total outstanding shares of goSudo. goSudo's web site is <http://mySudo.me> (the information contained in goSudo's website shall not be considered a part of this Report). Our source of funds consisted of settlement of accounts receivable of \$114,167 due from goSudo and cash of \$155,833.

During 2013 and 2012, Mr. Villa and Dr. Robbins made loans to goSudo and during 2013 converted loans into goSudo Series A stock. In addition, one of our employees is one of three members of the board of directors of goSudo and is active in managing goSudo's business and Mr. Villa is an officer of goSudo. As a result of the foregoing, we are deemed to have significant influence upon goSudo's policy and operating decisions.

### **David N. Slavny**

At December 31, 2013, David N. Slavny, our Director of Business Development and a beneficial owner of approximately 8.9% of our outstanding common stock, held a convertible demand note in the principal amount of \$59,000, accruing interest at a rate of 11% per year, and convertible into common stock at \$.16 per share.

At December 31, 2013, the outstanding principal and interest on this note was \$60,085 which was convertible into 375,529 shares of our common stock.



## Director Independence

Our Board has determined that Donald Reeve and Dr. Robbins are “independent” in accordance with the NASDAQ’s independence standards. Our audit and compensation committees consist of Mr. Villa and Dr. Robbins, of which only Dr. Robbins is sufficiently independent for compensation committee purposes under NASDAQ’s standards and neither of them is sufficiently independent for audit committee purposes under NASDAQ’s standards by virtue of their respective beneficial ownership of our common stock.

## Item 14. Principal Accountant Fees and Services

The aggregate fees billed by our principal accounting firm, Freed Maxick CPAs, P.C. for the years ended December 31, 2013 and 2012 are as follows:

|                                    | 2013     | 2012     |
|------------------------------------|----------|----------|
| Audit fees                         | \$85,000 | \$84,282 |
| Audit related fees                 | -        | -        |
| Total audit and audit related fees | \$85,000 | \$84,282 |

Audit fees for 2013 and 2012 were for professional services rendered for the audits of our annual consolidated financial statements and reviews of the financial statements included in our Quarterly Reports on Form 10-Q. There were no tax or other non-audit related services provided by the independent accountants for 2013 and 2012.

As a matter of policy, each permitted non-audit service is pre-approved by the audit committee or the audit committee’s chairman pursuant to delegated authority by the audit committee, other than de minimus non-audit services for which the pre-approval requirements are waived in accordance with the rules and regulations of the SEC.

## **Audit Committee Pre-Approval Policies and Procedures**

The audit committee charter provides that the audit committee will pre-approve audit services and non-audit services to be provided by our independent auditors before the accountant is engaged to render these services. The audit committee may consult with management in the decision-making process, but may not delegate this authority to management. The audit committee may delegate its authority to pre-approve services to one or more committee members, provided that the designees present the pre-approvals to the full committee at the next committee meeting.

**Item 15. Exhibits and Financial Statement Schedules**

(a) The following documents are filed as part of this report:

(1) Financial Statements – See the Index to the consolidated financial statements on page F-1.

(b) Exhibits:

Exhibit

| No.  | Description   |
|------|---|
| 3.1  | Restated Certificate of Incorporation of the Company. (1)                             |
| 3.2  | Certificate of Amendment of Certificate of Incorporation dated January 7, 1998. (3)   |
| 3.3  | Certificate of Amendment of Certificate of Incorporation dated February 16, 1999. (4) |
| 3.4  | Certificate of Amendment of Certificate of Incorporation dated February 28, 2006. (6) |
| 3.5  | By-Laws of the Company. (1)   |
| 4.1  | Specimen Stock Certificate. (1)   |
| 10.1 | **2005 Stock Option Plan. (2)   |
| 10.2 | **2009 Stock Option Plan. (9)   |

36

- 10.3 Form of Stock Option Agreement. (1)
- 10.4 Promissory Note dated August 13, 2003 in favor of Carle C. Conway. (5)
- 10.5 Promissory Note dated January 16, 2004 in favor of Carle C. Conway. (5)
- 10.6 Promissory Note dated March 11, 2004 in favor of Carle C. Conway. (5)
- 10.7 Promissory Note dated December 31, 2003 in favor of Northwest Hampton Holdings, LLC. (5)
- 10.8 Modification Agreement No. 3 to Promissory Notes between Northwest Hampton Holdings, LLC and the Company dated October 1, 2005. (6)
- 10.9 Modification Agreement No. 3 to Promissory Notes between Allan Robbins and the Company dated October 1, 2005. (6)
- 10.10 Modification agreement to promissory notes between the Company and Carle C. Conway dated December 31, 2005. (6)
- 10.11 Promissory note dated December 31, 2005 in favor of David N. Slavny and Leah A. Slavny.(6)
- 10.12 Collateral security agreement between the Company and David N. Slavny and Leah A. Slavny dated December 31, 2005. (6)
- 10.13 Modification Agreement to Promissory Note between Northwest Hampton Holdings, LLC and the Company dated December 6, 2005. (6)
- 10.14 Collateral security agreement between the Company and Northwest Hampton Holdings, LLC dated February 15, 2006. (6)
- 10.15 Collateral security agreement between the Company and Allan Robbins dated February 15, 2006. (6)
- 10.16 Purchase and sale agreement between the Company and Amerisource Funding, Inc. dated May 21, 2004. (7)
- 10.17 Account modification agreement between the Company and Amerisource Funding, Inc. dated August 5, 2005. (7)
- 10.18 Promissory note dated June 13, 2008 in favor of Dan Cappa. (9)
- 10.19 Modification agreement to promissory notes between the Company and David N. Slavny and Leah A. Slavny dated February 6, 2009. (9)
- 10.20 Promissory Note between Northwest Hampton Holdings, LLC and the Company dated September 30, 2009. (10)
- 10.21 Modification agreement to promissory notes between the Company and Carle C. Conway dated December 31, 2009. (10)
- 10.22 Modification agreement to promissory note between the Company and Dan Cappa dated December 31, 2009. (10)
- 10.23 Promissory Note between Northwest Hampton Holdings, LLC and the Company dated May 27, 2010. (11)
- 10.24 Promissory Note between Allan M. Robbins and the Company dated August 13, 2010. (12)
- 10.25 Modification agreement to promissory note between the Company and Dan Cappa dated December 31, 2010. (13)
- 10.26 Modification agreement to promissory note between the Company and Carle C. Conway dated December 31, 2010. (13)
- 10.27 Settlement Agreement between the Company and the PBGC, effective as of September 1, 2011. (14)
- 10.28 Trusteeship Agreement between the Company and the PBGC, effective as of November 1, 2011. (15)
- 10.29 Promissory note in favor of the PBGC in the principal amount of \$300,000 (15)
- 10.30 Modification agreement to promissory note between the Company and Dan Cappa dated December 14, 2012. (16)
- 10.31 Modification agreement to promissory notes between the Company and Carle C. Conway dated December 31, 2012. (16)
- 14.1 Code of Ethics. (6)
- 23.1 Consent of Freed Maxick CPAs, P.C., independent registered public accounting firm\*

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- 31.1 Chief Executive Officer Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002.\*
- 31.2 Chief Financial Officer Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002.\*
- 32.1 Chief Executive Officer Certification pursuant to section 906 of the Sarbanes-Oxley Act of 2002.\*
- 32.2 Chief Financial Officer Certification pursuant to section 906 of the Sarbanes-Oxley Act of 2002.\*

37

101.INS XBRL Instance Document.\*  
101.SCH XBRL Taxonomy Extension Schema Document.\*  
101.CAL XBRL Taxonomy Extension Calculation Linkbase Document.\*  
101.LAB XBRL Taxonomy Extension Label Linkbase Document.\*  
101.PRE XBRL Taxonomy Extension Presentation Linkbase Document.\*  
101.DEF XBRL Taxonomy Extension Definition Linkbase Document.\*

\*Filed as an exhibit hereto.

\*\*Management contract or compensatory plan or arrangement.

- (1) Previously filed as an exhibit to the Company's Registration Statement on Form S-1 (File #33-61856) and incorporated herein by reference.
- (2) Incorporated by reference to Appendix II of the Company's DEF14A filed on February 1, 2006.
- (3) Incorporated by reference to the Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 1997.
- (4) Incorporated by reference to the Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 1998.
- (5) Incorporated by reference to the Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2002.
- (6) Incorporated by reference to the Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2005.
- (7) Incorporated by reference to the Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2006.
- (8) Incorporated by reference to the Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2007.
- (9) Incorporated by reference to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008.
- (10) Incorporated by reference to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009.
- (11) Incorporated by reference to the Company's Quarter Report on Form 10-Q for the quarterly period ended June 30, 2010.
- (12) Incorporated by reference to the Company's Quarter Report on Form 10-Q for the quarterly period ended September 30, 2010.
- (13) Incorporated by reference to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010.
- (14) Incorporated by reference to the Company's Current Report on Form 8-K filed on September 12, 2011.
- (15) Incorporated by reference to the Company's Current Report on Form 8-K filed on November 7, 2011.
- (16) Incorporated by reference to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

(c) Information required by schedules called for under Regulation S-X is either not applicable or is included in the financial statements or notes thereto.



**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

Date: March 31, 2014 Infinite Group, Inc.

By: /s/ James Villa  
James Villa, Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

|                      |  |                |
|----------------------|--|----------------|
| /s/ James Villa      | Chairman of the Board, Chief Executive Officer and President |                |
| James Villa          | (Principal Executive Officer)                                | March 31, 2014 |
| /s/ James Witzel     | Chief Financial Officer                                      |                |
| James Witzel         | (Principal Financial and Accounting Officer)                 | March 31, 2014 |
| /s/ Donald Reeve     | Director   |                |
| Donald Reeve         |  | March 31, 2014 |
| /s/ Allan M. Robbins | Director   |                |
| Allan M. Robbins     |  | March 31, 2014 |

**CONSOLIDATED  
FINANCIAL STATEMENTS**

**INFINITE GROUP, INC.**

**DECEMBER 31, 2013**

**with**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**



**INFINITE GROUP, INC.**

**CONTENTS**

|  | <b>Page</b> |
|--|-------------|
| <b>Report of Independent Registered Public Accounting Firm</b> | 1           |
| <b>Consolidated Financial Statements:</b>                      |             |
| Consolidated Balance Sheets                                    | 2           |
| Consolidated Statements of Income                              | 3           |
| Consolidated Statements of Stockholders' Deficiency            | 4           |
| Consolidated Statements of Cash Flows                          | 5           |
| <b>Notes to Consolidated Financial Statements</b>              | 6 - 21      |

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders

Infinite Group, Inc.

We have audited the accompanying consolidated balance sheets of Infinite Group, Inc. as of December 31, 2013 and 2012, and the related consolidated statements of income, stockholders' deficiency, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Infinite Group, Inc. as of December 31, 2013 and 2012, and the consolidated results of its operations and its cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

/s/ Freed Maxick CPAs, P.C.

Buffalo, New York

March 31, 2014

**INFINITE GROUP, INC.****CONSOLIDATED BALANCE SHEETS**

|  | December 31, |           |
|--|--------------|-----------|
|  | 2013         | 2012      |
| <b>ASSETS</b>                                      |              |           |
| Current assets:                                    |              |           |
| Cash   | \$16,947     | \$56,158  |
| Accounts receivable, net of allowances of \$70,000 | 592,045      | 585,322   |
| Prepaid expenses and other current assets          | 22,512       | 22,127    |
| Total current assets                               | 631,504      | 663,607   |
| Property and equipment, net                        | 46,120       | 38,062    |
| Investment in equity securities                    | 247,000      | 0         |
| Deposits and other assets                          | 2,318        | 4,318     |
|  | \$926,942    | \$705,987 |
| <b>LIABILITIES AND STOCKHOLDERS' DEFICIENCY</b>    |              |           |
| Current liabilities:                               |              |           |
| Accounts payable                                   | \$316,873    | \$281,017 |
| Accrued payroll                                    | 364,120      | 356,164   |
| Accrued interest payable                           | 451,160      | 408,799   |
| Accrued retirement and pension                     | 200,316      | 220,783   |
| Accrued expenses - other                           | 41,933       | 60,015    |
| Current maturities of long-term obligations        | 21,186       | 22,867    |
| Note payable                                       | 30,000       | 30,000    |
| Notes payable - related parties                    | 142,000      | 149,000   |
| Total current liabilities                          | 1,567,588    | 1,528,645 |
| Long-term obligations:                             |              |           |
| Notes payable:                                     |              |           |
| Banks and other                                    | 1,523,406    | 1,544,593 |
| Related parties                                    | 501,324      | 501,324   |
| Total liabilities                                  | 3,592,318    | 3,574,562 |
| Commitments and contingencies (Notes 10 and 11)    | 0            | 0         |

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Stockholders' deficiency:

|  |              |              |
|--|--------------|--------------|
| Common stock, \$.001 par value, 60,000,000 shares authorized; 25,961,883 shares issued and outstanding | 25,961       | 25,961       |
| Additional paid-in capital   | 30,259,102   | 30,164,403   |
| Accumulated deficit  | (32,950,439) | (33,058,939) |
| Total stockholders' deficiency   | (2,665,376 ) | (2,868,575 ) |
|  | \$926,942    | \$705,987    |

See notes to consolidated financial statements.

F-2

**INFINITE GROUP, INC.****CONSOLIDATED STATEMENTS OF INCOME**

|   | Years Ended<br>December 31, |             |
|---|-----------------------------|-------------|
|   | 2013                        | 2012        |
| Sales   | \$8,712,617                 | \$8,725,886 |
| Cost of services                              | 6,383,978                   | 6,375,501   |
| Gross profit                                  | 2,328,639                   | 2,350,385   |
| Costs and expenses:                           |                             |             |
| General and administrative                    | 1,022,356                   | 1,118,397   |
| Selling                                       | 865,656                     | 1,120,135   |
| Defined benefit pension plan                  | 0                           | (480,000 )  |
| Total costs and expenses                      | 1,888,012                   | 1,758,532   |
| Operating income                              | 440,627                     | 591,853     |
| Loss on equity investment                     | (23,000 )                   | 0           |
| Interest expense:                             |                             |             |
| Related parties                               | (46,816 )                   | (52,385 )   |
| Other   | (262,311 )                  | (268,271 )  |
| Total interest expense                        | (309,127 )                  | (320,656 )  |
| Net income                                    | \$ 108,500                  | \$ 271,197  |
| Net income per share – basic and diluted      | \$ .00                      | \$ .01      |
| Weighted average shares outstanding – basic   | 25,961,883                  | 25,961,883  |
| Weighted average shares outstanding – diluted | 46,360,387                  | 47,562,782  |

See notes to consolidated financial statements.

**INFINITE GROUP, INC.****CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIENCY**

Years Ended December 31, 2013 and 2012

|                             | Common Stock<br>Shares | Common Stock<br>Amount | Additional<br>Paid-in<br>Capital | Accumulated<br>Deficit | Total         |
|-----------------------------|------------------------|------------------------|----------------------------------|------------------------|---------------|
| Balance - December 31, 2011 | 25,961,883             | \$25,961               | \$30,078,784                     | \$(33,330,136)         | \$(3,225,391) |
| Stock based compensation    | 0                      | 0                      | 85,619                           | 0                      | 85,619        |
| Net income                  | 0                      | 0                      | 0                                | 271,197                | 271,197       |
| Balance - December 31, 2012 | 25,961,883             | \$25,961               | \$30,164,403                     | \$(33,058,939)         | \$(2,868,575) |
| Stock based compensation    | 0                      | 0                      | 94,699                           | 0                      | 94,699        |
| Net income                  | 0                      | 0                      | 0                                | 108,500                | 108,500       |
| Balance - December 31, 2013 | 25,961,883             | \$25,961               | \$30,259,102                     | \$(32,950,439)         | \$(2,665,376) |

See notes to consolidated financial statements.

**INFINITE GROUP, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS**

|   | Years Ended<br>December 31, |            |
|---|-----------------------------|------------|
|   | 2013                        | 2012       |
| Cash flows from operating activities:   |                             |            |
| Net income  | \$ 108,500                  | \$ 271,197 |
| Adjustments to reconcile net income to net cash provided by operating activities: |                             |            |
| Stock based compensation  | 94,699                      | 85,619     |
| Reduction of accrued retirement and pension                                       | 0                           | (480,000)  |
| Depreciation  | 21,074                      | 28,339     |
| Loss on equity investment   | 23,000                      | 0          |
| (Increase) decrease in assets:  |                             |            |
| Accounts receivable   | (120,890)                   | 438,004    |
| Prepaid expenses and other assets   | 1,615                       | 10,683     |
| Increase (decrease) in liabilities:   |                             |            |
| Accounts payable  | 35,856                      | (285,963)  |
| Accrued expenses  | 32,235                      | 1,957      |
| Accrued pension obligations   | (20,467 )                   | 41,133     |
| Net cash provided by operating activities   | 175,622                     | 110,969    |
| Cash flows from investing activities:   |                             |            |
| Purchases of property and equipment   | (29,132 )                   | (10,515 )  |
| Investment in equity securities   | (155,833)                   | 0          |
| Net cash used by investing activities   | (184,965)                   | (10,515 )  |
| Cash flows from financing activities:   |                             |            |
| Repayments of notes payable   | (22,868 )                   | (33,190 )  |
| Repayments of notes payable - related parties                                     | (7,000 )                    | (48,000 )  |
| Net cash used by financing activities   | (29,868 )                   | (81,190 )  |
| Net increase (decrease) in cash   | (39,211 )                   | 19,264     |
| Cash - beginning of year  | 56,158                      | 36,894     |
| Cash - end of year  | \$ 16,947                   | \$ 56,158  |
| Supplemental Disclosures of Cash Flow Information:                                |                             |            |
| Cash payments for:  |                             |            |
| Interest  | \$ 264,417                  | \$ 315,168 |

|              |     |     |
|--------------|-----|-----|
| Income taxes | \$0 | \$0 |
|--------------|-----|-----|

See notes to consolidated financial statements.

F-5



**INFINITE GROUP, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1. - PRINCIPLES OF CONSOLIDATION AND BUSINESS**

The accompanying consolidated financial statements include the financial statements of Infinite Group, Inc. (the Company).

The Company operates in one segment, the field of information technology (IT) consulting services, with all operations based in the United States. There were no sales from customers in foreign countries during 2013 and 2012 and all assets are located in the United States. Certain projects required employees to travel to foreign countries during 2013 and 2012.

**NOTE 2. - MANAGEMENT PLANS**

The Company reported net income of \$108,500 in 2013 and \$271,197 in 2012 and a stockholders' deficit at December 31, 2013 and 2012. The Company's business strategy is summarized as follows.

The Company plans include continuing to provide cloud related IT managed services and solutions and continuing to expand into the commercial sector including the SMB space. The Company also reviews potential acquisitions. The Company is committed to remaining on the leading edge of technologies and trends in the IT service sector. The Company's ability to succeed may depend on how successful it is in differentiating itself from competition at a time when competition in these markets is on the rise.

The Company strategy has been to bid for contract vehicles that facilitate Federal and State government procurement requirements which allow the Company to compete further on task orders issued under the contract vehicles. The uncertainty in the Federal process along with a lack of socio-economic advantage makes it difficult for the Company to compete in the government market. The Company's strategy is to establish partnerships to create a better competitive advantage.

In addition, the Company's strategy is to build its business by delivering a wide range of IT solutions and services that address challenges common to many U.S. Government agencies, state and local governments and commercial companies including SMBs. The Company believes that its core strengths position the Company to respond to the long-term trends and changing demands of the IT markets.

The Company has established several areas of specific focus with the objective of increasing its sales, which include the following:

Cloud computing;

Managed services that include managing leading edge operations and implementing complex programs in advanced server management;

Remote desktop and remote server monitoring and remediation;

Help desk and call center services;

Third party data storage;

Backup and disaster recovery solutions; and

Project management.

**INFINITE GROUP, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 2. - MANAGEMENT PLANS – CONTINUED**

**Continue to Improve Operations and Capital Resources**

The Company's goal is to increase sales and generate cash flow from operations on a consistent basis. The Company used ISO 9001-2008 practices as a tool for improvement that has aided expense reduction and internal performance. During 2013, the Company realized expense reductions associated with less travel and other selling expenses due to maintaining fewer business development positions and utilizing more virtual meetings, webinars and conference calls. Beginning in late 2013, the company has hired new sales employees with the objective of increasing sales.

The Company believes the capital resources available under its factoring line of credit, cash from additional related party loans and cash generated by improving the results of its operations provide sources to fund its ongoing operations and to support the internal growth the Company expects to achieve for at least the next 12 months. However, if the Company does not continue to maintain or improve the results of its operations in future periods, the Company expects that additional working capital will be required to fund its business. Although the Company has no assurances, the Company believes that related parties, who have previously provided working capital, will continue to provide working capital loans on similar terms, as in the past, as may be necessary to fund its on-going operations for at least the next 12 months.

If the Company experiences significant growth in its sales, the Company believes that this may require it to increase its financing line, finance additional accounts receivable, or obtain additional working capital from other sources to support its sales growth. There is no assurance that in the event the Company needs additional funds that adequate additional working capital will be available or, if available, will be offered on acceptable terms.

**NOTE 3. - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Accounts Receivable - Credit is granted to substantially all customers throughout the United States. The Company carries its accounts receivable at invoice amount, less an allowance for doubtful accounts. On a periodic basis, the Company evaluates its accounts receivable and establishes an allowance for doubtful accounts, based on a history of past write-offs and collections and current credit conditions. The Company's policy is to not accrue interest on past due receivables. Management determined that an allowance of \$70,000 for doubtful accounts was reasonably stated at December 31, 2013 and 2012.

**Concentration of Credit Risk** - Financial instruments that potentially subject the Company to concentration of credit risk consist of cash accounts in financial institutions. The cash accounts occasionally exceed the federally insured deposit amount; however, management does not anticipate nonperformance by financial institutions. Management reviews the financial viability of these institutions on a periodic basis.

Sale of Certain Accounts Receivable - The Company has available a financing line with a financial institution (the Purchaser). In connection with this line of credit the Company adopted FASB ASC 860 "*Transfers and Servicing*". FASB ASC 860 provides consistent standards for distinguishing transfers of financial assets that are sales from transfers that are secured borrowings. The Company has a factoring line with the Purchaser which enables the Company to sell selected accounts receivable invoices to the Purchaser with full recourse against the Company.

**INFINITE GROUP, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 3. - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED**

These transactions qualify for a sale of assets since (1) the Company has transferred all of its right, title and interest in the selected accounts receivable invoices to the financial institution, (2) the Purchaser may pledge, sell or transfer the selected accounts receivable invoices, and (3) the Company has no effective control over the selected accounts receivable invoices since it is not entitled to or obligated to repurchase or redeem the invoices before their maturity and it does not have the ability to unilaterally cause the Purchaser to return the invoices. Under FASB ASC 860, after a transfer of financial assets, an entity recognizes the financial and servicing assets it controls and the liabilities it has incurred, derecognizes financial assets when control has been surrendered, and derecognizes liabilities when extinguished.

Pursuant to the provisions of FASB ASC 860, the Company reflects the transactions as a sale of assets and establishes an accounts receivable from the Purchaser for the retained amount less the costs of the transaction and less any anticipated future loss in the value of the retained asset. The retained amount is generally equal to 20% of the total accounts receivable invoice sold to the Purchaser. The fee for the first 30 days is 1% and additional fees are charged against the average daily balance of net outstanding funds at the prime rate, which was 3.25% per annum as of December 31, 2013 and 2012. The estimated future loss reserve for each receivable included in the estimated value of the retained asset is based on the payment history of the accounts receivable customer and is included in the allowance for doubtful accounts, if any. As collateral, the Company granted the Purchaser a first priority interest in accounts receivable and a blanket lien, which may be junior to other creditors, on all other assets.

The financing line provides the Company the ability to finance up to \$2,000,000 of selected accounts receivable invoices, which includes a sublimit for one of the Company's customers of \$1,500,000. During the year ended December 31, 2013, the Company sold approximately \$8,132,000 (\$7,797,000 - 2012) of its accounts receivable to the Purchaser. As of December 31, 2013, \$799,381 (\$781,818 - 2012) of these receivables remained outstanding. Additionally, as of December 31, 2013, the Company had approximately \$220,000 available under the financing line with the financial institution (\$183,000 – 2012). After deducting estimated fees and advances from the Purchaser, the net receivable from the Purchaser amounted to \$187,258 at December 31, 2013 (\$146,125 - 2012), and is included in accounts receivable in the accompanying balance sheets as of that date.

There were no gains or losses on the sale of the accounts receivable because all were collected. The cost associated with the financing line totaled approximately \$176,000 for the year ended December 31, 2013 (\$174,300 - 2012). These financing line fees are classified on the statements of income as interest expense.

**Property and Equipment** - Property and equipment are recorded at cost and are depreciated over their estimated useful lives for financial statement purposes. The cost of improvements to leased properties is amortized over the shorter of the lease term or the life of the improvement. Maintenance and repairs are charged to expense as incurred while improvements are capitalized.

**Accounting for the Impairment or Disposal of Long-Lived Assets** - The Company follows provisions of FASB ASC 360 "*Property, Plant and Equipment*" in accounting for the impairment or disposal of long-lived assets. This standard specifies, among other things, that long-lived assets are to be reviewed for potential impairment whenever events or circumstances indicate that the carrying amounts may not be recoverable. The Company determined that there was no impairment of long-lived assets during 2013 and 2012.

**INFINITE GROUP, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 3. - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED**

**Revenue Recognition** - The Company's revenues are generated under both time and material and fixed price agreements. Consulting revenue is recognized when the associated costs are incurred, which coincides with the consulting services being provided. Time and materials service agreements are based on hours worked and are billed at agreed upon hourly rates for the respective position plus other billable direct costs. Fixed price service agreements are based on a fixed amount of periodic billings for recurring services of a similar nature performed according to the contractual arrangements with clients. Under both types of agreements, the delivery of services occurs when an employee works on a specific project or assignment as stated in the contract or purchase order. Based on historical experience, the Company believes that collection is reasonably assured.

During 2013, sales to one client, including sales under subcontracts for services to several entities, accounted for 68.9% of total sales (65.1% - 2012) and 56.4% of accounts receivable at December 31, 2013 (59.5% - 2012). Sales to another client, which consisted of sales under subcontracts, accounted for 25.0% of sales in 2013 (22.1% - 2012) and 37.0% of accounts receivable at December 31, 2013 (19.8% - 2012).

**Equity Instruments** - For equity instruments issued to consultants and vendors in exchange for goods and services the Company follows the provisions of FASB ASC 718 "*Compensation – Stock Compensation.*" The measurement date for the fair value of the equity instruments issued is determined at the earlier of (i) the date at which a commitment for performance by the consultant or vendor is reached or (ii) the date at which the consultant or vendor's performance is complete. In the case of equity instruments issued to consultants, the fair value of the equity instrument is recognized over the term of the consulting agreement.

**Stock Options** - The Company recognizes compensation expense related to stock based payments over the requisite service period based on the grant date fair value of the awards. The Company uses the Black-Scholes option pricing model to determine the estimated fair value of the awards.

**Income Taxes** - The Company and its wholly owned subsidiaries file consolidated federal income tax returns. The Company accounts for income tax expense in accordance with FASB ASC 740 "*Income Taxes.*" Deferred taxes are

provided on an asset and liability method whereby deferred tax assets are recognized for deductible temporary differences, operating loss and tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

The Company reviews tax positions taken to determine if it is more likely than not that the position would be sustained upon examination resulting in an uncertain tax position. The Company did not have any material unrecognized tax benefit at December 31, 2013 or 2012. The Company recognizes interest accrued and penalties related to unrecognized tax benefits in tax expense. During the years ended December 31, 2013 and 2012, the Company recognized no interest and penalties.

F-9



**INFINITE GROUP, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 3. - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED**

The Company files U.S. federal tax returns and tax returns in various states. The tax years 2010 through 2012 remain open to examination by the taxing jurisdictions to which the Company is subject.

Earnings Per Share - Basic earnings per share is based on the weighted average number of common shares outstanding during the periods presented. Diluted earnings per share is based on the weighted average number of common shares outstanding, as well as dilutive potential common shares which, in the Company's case, comprise shares issuable under convertible notes payable and stock options. The treasury stock method is used to calculate dilutive shares, which reduces the gross number of dilutive shares by the number of shares purchasable from the proceeds of the options and warrants assumed to be exercised. In a loss year, the calculation for basic and diluted earnings per share is considered to be the same, as the impact of potential common shares is anti-dilutive.

The following table sets forth the computation of basic and diluted earnings per share as of December 31, 2013 and 2012:

|   | Year ended December 31, |            |
|---|-------------------------|------------|
|   | 2013                    | 2012       |
| Numerator for basic net income per share:   |                         |            |
| Income available to common stockholders   | \$ 108,500              | \$ 271,197 |
| Denominator for basic net income per share:   |                         |            |
| Weighted average common shares outstanding  | 25,961,883              | 25,961,883 |
| Basic net income per share  | \$.00                   | \$.01      |
| Numerator for diluted net income per share:   |                         |            |
| Income available to common stockholders   | \$ 108,500              | \$ 271,197 |
| Effect of dilutive securities - common stock options and convertible notes payable            | 50,879                  | 57,369     |
| Diluted earnings per share - income available to common stockholders with assumed conversions | 159,379                 | 328,566    |
| Denominator for diluted net income per share:   |                         |            |
| Weighted average common shares outstanding  | 25,961,883              | 25,961,883 |

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|  |            |            |
|--|------------|------------|
| Effect of dilutive securities - common stock options and convertible notes payable | 20,398,504 | 21,600,899 |
| Shares used in computing diluted net income per share                              | 46,360,387 | 47,562,782 |
| Diluted net income per share   | \$.00      | \$.01      |
| Anti-dilutive shares excluded from net income per share calculation                | 6,092,500  | 3,146,500  |

For the years ended December 31, 2013 and 2012, convertible debt and options to purchase 6,092,500 and 3,146,500 shares of common stock, respectively, that could potentially dilute basic earnings per share were excluded from the calculation of diluted net income per share because the exercise prices were greater than the average market price of the common shares or their inclusion would have been anti-dilutive.

F-10

**INFINITE GROUP, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 3. - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED**

**Fair Value of Financial Instruments** - The Company has determined the fair value of debt and other financial instruments using a valuation hierarchy. The hierarchy, which prioritizes the inputs used in measuring fair value, consists of three levels.

Level 1 uses observable inputs such as quoted prices in active markets;

Level 2 uses inputs other than quoted prices in active markets that are either directly or indirectly observable; and

Level 3, which is defined as unobservable inputs in which little or no market data exists, requires the Company to develop its own assumptions.

The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The carrying amounts of cash, accounts receivable and accounts payable and accrued expenses are reasonable estimates of their fair value due to their short maturity. Based on the borrowing rates currently available to the Company for loans similar to its term debt and notes payable, the fair value approximates its carrying amount.

**Equity Investments** - The Company accounts for investments in equity securities of other entities under the cost method of accounting if investments in voting equity interests of the investee are less than 20%. The equity method of accounting is used if the Company's investment in voting stock is greater than or equal to 20% but less than a majority. In considering the accounting method for investments less than 20%, the Company also considers other factors such as its ability to exercise significant influence over operating and financial policies of the investee. If certain factors are present, the Company could account for investments for which it has less than a 20% ownership under the equity method of accounting.

**Use of Estimates** - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Recent Accounting Pronouncements - Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists** – The FASB issued Accounting Standards Update (ASU) No. 2013-11. Per this ASU an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except as follows. To the extent a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013.

**INFINITE GROUP, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 4. - PROPERTY AND EQUIPMENT**

Property and equipment consists of:

|                          | Depreciable<br>Lives | December 31, |           |
|--------------------------|----------------------|--------------|-----------|
|                          |                      | 2013         | 2012      |
| Software                 | 3 to 5 years         | \$10,881     | \$10,881  |
| Equipment                | 3 to 10 years        | 142,846      | 129,960   |
| Furniture and fixtures   | 5 to 7 years         | 13,735       | 9,424     |
| Leasehold improvements   | 3 years              | 1,224        | 1,224     |
|                          |                      | 168,686      | 151,489   |
| Accumulated depreciation |                      | (122,566)    | (113,427) |
|                          |                      | \$46,120     | \$38,062  |

Depreciation expense was \$21,074 and \$28,339 for the years ended December 31, 2013 and 2012, respectively.

**NOTE 5. - INVESTMENT IN EQUITY SECURITIES**

During 2013, the Company purchased 270,000 shares of the authorized but unissued shares of Series A Convertible Preferred Stock ("Series A stock"), \$.001 par value, of Sudo.me Corporation (goSudo) for an aggregate purchase price of \$270,000 pursuant to the terms and conditions of a preferred stock purchase agreement. goSudo is a customer of the Company. As a result, at December 31, 2013, the Company owns approximately 8.8% of the total outstanding shares of goSudo. The source of funds consisted of settlement of accounts receivable of \$114,167 due from goSudo and cash of \$155,833. Accordingly, the investment of \$114,167 is considered a non-cash investing activity.

The investment is accounted for using the equity method since Company management exercises significant influence over the operating and financial policies of goSudo. During 2012 and 2013, certain officers and directors of the

Company made loans to goSudo and converted loans to Series A stock. In addition, one Company employee is one of three members of the board of directors of goSudo and is active in managing goSudo's business. One Company employee is an officer of goSudo. As a result of the foregoing, the Company is deemed to have significant influence upon goSudo's policy and operating decisions. The investment was written down by \$23,000 through December 31, 2013 to \$247,000 based on the Company's interest in the net loss of goSudo from May 7, 2013 (date of initial investment) through December 31, 2013.

**INFINITE GROUP, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 5. - INVESTMENT IN EQUITY SECURITIES – CONTINUED**

The Series A stock votes together with all other classes of stock as a single class on all actions to be taken by the stockholders. Series A stock dividends accrue at the rate of \$.10 per year on each share from the date of issuance. Each Series A share entitles the holder to such number of votes per share based on the number of shares of common stock it is convertible into. At the option of the holder, each share and accrued and unpaid dividends are convertible into shares of common stock at a rate of the quotient of (i) preferred shares plus unpaid dividends divided by (ii) the number of preferred shares. Shares of Series A stock are automatically converted to shares of common stock upon a firm commitment underwritten public offering of common stock yielding gross proceeds of at least \$10 million at a minimum price of \$3 per share.

Unaudited financial information for goSudo as of and for the year ended December 31, 2013 reflects total assets of \$17,113, total liabilities of \$146,035, and a net loss of \$822,796. goSudo is a development stage enterprise and has no revenues for the year ended December 31, 2013.

**NOTE 5. - NOTES PAYABLE – CURRENT**

Note payable at December 31, 2013 and 2012 consists of an unsecured demand note payable of \$30,000 with interest at 10%.

Notes payable - related parties consist of:

|  | December 31, |          |
|--|--------------|----------|
|  | 2013         | 2012     |
| Convertible demand note payable to employee, 11% (A) | \$59,000     | \$59,000 |
| Demand note payable to director, 18%, unsecured      | 13,000       | 20,000   |

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|   |           |           |
|---|-----------|-----------|
| Convertible demand note payable to director, 12%, unsecured (B) | 40,000    | 40,000    |
| Demand note payable to director, 10%, unsecured                 | 30,000    | 30,000    |
|   | \$142,000 | \$149,000 |

**(A) Convertible demand note payable to employee, 11%** - At December 31, 2013 and 2012, the Company was obligated to an employee for \$59,000 with interest at 11%. The note is secured by a subordinate lien on all of the Company's assets. The principal and accrued interest are convertible at the option of the holder into shares of common stock at \$.16 per share.

**(B) Convertible demand note payable to director, 12%**, - At December 31, 2013 and 2012, the Company was obligated to a director for \$40,000 with interest at 12%. The note is unsecured and the principal is convertible at the option of the holder into shares of common stock at \$.11 per share.



**INFINITE GROUP, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 6. - LONG-TERM OBLIGATIONS****Notes Payable - Banks and Other**

Term notes payable - banks and other consist of:

|  | December 31, |             |
|--|--------------|-------------|
|  | 2013         | 2012        |
| Note payable, 10%, secured, due January 1, 2015                  | \$265,000    | \$265,000   |
| Convertible term note payable, 12%, secured, due January 1, 2016 | 175,000      | 175,000     |
| Convertible notes payable, 6%, due January 1, 2016               | 150,000      | 150,000     |
| Term note payable - PBGC, 6%, secured                            | 273,000      | 285,000     |
| Obligation to PBGC based on free cash flow                       | 569,999      | 569,999     |
| Convertible term note payable, 7%, secured, due October 3, 2016  | 100,000      | 100,000     |
| Term notes payable - banks, secured                              | 11,593       | 22,461      |
|  | 1,544,592    | 1,567,460   |
| Less current maturities  | 21,186       | 22,867      |
|  | \$1,523,406  | \$1,544,593 |

**Note payable, 10%, secured, due January 1, 2015** - During the years ended December 31, 2004 and 2003, the Company issued secured notes payable aggregating \$265,000. All of these borrowings bear interest at 10% and are due, as modified during 2012, on January 1, 2015. The notes are secured by a first lien on accounts receivable that are not otherwise used by the Company as collateral for other borrowings and by a second lien on accounts receivable.

**Convertible term note payable, 12%, secured, due January 1, 2016** - The Company entered into a secured loan agreement during 2008 for working capital. The loan bears interest at 12%, which is payable monthly and is due, as modified during 2012, on January 1, 2016 for an aggregate of \$175,000. During 2009, the note was modified for its conversion into common shares at \$.25 per share, which was the closing price of the Company's common stock on the date of the modification. The note is secured by a subordinate lien on all assets of the Company.

**Convertible notes payable, 6%, due January 1, 2016** - At December 31, 2013, the Company was obligated to unrelated third parties for \$150,000 (\$150,000 - 2012). The principal is convertible at the option of the holder into shares of common stock at \$.05 per share. The notes bear interest at 6.0% at December 31, 2013 (6.0% - 2012). The Notes are convertible into shares of common stock subject to the following limitations. The Notes are not convertible to the extent that shares of common stock issuable upon the proposed conversion would result in a change in control of the Company which would limit the use of its net operating loss carryforwards; provided, however if the Company closes a transaction with another third party or parties that results in a change of control which will limit the use of its net operating loss carryforwards, then the foregoing limitation shall lapse. Prior to any conversion by a requesting note holder, each note holder holding a note which is then convertible into 5% or more of the Company's common stock shall be entitled to participate on a pari passu basis with the requesting note holder and upon any such participation the requesting note holder shall proportionately adjust his conversion request such that, in the aggregate, a change of control, which will limit the use of the Company's net operating loss carryforwards, does not occur.

**INFINITE GROUP, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 6. - LONG-TERM OBLIGATIONS – CONTINUED**

**Term note payable - PBGC, 6%, secured** - On October 17, 2011, in accordance with of the Settlement Agreement dated September 6, 2011 (the "Settlement Agreement"), the Company issued a secured promissory note in favor of the Pension Benefit Guaranty Corporation (the "PBGC") for \$300,000 bearing interest at 6% per annum amortizing in quarterly payments over a seven year period with a balloon payment of \$75,000 in 2015. The note is due on September 30, 2018 with a balloon payment of \$144,000. See note 10 for further information related to the Osley & Whitney, Inc. Retirement Plan (the "O&W Plan") termination.

**Obligation to PBGC based on free cash flow** - On October 17, 2011, in accordance with the Settlement Agreement, the Company became obligated to make annual future payments to the PBGC through December 31, 2017 equal to a portion of the Company's "Free Cash Flow" as defined in the Settlement Agreement, not to exceed \$569,999. The annual obligation is contingent upon the Company earning free cash flow in excess of defined amounts which vary by year. The annual amount is due 15 days after the issuance of the Company's audited financial statements relating to the previous year. The Settlement Agreement contains specific events of default and provisions for remedies upon default. See note 10 for further information related to the O&W Plan termination.

**Convertible term note payable, 7%, secured** - In accordance with the Settlement Agreement, the Company repurchased 500,000 shares of its common stock from the O&W Plan for \$130,000 which was funded from the proceeds of a convertible note in the principal amount of \$100,000 to a non-affiliated accredited investor on October 4, 2011 and \$30,000 of the Company's working capital. The note bears interest at the rate of 7% per annum, payable monthly, matures on October 3, 2016 and is secured by a subordinate lien on all of the Company's assets. The note's principal is convertible at the option of the holder into shares of the Company's common stock at \$.10 per share, which was the price of the Company's common stock on the closing date of the agreement.

**Term notes payable - banks, secured** - The Company renewed a loan agreement during 2010 for the secured financing of a vehicle. The loan had a balance of \$5,993 at December 31, 2013, (\$11,667 – 2012), bears interest at 5.5% and is due in aggregate monthly installments of approximately \$515 through December 2014. The Company entered into capital lease agreements during 2012 and 2010 for the secured financing of office and technology equipment. The remaining capital lease has a balance of \$5,600 at December 31, 2013, (\$10,794 – 2012) bears interest at 14.9% and is due in monthly installments of \$318 through August 2015.

**Notes Payable - Related Parties**

**Related parties - convertible notes payable, 6%, due January 1, 2016** - The Company has various notes payable to related parties totaling \$501,324 at December 31, 2013 and 2012, which mature on January 1, 2016 with principal and accrued interest convertible, except for interest on one note for \$25,000 which is not convertible, at the option of the holder into shares of common stock at \$.05 per share. The notes bear interest at 6.0% at December 31, 2013 (6.0% - 2012). The interest rate is adjusted annually, on January 1<sup>st</sup> of each year, to a rate equal to the prime rate in effect on December 31<sup>st</sup> of the immediately preceding year, plus one and one quarter percent, and in no event, shall the interest rate be less than 6% per annum, except that one note for \$25,000 has a fixed interest rate of 6%.

F-15

**INFINITE GROUP, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 6. - LONG-TERM OBLIGATIONS – CONTINUED**

The Company executed collateral security agreements with the note holders providing for a subordinate security interest in all of the Company's assets. Generally, upon notice, prior to the note maturity date, the Company can prepay all or a portion of the outstanding notes.

The Notes are convertible into shares of common stock subject to the following limitations. The Notes are not convertible to the extent that shares of common stock issuable upon the proposed conversion would result in a change in control of the Company which would limit the use of its net operating loss carryforwards; provided, however, if the Company closes a transaction with another third party or parties that results in a change of control which will limit the use of its net operating loss carryforwards, then the foregoing limitation shall lapse.

Prior to any conversion by a requesting note holder, each note holder holding a note which is then convertible into 5% or more of the Company's common stock shall be entitled to participate on a pari passu basis with the requesting note holder and upon any such participation the requesting note holder shall proportionately adjust his conversion request such that, in the aggregate, a change of control, which will limit the use of the Company's net operating loss carryforwards, does not occur.

**Long-Term Obligations**

Minimum future annual payments of long-term obligations as of December 31, 2013 are as follows:

|      |          |
|------|----------|
| 2014 | \$21,186 |
| 2015 | 354,407  |
| 2016 | 938,324  |
| 2017 | 581,999  |
| 2018 | 150,000  |

Total long-term obligations \$2,045,916

**NOTE 7. - STOCKHOLDERS' DEFICIENCY**

**Preferred Stock** - The Company's certificate of incorporation authorizes its board of directors to issue up to 1,000,000 shares of preferred stock. The stock is issuable in series that may vary as to certain rights and preferences, as determined upon issuance, and has a par value of \$.01 per share. As of December 31, 2013 and 2012 there were no preferred shares issued or outstanding.

**NOTE 8. - STOCK OPTION PLANS**

The Company's board of directors and stockholders have approved stock option plans adopted in 1993, 1994, 1995, 1996, 1997, 1998, 1999, and 2005, which have authority to grant options to purchase up to an aggregate of 4,088,833 common shares at December 31, 2013 (4,596,333 - 2012). No further grants may be made from the 1993, 1994, 1995, 1996, 1997, 1998, and 1999 plans. As of December 31, 2013, 1,222,833 options to purchase shares remain unissued under the 2005 plan. Such options may be designated at the time of grant as either incentive stock options or nonqualified stock options.

**INFINITE GROUP, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 8. - STOCK OPTION PLANS – CONTINUED**

On February 3, 2009, the Company's board of directors approved the 2009 stock option plan, which grants options to purchase up to an aggregate of 4,000,000 common shares. As of December 31, 2013, 820,500 options to purchase shares remain unissued under the 2009 plan. Options issued to date are nonqualified since the Company has decided not to seek stockholder approval of the 2009 Plan.

During 2013, the Company's board of directors approved stock option agreements with consultants and an employee for an aggregate of 3,175,000 common shares at an average exercise price of \$.15 per share. On December 31, 2013, subsequent to the option grant date, one consultant became a member of the board of directors. The director has options for 500,000 shares of which 100,000 shares vested on the grant date and the balance vests in equal annual installments over next four years from the grant date. The remaining options are for 2,675,000 of which 425,000 shares vested on the grant dates and the balance vest based on achieving specific sales performance criteria for the Company.

The Company grants stock options to its key employees and independent service providers as it deems appropriate. Employee stock options are exercisable as long as the optionee continues to be an employee of the Company and for thirty days subsequent to employee termination.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model based on the following assumptions.

Volatility is based on data used by other companies in the IT services industry and overall greater market volatility of companies during recent periods. The expected life of the options was assumed to be 3.25 or 5.75 years using the simplified method for plain vanilla options as stated in FASB ASC 718 to improve the accuracy of this assumption while simplifying record keeping requirements until more detailed information about the Company's exercise behavior is available. The risk-free rate for the life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. The following assumptions were used for the years ended December 31, 2013 and 2012.

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|                                 | 2013              | 2012         |
|---------------------------------|-------------------|--------------|
| Risk-free interest rate         | .34% - 2.15%      | .83% - 1.10% |
| Expected dividend yield         | 0%                | 0%           |
| Expected stock price volatility | 75%               | 75%          |
| Expected life of options        | 3.25 - 5.75 years | 5.75 years   |

The following is a summary of stock option activity, including qualified and non-qualified options for the years ended December 31, 2013 and 2012:

F-17



## INFINITE GROUP, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 8. - STOCK OPTION PLANS – CONTINUED

|                                  | Number of<br>Options<br>Outstanding | Weighted<br>Average<br>Exercise<br>Price | Remaining<br>Contractual<br>Term | Aggregate<br>Intrinsic<br>Value |
|----------------------------------|-------------------------------------|--|----------------------------------|---------------------------------|
| Outstanding at December 31, 2011 | 6,889,500                           | \$ .22                                   |                                  |                                 |
| Granted                          | 300,000                             | \$ .10                                   |                                  |                                 |
| Expired                          | (168,500 )                          | \$ .20                                   |                                  |                                 |
| Forfeited                        | (136,500 )                          | \$ .13                                   |                                  |                                 |
| Outstanding at December 31, 2012 | 6,884,500                           | \$ .20                                   |                                  |                                 |
| Granted                          | 3,587,500                           | \$ .15                                   |                                  |                                 |
| Expired                          | (1,124,833 )                        | \$ .09                                   |                                  |                                 |
| Forfeited                        | (126,667 )                          | \$ .10                                   |                                  |                                 |
| Outstanding at December 31, 2013 | 9,220,500                           | \$ .18                                   | 4.6 years                        | \$ 38,000                       |
| Exercisable at December 31, 2013 | 6,108,000                           | \$ .20                                   | 4.8 years                        | \$ 38,000                       |

At December 31, 2013, there was approximately \$74,000 of total unrecognized compensation cost related to outstanding non-vested options, which excludes non-vested options which are performance based for which the option expense cannot be presently quantified. This cost is expected to be recognized over a weighted average period of approximately three years. The total fair value of shares vested during the year ended December 31, 2013 was approximately \$12,000.

The weighted average fair value of options granted was \$.08 and \$.12 per share for the years ended December 31, 2013 and 2012, respectively. The exercise price for all options granted equaled or exceeded the market value of the Company's common stock on the date of grant.

**Directors' Stock Option Plan** - In April 1993, the Company's board of directors and stockholders adopted a non-discretionary outside directors' stock option plan that provided for the grant to non-employee directors of non-qualified stock options. No options were issued during 2013 and 2012 and no new options are issuable under the terms of this plan. During 2013, the remaining 7,500 options expired.

## NOTE 9. - INCOME TAXES

The components of income tax expense (benefit) follows:

|                               | December 31, |             |
|-------------------------------|--------------|-------------|
|                               | 2013         | 2012        |
| Deferred:                     |              |             |
| Federal                       | \$(61,000)   | 1,259,000   |
| State                         | 4,000        | (172,000 )  |
|                               | (57,000)     | 1,087,000   |
| Change in valuation allowance | 57,000       | (1,087,000) |
|                               | \$0          | \$0         |

F-18

**INFINITE GROUP, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 9. - INCOME TAXES – CONTINUED**

At December 31, 2013, the Company had federal net operating loss carryforwards of approximately \$6,500,000 and various state net operating loss carryforwards of approximately \$3,900,000 which expire from 2018 through 2033. These carryforwards exclude federal net operating loss carryforwards from inactive subsidiaries of approximately \$6,600,000, as well as net operating loss carryforwards from states that the Company does not presently operate in. Utilization of the net operating loss carryforwards may be subject to a substantial annual limitation due to the ownership change limitations provided by the Internal Revenues Code and similar state provisions. The annual limitation may result in the expiration of the net operating loss carryforwards before utilization.

At December 31, 2013, a net deferred tax asset, representing the future benefit attributed primarily to the available net operating loss carryforwards and defined benefit pension plan expenses, in the amount of approximately \$3,100,000 (\$3,043,000 - 2012), had been fully offset by a valuation allowance because management believes that the regulatory limitations on utilization of the operating losses and concerns over achieving profitable operations diminish the Company's ability to demonstrate that it is more likely than not that these future benefits will be realized before they expire.

The following is a summary of the Company's temporary differences and carryforwards which give rise to deferred tax assets and liabilities.

|  | December 31, |             |
|--|--------------|-------------|
|  | 2013         | 2012        |
| Deferred tax assets:                   |              |             |
| Net operating loss carryforwards       | \$2,447,000  | \$2,427,000 |
| Defined benefit pension liability      | 336,000      | 340,000     |
| Reserves and accrued expenses payable  | 317,000      | 275,000     |
| Property and equipment                 | 0            | 1,000       |
| Gross deferred tax asset               | 3,100,000    | 3,043,000   |
| Deferred tax asset valuation allowance | (3,100,000)  | (3,043,000) |
| Net deferred tax asset                 | \$0          | \$0         |

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The differences between the U.S. statutory federal income tax rate and the effective income tax rate in the accompanying consolidated statements of income are as follows.

|   | December 31, |   |         |   |
|---|--------------|---|---------|---|
|   | 2013         |   | 2012    |   |
| Statutory U.S. federal tax rate               | 34.0         | % | 34.0    | % |
| State income taxes                            | 4.3          |   | (63.6)  | ) |
| Change in valuation allowance                 | 51.2         |   | (400.8) | ) |
| Expired stock-based compensation and warrants | 13.5         |   | 4.4     |   |
| Other permanent non-deductible items          | 6.6          |   | 1.3     |   |
| Deferred tax asset adjustment                 | (109.6)      |   | .0      |   |
| Expired net operating loss carryforward       | .0           |   | 474.8   |   |
| Defined benefit pension termination           | .0           |   | (50.1)  | ) |
| Effective income tax rate                     | 0.0          | % | 0.0     | % |

F-19

**INFINITE GROUP, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 10. - EMPLOYEE RETIREMENT AND PENSION PLANS**

**Retirement Plan** - Through December 31, 2012, the Company offered a simple IRA plan as a retirement plan for eligible employees who earned at least \$5,000 of annual compensation. Eligible employees could elect to contribute a percentage of their compensation up to a maximum of \$11,500. For the year ended December 31, 2012 the Company elected to make a discretionary matching contribution equal to the employee's contribution, up to a limit of 3% of the employee's compensation, of \$62,775. The accrued liability for the simple IRA plan, including interest, was \$200,316 and \$220,783, as of December 31, 2013 and 2012, respectively.

Effective, January 1, 2013, the Company began offering a defined contribution 401(k) plan in place of the simple IRA plan. For 2013, 401(k) employee contribution limits are \$17,500 plus a catch up contribution for those over age 50 of \$5,500. The Company can elect to make a discretionary contribution to the Plan. No discretionary contribution was approved for 2013.

**Defined Benefit Pension Plan Terminated in 2011** - The following is a discussion of the O&W Plan. Prior to December 30, 2002, the Company owned 100% of the common stock of Osley & Whitney, Inc. (O&W). On December 30, 2002, the Company sold 100% of the O&W common stock to a third party, but continued to act as the sponsor of the O&W Plan.

On November 1, 2011, in accordance with the terms of the Settlement Agreement, the Company received from the PBGC the executed Agreement for Appointment of Trustee and Termination of the Osley & Whitney, Inc. Retirement Plan (the "O&W Plan") (the "Trusteeship Agreement"). The Trusteeship Agreement:

. . . . . terminated the O&W Plan;  
. . . . . appointed the PBGC as the statutory trustee of the O&W Plan; and  
. . . . . established November 30, 2001 as the termination date for the O&W Plan.

On October 17, 2011, in accordance with the Settlement Agreement, the Company: (i) purchased 500,000 shares of its common stock from the O&W Plan for \$130,000 (ii) issued a promissory note in favor of the PBGC for \$300,000 bearing interest at 6% per annum; and (iii) agreed to make future payments through December 31, 2017 out of the

Company's "Free Cash Flow," as defined in the Settlement Agreement, not to exceed \$569,999. The Settlement Agreement contains specific events of default and provisions for remedies upon default.

On March 30, 2012, the Company received the decision of United States Tax Court entered on March 27, 2012 wherein the Court determined that the Company did not have any liability for taxes, excise taxes or penalties for the taxable years 2006 or 2007 related to the O&W Plan. As a result, during 2012, the Company recorded a reduction of \$480,000 in obligations previously accrued and reflected related to excise taxes, including late fees and interest on unfunded O&W Plan contributions and recognized a gain of \$480,000.

Since the PBGC terminated the O&W Plan as of November 30, 2011, the Company has no further obligations to the O&W Plan and the PBGC other than those stated in the Settlement Agreement with the PBGC which are reflected in the accompanying consolidated financial statements.

F-20

**INFINITE GROUP, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 11. - COMMITMENTS**

**Lease Commitments** - The Company leases its headquarters facilities under an operating lease agreement that expires in April 2015. Rent expense under the operating lease for the year ended December 31, 2013 was approximately \$30,400 (\$31,500 - 2012). Future minimum payments required under the lease are \$39,700 through April 2015.

**NOTE 12. - RELATED PARTY ACCOUNTS RECEIVABLE AND ACCRUED INTEREST PAYABLE**

**Accrued Interest Payable** – Included in accrued interest payable is accrued interest payable to related parties of \$358,698 at December 31, 2013 (\$317,287 - 2012).

**Accounts Receivable** – Certain officers or directors of the Company have made loans to goSudo, a customer of the Company, and can influence the management of this company. Included in accounts receivable are amounts due from this related party of \$269 at December 31, 2013 (\$71,302 - 2012).

**NOTE 13. - SUPPLEMENTAL CASH FLOW INFORMATION**

Non-cash investing and financing transactions, including non-monetary exchanges, consisted of an \$114,167 investment in equity securities of goSudo during 2013 and the acquisition of computers and related equipment of \$9,182 under the terms of a capital lease during 2012.

**NOTE 14. - SUBSEQUENT EVENTS**

Subsequent to year end and through March 28, 2014, the Company issued to certain of its employees common stock options for an aggregate of 1,720,000 shares of which options for 920,000 shares are exercisable at \$.115 per share and options for 800,000 shares are exercisable at \$.13 per share. Of these options, options for 506,667 shares vested immediately on the date of grant, options for 600,000 will vest based on the satisfaction of specific sales performance criteria and options for 613,333 will vest based on the employees continuing employment with the Company for the two subsequent years.

F-21