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**Concentrations of Credit Risk**

We extend credit to our customers and perform ongoing credit evaluations of such customers. We evaluate our accounts receivable on a regular basis for collectability and provide for an allowance for potential credit losses as deemed necessary.  No reserve was required or recorded for any of the periods presented.

Substantially all of our revenues are derived from sales of wireless data products.  Any significant decline in market acceptance of our products or in the financial condition of our existing customers could impair our ability to operate effectively.

A significant portion of our revenue is derived from a small number of customers. For the three months ended September 30, 2014, sales to our two largest customers accounted for 69% and 17% of our consolidated net sales and 79% and 13% of our accounts receivable balance as of September 30, 2014. In the same period in 2013, sales to our three largest customers accounted for 34%, 34% and 21% of our consolidated net sales and 60%, 20% and 0% of our accounts receivable balance as of September 30, 2013. No other customers accounted for more than ten percent of total net sales for the three months ended September 30, 2014 and 2013.

For the three months ended September 30, 2014, we purchased the majority of our wireless data products from a manufacturing company located in Asia. If this manufacturing company were to experience delays, capacity constraints or quality control problems, product shipments to our customers could be delayed, or our customers could consequently elect to cancel the underlying product purchase order, which would negatively impact the Company's revenue.  For the three months ended September 30, 2014, we purchased wireless data products from this supplier in the amount of $7,981,029, or 77% of total purchases, and had related accounts payable of $6,621,273 as of September 30, 2014. For the three months ended September 30, 2013, we purchased wireless data products from three suppliers in the amount of $1,104,635, or 93% of total purchases, and had related accounts payable of $547,832 as of September 30, 2013.

We maintain our cash accounts with established commercial banks.  Such cash deposits exceed the Federal Deposit Insurance Corporation insured limit of $250,000 for each account. However, the Company does not anticipate any losses on excess deposits.

**NOTE 4 – PROPERTY AND EQUIPMENT**

Property and equipment consisted of the following as of:

| | September 30, 2014 | June 30, 2014 |
|---|---|---|
| Machinery and facility | $289,664 | $289,664 |
| Office equipment | 360,549 | 356,932 |
| Molds | 727,656 | 714,356 |
| Vehicle | 9,843 | 9,843 |
| Construction in progress | 24,670 | 37,466 |
| | 1,412,382 | 1,408,261 |
| Less accumulated depreciation | (973,850 ) | (909,796 ) |
| Total | $438,532 | $498,465 |

Depreciation expense associated with property and equipment was $64,054 and $62,524 for the three months ended September 30, 2014 and 2013, respectively.

**NOTE 5 – ACCRUED LIABILITIES**

Accrued liabilities consisted of the following as of:

| | September 30, 2014 | June 30, 2014 |
|---|---|---|
| Accrued salaries, severance | $196,611 | $198,061 |
| Accrued salaries, payroll deductions owed to government entities | 8,000 | 9,381 |
| Accrued vacation | 76,420 | 74,656 |
| Payroll taxes | 27,997 | 5,522 |
| Other accrued liabilities | 26,731 | 29,678 |
| Total | $335,759 | $317,298 |

**NOTE 6 – SHORT-TERM BORROWINGS FROM BANKS**

Short-term borrowings from banks consisted of the following as of:

| | September 30, 2014 | June 30, 2014 |
|---|---|---|
| Loan dated June 2011, due to a financial institution, with principal and monthly interest payments (interest rate of 8.90% per annum), and the original remaining balance due March 2014, which was extended to March 2015 (interest rate of 10.55% per annum as extended) | $ 154,378 | $ 148,295 |

The short-term borrowings from banks of $154,378 and $148,295 as of September 30, 2014 and June 30, 2014, respectively, resulted from the consolidation of FTI's debt.

**NOTE 7 – EARNINGS (LOSS) PER SHARE**

We report earnings per share in accordance with ASC 260, "Earnings Per Share."  Basic earnings (loss) per share are computed using the weighted average number of shares outstanding during the period. Diluted earnings per share represent basic earnings per share adjusted to include the potentially dilutive effect of outstanding stock options. For the three month ended September 30, 2013, we were in a net loss position and have excluded 1,056,170 stock options from the calculation of diluted net loss per share because these securities are anti-dilutive. The weighted average number of shares outstanding used to compute earnings per share is as follows:

| | Three Months Ended September 30, | |
|---|---|---|
| | 2014 | 2013 |
| Net income (loss) attributable to Parent Company | $ 283,148 | $ (1,093,624 ) |
| Weighted-average shares of common stock outstanding: | | |
| Basic | 10,533,869 | 10,374,369 |
| Dilutive effect of common stock equivalents arising from stock options | 129,401 | – |
| Diluted Outstanding shares | 10,663,270 | 10,374,369 |
| Basic earnings (loss) per share | $ 0.03 | $ (0.11 ) |
| Diluted earnings (loss) per share | $ 0.03 | $ (0.11 ) |

**NOTE 8 – COMMITMENTS AND CONTINGENCIES**

**Leases**

We lease approximately 11,318 square feet located in San Diego, California, at a monthly rent of $16,576, and the lease expires on August 31, 2015. In addition to monthly rent, the lease provides for periodic cost of living increases in the base rent. Rent expense related to the operating lease was $49,728 for the three months ended September 30, 2014 and 2013. Our facility is covered by an appropriate level of insurance and we believe it to be suitable for our use and adequate for our present needs.

Our Korea-based subsidiary, Franklin Technology, Inc. (“FTI”), leases approximately 10,000 square feet of office space in Seoul, Korea, at a monthly rent of approximately $8,000, and the lease expires on September 1, 2015. In addition to monthly rent, the lease provides for periodic cost of living increases in the base rent and payment of common area costs. Rent expense related to the operating lease was approximately $24,000 for the three months ended September 30, 2014 and 2013. The facility is covered by an appropriate level of insurance and we believe it to be suitable for our use and adequate for our present needs.

We lease one corporate housing facility for our vendors and employees who travel, under a non-cancelable operating lease that expires on September 13, 2015. During the three months ended September 30, 2013, we leased an additional corporate housing facility whose lease was terminated in April 2014. Rent expense related to these operating leases was $2,783 and $5,444 for the three months ended September 30, 2014 and 2013, respectively.

**Contingency**

On July 27, 2010, we entered into a Common Stock Repurchase Agreement with C-Motech (the “Agreement”), under which we agreed to repurchase 3,370,356 shares of our Common Stock from C-Motech for $3,500,000. A total of 1,803,684 shares were repurchased on the date of the Agreement in exchange for non-cash consideration in the amount of $1,873,065, which represented amounts owed to the Company by C-Motech for certain marketing funds as well as the settlement of a price dispute for products previously purchased by the Company from C-Motech. Under the Agreement, the remaining 1,566,672 shares were to be repurchased by us upon payment of the balance, $1,626,935, on or before December 31, 2010.

On January 28, 2011 (the “Amendment Date”) the Agreement was amended to reflect (1) a change in the date the 1,566,672 shares are to be repurchased from C-Motech from December 31, 2010 to March 31, 2011, and (2) a change to the non-cash consideration of $1,873,065. In exchange for the 1,803,684 shares, we were to pay cash to C-Motech (in the same amount) for the shares, by March 31, 2011. In addition, in a separate agreement dated January 28, 2011, C-Motech agreed to pay us $1,873,065, for amounts owed, by March 31, 2011. The purpose of these revisions was to more clearly differentiate each party’s payment obligations to the other with respect to this transaction. Following the Amendment Date, we paid C-Motech $1,873,065 in exchange for the 1,803,684 shares previously transferred to us by C-Motech, and C-Motech paid us $1,873,065 for amounts owed, of which $1,581,457 was booked to other income and $291,608 was booked to cost of goods sold. The repurchase of the remaining 1,566,672 shares has not been completed. We have provided formal notification to C-Motech that it is in breach of its obligations and we have also provided a demand to sell the shares back to us. We have attempted to tender payment for the shares without results, and we are unable to determine whether or not this repurchase will take place. We have been advised that there are two individuals who claim to have purchased the shares from C-Motech through its former CEO; however, the authority of the former CEO to agree to the sale of the shares is being disputed by C-Motech. It is our understanding that this matter is currently being adjudicated in U.S. and Korean courts. As of the date of this Report, C-Motech is the registered owner of certificates representing 1,566,672 shares, which were issued by the Company in C-Motech’s name. On May 7, 2013, we filed a lawsuit against C-Motech in the Superior Court of California for the County of San Diego for breach of the Agreement and breach of other contracts between the parties relating to indemnification and other obligations. On February 25, 2014, C-Motech answered the complaint and on February 26, 2014, C-Motech filed a Notice of Removal from the Superior Court of the State of California for the County of San Diego to the United States District Court for the Southern District of California. On June 19, 2014, C-Motech filed a voluntary petition for relief under Chapter 15 of the U.S. Bankruptcy Code and on June 27, 2014, C-Motech filed a Motion for Recognition of a Foreign Main Proceeding under Chapter 15 of the U.S. Bankruptcy Code and Further Relief. On July 10, 2014, this motion was heard in the U.S. Bankruptcy Court for the Southern District of California during which the Court ordered that C-Motech's bankruptcy proceeding in South Korea was recognized as a foreign main proceeding and that our lawsuit against C-Motech in the U.S. District Court is stayed. The effect of this ruling is that we must participate in C-Motech's bankruptcy proceeding in South Korea if we wish to pursue our various claims against C-Motech. We are currently considering our options with respect to this ruling.

As of September 30, 2014, C-Motech owns 1,566,672 shares, or 15%, of our outstanding Common Stock.

**Litigation**

We are from time to time involved in certain legal proceedings and claims arising in the ordinary course of business.

On December 10, 2010, Novatel Wireless, Inc. filed a complaint in the United States District Court for the Southern District of California, against us and one other defendant. The complaint alleges that certain products, including, but not limited to, mobile data hot spots and data modems, infringe on U.S. Patent Nos. 5,129,098; 7,318,225; 7,574,737 and 7,319,715. On April 13, 2012, the plaintiff filed a Second Amended Complaint which amended certain claims and added U.S. Patent No. 7,944,901 to the original complaint. On April 27, 2012, we filed a Motion to Dismiss the Second Amended Complaint as to certain of the claims. On July 6, 2012, the Court held oral argument on the Motion to Dismiss and on July 19, 2012, the Court issued an order granting in part and denying in part the Motion to Dismiss. On August 2, 2012, we answered the complaint and an Early Neutral Evaluation Conference took place on October 31, 2012 and a follow-up Settlement Conference was held on June 12, 2013. A claim construction hearing took place on October 9, 2014. This matter is currently in the discovery phase. Due to the preliminary nature of these proceedings, we do not believe an amount of loss, if any, can be reasonably estimated for this matter. We intend to vigorously defend ourselves against these allegations.

On May 7, 2013, we filed a lawsuit against C-Motech Co., Ltd. in the Superior Court of California for the County of San Diego for breach of a Common Stock Repurchase Agreement we entered into with C-Motech On July 27, 2010. Under that Agreement we agreed to repurchase 3,370,356 shares of our Common Stock from C-Motech for $3,500,000. A total of 1,803,684 shares were repurchased on the date of the Agreement in exchange for non-cash consideration in the amount of $1,873,065, and the remaining 1,566,672 shares were to be repurchased by us upon payment of the balance, $1,626,935, on or before December 31, 2010. This date was extended to March 31, 2011 and certain other changes made by an Amendment to the Agreement, as more particularly described in Item 13 below. However, the repurchase of the remaining 1,566,672 shares was not completed, notwithstanding our formal demand to C-Motech to sell the shares back to us and our attempt to tender payment for the shares. Accordingly, the action seeks damages, specific performance and declaratory relief for breach of the Common Stock Repurchase Agreement. The action also seeks indemnification from C-Motech for breach of other contracts between the parties relating to indemnification and intentional interference with certain other contracts. On February 25, 2014, C-Motech answered the complaint and on February 26, 2014, C-Motech filed a Notice of Removal from the Superior Court of the State of California for the County of San Diego to the United States District Court for the Southern District of California. On June 19, 2014, C-Motech filed a voluntary petition for relief under Chapter 15 of the U.S. Bankruptcy Code and on June 27, 2014, C-Motech filed a Motion for Recognition of a Foreign Main Proceeding under Chapter 15 of the U.S. Bankruptcy Code and Further Relief. On July 10, 2014, this motion was heard in the U.S. Bankruptcy Court for the Southern District of California during which the Court ordered that C-Motech's bankruptcy proceeding in South Korea was recognized as a foreign main proceeding and that our lawsuit against C-Motech in the U.S. District Court is stayed. The effect of this ruling is that we must participate in C-Motech's bankruptcy proceeding in South Korea if we wish to pursue our various claims against C-Motech. We are currently considering our options with respect to this ruling.

On October 1, 2013, Cell and Network Selection LLC filed a complaint in the United States District Court for the Eastern District of Texas, Tyler Division against one of our customers as one of several defendants. The complaint alleges that certain wireless devices, including one device provided by the Company, infringe on U.S. Patent No. 6,195,551. As of September 30, 2014, this legal proceeding is pending, but we do not believe this action will have a material effect on the Company.

On December 3, 2013, Concinnitas, LLC filed a complaint against us in the United States District Court for the Eastern District of Texas, Marshall Division. The complaint alleges that at least one product model sold by the Company infringes U.S. Patent No. 7,805,542. The product model identified in the complaint was purchased by the Company from one of our suppliers. On August 28, 2014 the parties, including our supplier, entered into a Patent License, Settlement and Release Agreement and filed a request with the Court to dismiss this action. On September 2, 2014, the U.S. District Court for the Eastern District of Texas, Marshall Division, issued an Order approving the dismissal, with prejudice, of the action filed by Concinnitas, LLC.

**Change of Control Agreements**

On September 21, 2009 we entered into Change of Control Agreements with OC Kim, our President, Yun J. (David) Lee, our Chief Operating Officer, and Yong Bae Won, our Vice President, Engineering. Each Change of Control Agreement provides for a lump sum payment to the officer in case of a change of control of the Company. The term includes the acquisition of Common Stock of the Company resulting in one person or company owning more than 50% of the outstanding shares, a significant change in the composition of the Board of Directors of the Company during any 12-month period, a reorganization, merger, consolidation or similar transaction resulting in the transfer of ownership of more than fifty percent (50%) of the Company's outstanding Common Stock, or a liquidation or dissolution of the Company or sale of substantially all of the Company's assets.

The Change of Control Agreement with Mr. Kim is for three years and calls for a payment of $5 million upon a change of control; the agreement with Mr. Lee is for two years and calls for a payment of $2 million upon a change of control; and the agreement with Mr. Won is for two years and calls for a payment of $1 million upon a change of control.

On September 16, 2011, the Board of Directors approved extending the Change of Control Agreements with OC Kim, our President, Yun J. (David) Lee, our Chief Operating Officer, and Yong Bae Won, our Vice President, Engineering for an additional three years. Following this approval, the Change of Control Agreement with Mr. Kim will expire on September 21, 2015 and the Change of Control Agreements with Messrs. Lee and Won will expire on September 21, 2014. On September 25, 2014, the Board of Directors approved extending the terms of the Change of Control Agreements for Messrs. Kim and Lee to September 21, 2017. The Change of Control Agreement with Mr. Won expired on September 21, 2014 and was not renewed or extended.

**NOTE 9 – LONG-TERM INCENTIVE PLAN AWARDS**

We apply the provisions of ASC 718, “Compensation – Stock Compensation,” using a modified prospective application, and the Black-Scholes model. Under this application, we are required to record compensation expense for all awards granted after the date of adoption and for the unvested portion of previously granted awards that remain outstanding at the date of adoption. Compensation costs will be recognized over the period that an employee provides service in exchange for the award.

We adopted the 2009 Stock Incentive Plan (“2009 Plan”) on June 11, 2009, which provided for the grant of incentive stock options and non-qualified stock options to our employees and directors. Options granted under the 2009 Plan generally have a term of ten years and generally vest and become exercisable at the rate of 33% after one year and 33% on the second and third anniversaries of the option grant dates. Historically, some stock option grants have included shorter vesting periods ranging from one to two years.

The estimated forfeiture rate considers historical turnover rates stratified into employee pools in comparison with an overall employee turnover rate, as well as expectations about the future. We periodically revise the estimated forfeiture rate in subsequent periods if actual forfeitures differ from those estimates. Compensation expense recorded under this method for the three months ended September 30, 2014 was $81,605, and reduced operating income and income before income taxes by the same amount by increasing compensation expense recognized in selling and administrative expense. The recognized tax benefit related to the compensation expense for the three months ended September 30, 2014 was approximately $8,000.

A summary of the status of our stock options is presented below:

| **Options** | **Shares** | **Weighted-Average Exercise Price** | **Weighted-Average Remaining Contractual Life (In Years)** | **Aggregate Intrinsic Value** |
|---|---|---|---|---|
| Outstanding as of June 30, 2014 | 895,337 | $ 1.24 | 5.50 | $ 497,350 |
| Granted | – | | | |
| Exercised | – | | | |
| Cancelled | – | | | |
| Forfeited or Expired | | $ | | |
| Outstanding as of September 30, 2014 | 895,337 | $ 1.24 | 5.24 | $ 309,330 |

| | | | | |
|---|---|---|---|---|
| Exercisable as of September 30, 2014 | 800,334 | $ 1.23 | 4.95 | $ 285,580 |

The aggregate intrinsic value in the preceding table represents the total pretax intrinsic value, based upon the Company's closing stock price of $1.59 as of September 30, 2014, which would have been received by the option holders had all option holders exercised their options as of that date. The weighted-average grant-date fair value of stock options outstanding as of September 30, 2014 in the amount of 895,337 shares was $1.16 per share.

As of September 30, 2014, there was $136,587 of total unrecognized compensation cost related to non-vested stock options granted. That cost is expected to be recognized over a weighted-average period of 0.76 years.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our financial statements and related notes included elsewhere in this report. This report contains certain forward-looking statements relating to future events or our future financial performance. These statements are subject to risks and uncertainties which could cause actual results to differ materially from those discussed in this report. You are cautioned not to place undue reliance on this information, which speaks only as of the date of this report. We are not obligated to publicly update this information, whether as a result of new information, future events or otherwise, except to the extent we are required to do so in connection with our obligation to file reports with the SEC. For a discussion of the important risks to our business and future operating performance, see the discussion under the caption “Item 1A. Risk Factors” and under the caption “Factors That May Influence Future Results of Operations” in the Company’s Form 10-K for the year ended June 30, 2014, filed on September 29, 2014. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this report might not occur.

**BUSINESS OVERVIEW**

We are engaged in the design, manufacture and sale of broadband high speed wireless data communication products such as third generation (“3G”) and fourth generation (“4G”) wireless modules and modems. We focus primarily on wireless broadband Universal Serial Bus (“USB”) modems, which provide a flexible way for consumers to connect to wireless broadband networks from laptop or desktop computers. Our broadband wireless data communication products are positioned at the convergence of wireless communications, mobile computing and the Internet, each of which we believe represents a growing market.

Our wireless products are based on Evolution Data Optimized technology ("EV-DO technology") of Code Division Multiple Access ("CDMA"), High-Speed Packet Access (“HSPA”) technology of Wideband Code Division Multiple Access (“WCDMA”), Worldwide Interoperability for Microwave Access (“WiMAX”) based on the IEEE 802.16 standard and Long Term Evolution (LTE) which enable end users to send and receive email with large file attachments, play interactive games, receive, send and download high resolution pictures, videos and music content.

We market our products directly to wireless operators, and indirectly through strategic partners and distributors. Our global customer base extends primarily from the United States to countries in South America, the Caribbean, EMEA and Asia. Our products are certified by Sprint, C-Spire Wireless and other wireless operators located in the United States and also by wireless operators located in Caribbean and South American countries.

**FACTORS THAT MAY INFLUENCE FUTURE RESULTS OF OPERATIONS**

We believe that our revenue growth will be influenced largely by (1) the successful maintenance of our existing customers, (2) the rate of increase in demand for wireless data products, (3) customer acceptance of our new products, (4) new customer relationships and contracts, and (5) our ability to meet customers' demands.

We have entered into and expect to continue to enter into new customer relationships and contracts for the supply of our products, and this may require significant demands on our resources, resulting in increased operating, selling, and marketing expenses associated with such new customers.

**CRITICAL ACCOUNTING POLICIES**

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). The preparation of these financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingencies at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting periods. Management evaluates these estimates and assumptions on an ongoing basis. Our estimates and assumptions have been prepared on the basis of the most current reasonably available information. The results of these estimates form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates under different assumptions and conditions.

We have several critical accounting policies, which were described in our Annual Report on Form 10-K for the year ended June 30, 2014, that are both important to the portrayal of our financial condition and results of operations and require management's most difficult, subjective and complex judgments. Typically, the circumstances that make these judgments difficult, subjective and complex have to do with making estimates about the effect of matters that are inherently uncertain. There were no material changes to our critical accounting policies during the three months ended September 30, 2014.

**RESULTS OF OPERATIONS**

The following table sets forth, for the three months ended September 30, 2014 and 2013, our statements of operations including data expressed as a percentage of sales:

| | Three Months Ended September 30, | |
|---|---|---|
| | 2014 | 2013 |
| Net Sales | 100.0% | 100.0% |
| Cost of goods sold | 83.0% | 100.2% |
| Gross profit | 17.0% | (0.2% ) |
| Operating expenses | 16.0% | 113.8% |
| Income (loss) from operations | 1.0% | (114.0%) |
| Other income (expense), net | 1.3% | (1.4% ) |
| Net income (loss) before income taxes | 2.3% | (115.4%) |
| Income tax provision (benefit) | 0.4% | (32.2% ) |
| Net income (loss) | 1.9% | (83.2% ) |
| Non-controlling interest in net loss of subsidiary | 0.2% | 5.5% |
| Net income (loss) attributable to Parent Company stockholders | 2.1% | (77.7% ) |

**THREE MONTHS ENDED SEPTEMBER 30, 2014 COMPARED TO THREE MONTHS ENDED SEPTEMBER 30, 2013**

**NET SALES** - Net sales increased by $12,208,974, or 867.7%, to $13,616,077 for the three months ended September 30, 2014 from $1,407,103 for the corresponding period of 2013. For the three months ended September 30, 2014, net sales by geographic regions, consisting of South America and the Caribbean, the United States, EMEA (Europe, the Middle East and Africa) and Asia, were $157,700 (1.2% of net sales), $10,909,143 (80.1% of net sales), $6,383 (0.0% of net sales) and $2,542,851 (18.7% of net sales), respectively. For the three months ended September 30, 2013, net sales by geographic regions, consisting of South America and the Caribbean, the United States, EMEA (Europe, the Middle East and Africa) and Asia, were $2,580 (0.2% of net sales), $1,079,513 (76.7% of net sales), $298,616 (21.2% of net sales) and $26,394 (1.9% of net sales), respectively.

Net sales in the South American and Caribbean regions increased by $155,120, or 6,012.4%, to $157,700 for the three months ended September 30, 2014 from $2,580 for the corresponding period of 2013. The increase in net sales was primarily due to the general nature of sales in these regions, which often fluctuate significantly from period to period due to timing of orders placed by a relatively small number of customers. Net sales in the United States increased by $9,829,630, or 910.6%, to $10,909,143 for the three months ended September 30, 2014 from $1,079,513 for the corresponding period of 2013. The increase in net sales was primarily due to the launch of new products that took place after September 30, 2013. Net sales in EMEA decreased by $292,233, or 97.9%, to $6,383 for the three months ended September 30, 2014 from $298,616 for the corresponding period of 2013. The decrease in net sales was due to timing of orders placed by a carrier customer in Africa. Net sales in Asia increased by $2,516,457, or 9,534.2%, to $2,542,851 for the three months ended September 30, 2014 from $26,394 for the corresponding period of 2013. The increase in net sales was primarily due to higher product and component sales generated by FTI, which typically vary from period to period.

**GROSS PROFIT** – Gross profit increased by $2,318,792 to $2,315,600 for the three months ended September 30, 2014 from ($3,192) for the corresponding period of 2013. The increase in gross profit was primarily due to the change in net sales as described above. The gross profit in terms of net sales percentage was 17.0% for the three months ended September 30, 2014 compared to (0.2%) for the corresponding period of 2013. The increase in gross profit in terms of net sales percentage was due to variations in customer and product mix, competitive selling prices and product costs which generally vary from period to period and region to region. The increase in gross profit in terms of net sales percentage was also due to the fact that fixed expenses relating to amortization of intangible assets are included in cost of goods sold. Because the net sales for the three months ended September 30, 2013 were low relative to the corresponding period of 2014, the gross profit in terms of net sales percentage was negatively affected by these expenses as they represented a significantly larger percentage of cost of goods sold.

**OPERATING EXPENSES** - Operating expenses increased by $582,051, or 36.4%, to $2,182,925 for the three months ended September 30, 2014 from $1,600,874 for the corresponding period of 2013. The increase was primarily due to higher shipping and handling expenses resulting from the volume increase in product shipments as well as higher research and development costs due to increased headcount.

**OTHER INCOME (LOSS), NET** - Other income (loss), net increased by $199,217 to $179,416 for the three months ended September 30, 2014 from ($19,801) for the corresponding period of 2013. The increase was primarily due to the reversal of expenses associated with certain marketing related activities that were accrued in prior periods which expired during the three months ended September 30, 2014.

**LIQUIDITY AND CAPITAL RESOURCES**

Our historical operating results, capital resources and financial position, in combination with current projections and estimates, were considered in management's plan and intentions to fund our operations over a reasonable period of time, which we define as the twelve month period ending September 30, 2015. For purposes of liquidity disclosures, we assess the likelihood that we have sufficient available working capital and other principal sources of liquidity to fund our operating activities and obligations as they become due.

Our principal source of liquidity as of September 30, 2014 consisted of cash and cash equivalents of $8,767,173. We believe we have sufficient available capital to cover our existing operations and obligations through at least September 30, 2015. Our long-term future cash requirements will depend on numerous factors, including our revenue base, profit margins, product development activities, market acceptance of our products, future expansion plans and ability to control costs. If we are unable to achieve our current business plan or secure additional funding that may be required, we would need to curtail our operations or take other similar actions outside the ordinary course of business in order to continue to operate as a going concern.

**OPERATING ACTIVITIES** – Net cash provided by operating activities for the three months ended September 30, 2014 and 2013 were $606,496 and $165,344, respectively.

The $606,496 in net cash provided by operating activities for the three months ended September 30, 2014 was primarily due to the increases in accounts payable and advance payments from customers of $3,112,859 and $445,144, respectively, and the net income of $254,091, which were partially offset by the increase in accounts receivable of $3,468,600. The $165,344 in net cash provided by operating activities for the three months ended September 30, 2013 was primarily due to the decrease in accounts receivable of $4,608,486, which was partially offset by the decrease in accounts payable of $3,005,248 and the net loss of ($1,170,867).

**INVESTING ACTIVITIES** – Net cash used in investing activities for the three months ended September 30, 2014 and 2013 were $41,232 and $69,172, respectively.

The $41,232 in net cash used in investing activities for the three months ended September 30, 2014 was primarily due to the payments for capitalized product development costs of $43,560. We capitalize product development and certification costs because such products are expected to be sold in future periods and provide economic benefit to the Company. The $69,172 in net cash used in investing activities for the three months ended September 30, 2013 was primarily due to the payments for capitalized product development costs of $139,000, which was partially offset by the repayment of a loan from a third party of $84,882.

**FINANCING ACTIVITIES** – Net cash provided by financing activities for the three months ended September 30, 2014 was $6,083 and net cash provided by financing activities for the three months ended September 30, 2013 was $0.

**CONTRACTUAL OBLIGATIONS AND OTHER COMMITMENTS**

**Leases**

We lease approximately 11,318 square feet located in San Diego, California, at a monthly rent of $16,576, and the lease expires on August 31, 2015. In addition to monthly rent, the lease provides for periodic cost of living increases in the base rent. Rent expense related to the operating lease was $49,728 for the three months ended September 30, 2014 and 2013. Our facility is covered by an appropriate level of insurance and we believe it to be suitable for our use and adequate for our present needs.

Our Korea-based subsidiary, Franklin Technology, Inc. (“FTI”), leases approximately 10,000 square feet of office space in Seoul, Korea, at a monthly rent of approximately $8,000, and the lease expires on September 1, 2015. In addition to monthly rent, the lease provides for periodic cost of living increases in the base rent and payment of common area costs. Rent expense related to the operating lease was approximately $24,000 for the three months ended September 30, 2014 and 2013. The facility is covered by an appropriate level of insurance and we believe it to be suitable for our use and adequate for our present needs.

We lease one corporate housing facility for our vendors and employees who travel, under a non-cancelable operating lease that expires on September 13, 2015. During the three months ending September 30, 2013, we leased an additional corporate housing facility whose lease was terminated in April 2014. Rent expense related to these operating leases was $2,783 and $5,444 for the three months ended September 30, 2014 and 2013, respectively.

**OFF-BALANCE SHEET ARRANGEMENTS**

None.

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

As a "smaller reporting company," the Company is not required to respond to this item.

**ITEM 4. CONTROLS AND PROCEDURES**

Disclosure Controls and Procedures

The Company's President and Chief Financial Officer have concluded, based on an evaluation of the Company's disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15(d)-15(e)), that such disclosure controls and procedures were effective as of the end of the period covered by this report.

Changes in Internal Control Over Financial Reporting

There has been no change in the Company's internal control over financial reporting during the three months ended September 30, 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II – OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

We have provided information about legal proceedings in which we are involved in Note 8 of the notes to consolidated financial statements for the three months ended September 30, 2014, contained within this Quarterly Report on Form 10-Q.

**ITEM 1A. RISK FACTORS**

Our Annual Report on Form 10-K for the fiscal year ended June 30, 2014, filed with the SEC on September 29, 2014 (the "Annual Report"), includes a detailed discussion of our risk factors under the heading "PART I, ITEM 1A – RISK FACTORS." You should carefully consider the risk factors discussed in our Annual Report, as well as other information in this quarterly report. Any of these risks could cause our business, financial condition, results of operations and future growth prospects to suffer. We are not aware of any material changes from the risk factors previously disclosed.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

None.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

| | |
|---|---|
| 31.1 | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Schema Document |
| 101.CAL | XBRL Calculation Linkbase Document |
| 101.DEF | XBRL Definition Linkbase Document |
| 101.LAB | XBRL Label Linkbase Document |
| 101.PRE | XBRL Presentation Linkbase Document |

**SIGNATURES**

In accordance with Section 13 of 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Franklin Wireless Corp.

By: /s/ OC Kim
OC Kim

President

(Principal Executive Officer)

By: /s/ Richard T. Walker
Richard T. Walker

Chief Financial Officer
(Principal Financial Officer)

Dated: November 14, 2014

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