

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2014
or

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

Commission file number 001-36103

TECOGEN INC.

(Exact name of Registrant as specified in its charter)

Delaware

04-3536131

(State or Other Jurisdiction of Incorporation or
Organization)

(IRS Employer Identification No.)

45 First Avenue

Waltham, Massachusetts

(Address of Principal Executive Offices)

02451

(Zip Code)

Registrant's Telephone Number, Including Area Code: (781) 622-1120

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

Title of each class	Outstanding, March 31, 2014
Common Stock, \$0.001 par value	15,161,600

TECOGEN INC.

QUARTERLY REPORT ON FORM 10-Q
FOR THE PERIOD ENDED MARCH 31, 2014
TABLE OF CONTENTS

PART I - FINANCIAL INFORMATION

<u>Item 1.</u>	<u>Financial Statements</u>	<u>1</u>
	<u>Condensed Consolidated Balance Sheets - March 31, 2014 (unaudited) and December 31, 2013</u>	<u>1</u>
	<u>Condensed Consolidated Statements of Operations - Three Months Ended March 31, 2014 and March 31, 2013 (unaudited)</u>	<u>2</u>
	<u>Condensed Consolidated Statement of Stockholders' Equity - For the Three Months Ended March 31, 2014 (unaudited)</u>	<u>3</u>
	<u>Condensed Consolidated Statements of Cash Flows - Three Months Ended March 31, 2014 and March 31, 2013 (unaudited)</u>	<u>4</u>
	<u>Notes to Condensed Consolidated Financial Statements</u>	<u>5</u>
<u>Item 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>18</u>
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>21</u>
<u>Item 4.</u>	<u>Controls and Procedures</u>	<u>21</u>

PART II - OTHER INFORMATION

<u>Item 2.</u>	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>22</u>
<u>Item 6.</u>	<u>Exhibits</u>	<u>23</u>
	<u>Signatures</u>	<u>23</u>

References in this Form 10-Q to "we", "us", "our", the "Company" and "Tecogen" refers to Tecogen Inc. and its consolidated subsidiary, unless otherwise noted.

TECOGEN INC.

PART I - FINANCIAL INFORMATION

Item 1 - Financial Statements

CONDENSED CONSOLIDATED BALANCE SHEETS

As of March 31, 2014 and December 31, 2013

(unaudited)

	March 31, 2014	December 31, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,946,891	\$ 7,713,899
Short-term investments, restricted	583,720	—
Accounts receivable, net	4,249,889	3,740,885
Unbilled revenue	718,108	646,398
Inventory, net	3,473,257	3,343,793
Due from related party	306,305	—
Deferred financing costs	134,234	140,433
Prepaid and other current assets	475,888	340,013
Total current assets	11,888,292	15,925,421
Property, plant and equipment, net	634,560	638,026
Intangible assets, net	969,777	953,327
Goodwill	40,870	40,870
Other assets	40,425	72,425
TOTAL ASSETS	\$ 13,573,924	\$ 17,630,069
 LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Demand notes payable and line of credit, related party	\$ —	\$ 2,950,000
Senior convertible promissory note, related party	3,000,000	3,000,000
Accounts payable	1,864,044	2,338,046
Accrued expenses	1,407,452	1,139,554
Deferred revenue	1,008,248	613,915
Due to related party	—	119,667
Interest payable, related party	—	198,450
Total current liabilities	7,279,744	10,359,632
Long-term liabilities:		
Deferred revenue, net of current portion	262,701	204,544
Total liabilities	7,542,445	10,564,176
Commitments and contingencies (Note 5)		
Stockholders' equity:		
Tecogen Inc. shareholders' equity:		
Common stock, \$0.001 par value; 100,000,000 shares authorized; 15,161,600 and 15,155,200 issued and outstanding at March 31, 2014 and December 31, 2013, respectively	15,162	15,155
Additional paid-in capital	22,508,013	22,463,996
Accumulated deficit	(16,229,257)	(15,209,212)
Total Tecogen Inc. stockholders' equity	6,293,918	7,269,939
Noncontrolling interest	(262,439)	(204,046)
Total stockholders' equity	6,031,479	7,065,893
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 13,573,924	\$ 17,630,069

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

TECOGEN INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
For the Three Months Ended March 31, 2014 and 2013
(unaudited)

	2014	2013
Revenues		
Products	\$ 1,944,776	\$ 2,052,665
Services	2,270,981	1,993,653
	4,215,757	4,046,318
Cost of sales		
Products	1,404,439	1,588,668
Services	1,385,092	1,345,686
	2,789,531	2,934,354
Gross profit	1,426,226	1,111,964
Operating expenses		
General and administrative	2,052,126	1,791,703
Selling	421,620	279,370
	2,473,746	2,071,073
Loss from operations	(1,047,520)	(959,109)
Other income (expense)		
Interest and other income	3,085	3,946
Interest expense	(34,770)	(23,377)
	(31,685)	(19,431)
Loss before income taxes	(1,079,205)	(978,540)
Consolidated net loss	(1,079,205)	(978,540)
Less: Loss attributable to the noncontrolling interest	59,160	118,147
Net loss attributable to Tecogen Inc.	\$ (1,020,045)	\$ (860,393)
Net loss per share - basic and diluted	\$ (0.07)	\$ (0.07)
Weighted average shares outstanding - basic and diluted	14,796,413	13,212,894

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

TECOGEN INC.

CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
For the Three Months Ended March 31, 2014
(unaudited)

	Tecogen Inc.				
	Common Stock 0.001 Par Value	Additional Paid-In Capital	Accumulated Deficit	Noncontrolling Interest	Total
Balance at December 31, 2013	\$ 15,155	\$ 22,463,996	\$ (15,209,212)	\$ (204,046)	\$ 7,065,893
Sale of restricted common stock	2	6,298	—	—	6,300
Exercise of stock options	5	5,995	—	—	6,000
Stock based compensation expense	—	31,724	—	767	32,491
Net loss	—	—	(1,020,045)	(59,160)	(1,079,205)
Balance at March 31, 2014	\$ 15,162	\$ 22,508,013	\$ (16,229,257)	\$ (262,439)	\$ 6,031,479

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

TECOGEN INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Three Months Ended March 31, 2014 and 2013
(unaudited)

	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (1,079,205)	\$ (978,540)
<i>Adjustments to reconcile net loss to net cash used in operating activities:</i>		
Depreciation and amortization	85,601	55,857
Recovery (provision) for losses on accounts receivable	50,600	(8,900)
Stock-based compensation	32,491	57,638
<i>Changes in operating assets and liabilities</i>		
(Increase) decrease in:		
Short-term investments	—	(202)
Accounts receivable	(559,604)	(306,849)
Unbilled revenue	(71,710)	(354,625)
Inventory	(129,464)	(49,077)
Due from related party	(306,305)	55,837
Prepaid expenses and other current assets	(135,875)	92,803
Other assets	32,000	—
Increase (decrease) in:		
Accounts payable	(474,002)	310,898
Accrued expenses	267,898	198,618
Deferred revenue	452,490	(110,511)
Due to related party	(119,667)	760,535
Interest payable, related party	(198,450)	20,802
Net cash used in operating activities	<u>(2,153,202)</u>	<u>(255,716)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment	(55,964)	(313,002)
Purchases of intangible assets	(36,422)	(323,391)
Purchases of short-term investments	(583,720)	—
Net cash used in investing activities	<u>(676,106)</u>	<u>(636,393)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payments made on demand notes payable and line of credit to related parties	(2,950,000)	—
Exercise of stock options	6,300	—
Proceeds from sale of subsidiary common stock	6,000	—
Net cash provided by (used in) financing activities	<u>(2,937,700)</u>	<u>—</u>
Net increase (decrease) in cash and cash equivalents	(5,767,008)	(892,109)
Cash and cash equivalents, beginning of the period	7,713,899	1,572,785
Cash and cash equivalents, end of the period	<u>\$ 1,946,891</u>	<u>\$ 680,676</u>
<u>Supplemental disclosures of cash flows information:</u>		
Cash paid for interest	<u>\$ 233,220</u>	<u>\$ —</u>

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

Notes to Interim Unaudited Condensed Consolidated Financial Statements for the Three Months Ended March 31, 2014**Note 1 – Description of business and summary of significant accounting policies***Description of business*

Tecogen Inc. (the “Company”) (a Delaware Corporation) was organized on November 15, 2000, and acquired the assets and liabilities of the Tecogen Products division of Thermo Power Corporation. The Company produces commercial and industrial, natural-gas-fueled engine-driven, combined heat and power (CHP) products that reduce energy costs, decrease greenhouse gas emissions and alleviate congestion on the national power grid. The Company’s products supply electric power or mechanical power for cooling, while heat from the engine is recovered and purposefully used at a facility. The majority of the Company’s customers are located in regions with the highest utility rates, typically California, the Midwest and the Northeast.

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions for Form 10-Q and therefore do not include all information and notes necessary for a complete presentation of our financial position, results of operations and cash flows, in conformity with generally accepted accounting principles. We filed audited financial statements which included all information and notes necessary for such presentation for the two years ended December 31, 2013 in conjunction with our 2013 Annual Report on Form 10-K, or our Annual Report, filed with the Securities and Exchange Commission, or SEC, on March 31, 2014 and amended on April 1, 2014. This form 10-Q should be read in conjunction with our Annual Report.

The accompanying unaudited consolidated balance sheets, statements of operations and statements of cash flows reflect all adjustments (consisting only of normal recurring items) which are, in the opinion of management, necessary for a fair presentation of financial position at March 31, 2014, and of operations and cash flows for the interim periods ended March 31, 2014 and 2013. The results of operations for the interim periods ended March 31, 2014 are not necessarily indicative of the results to be expected for the year.

The accompanying consolidated financial statements include the accounts of the Company and its 65.0% owned subsidiary Ilios, whose business focus is on advanced heating systems for commercial and industrial applications. With the inclusion of unvested restricted stock awards, the Company’s owns 63.7% of Ilios.

The Company’s operations are comprised of one business segment. Our business is to manufacture and support highly efficient CHP products based on engines fueled by natural gas.

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.

Revenue Recognition

Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the price is fixed or determinable and collectability is reasonably assured. Generally, sales of cogeneration and chiller units and parts are recognized when shipped and services are recognized over the term of the service period. Payments received in advance of services being performed are recorded as deferred revenue.

Infrequently, the Company recognizes revenue in certain circumstances before delivery has occurred (commonly referred to as bill and hold transactions). In such circumstances, among other things, risk of ownership has passed to the buyer, the buyer has made a written fixed commitment to purchase the finished goods, the buyer has requested the finished goods be held for future delivery as scheduled and designated by them, and no additional performance obligations exist by the Company. For these transactions, the finished goods are segregated from inventory and normal billing and credit terms are granted. For the three months ended March 31, 2014 and 2013 no revenues were recorded as bill and hold transactions.

For those arrangements that include multiple deliverables, the Company first determines whether each service or deliverable meets the separation criteria of FASB ASC 605-25, *Revenue Recognition—Multiple-Element Arrangements*. In general, a deliverable (or a group of deliverables) meets the separation criteria if the deliverable has stand-alone value to the customer and if the arrangement includes a general right of return related to the delivered item and delivery or performance of the undelivered item(s) is considered probable and substantially in control of the Company. Each deliverable that meets the separation criteria is considered a separate “unit of accounting”. The Company allocates the total arrangement consideration to each unit of accounting using the relative fair value method. The amount of arrangement consideration that is allocated to a delivered unit of accounting is limited to the amount that is not contingent upon the delivery of another unit of accounting.

TECOGEN INC.

When vendor-specific objective evidence or third-party evidence is not available, adopting the relative fair value method of allocation permits the Company to recognize revenue on specific elements as completed based on the estimated selling price. The Company generally uses internal pricing lists that determine sales prices to external customers in determining its best estimate of the selling price of the various deliverables in multiple-element arrangements. Changes in judgments made in estimating the selling price of the various deliverables could significantly affect the timing or amount of revenue recognition. The Company enters into sales arrangements with customers to sell its cogeneration and chiller units and related service contracts and occasionally installation services. Based on the fact that the Company sells each deliverable to other customers on a stand-alone basis, the company has determined that each deliverable has a stand-alone value. Additionally, there are no rights of return relative to the delivered items; therefore, each deliverable is considered a separate unit of accounting.

After the arrangement consideration has been allocated to each unit of accounting, the Company applies the appropriate revenue recognition method for each unit of accounting based on the nature of the arrangement and the services included in each unit of accounting. Cogeneration and chiller units are recognized when shipped and services are recognized over the term of the applicable agreement, or as provided when on a time and materials basis.

In some cases, our customers may choose to have the Company engineer and install the system for them rather than simply purchase the cogeneration and/or chiller units. In this case, the Company accounts for revenue, or turnkey revenue, and costs using the percentage-of-completion method of accounting. Under the percentage-of-completion method of accounting, revenues are recognized by applying percentages of completion to the total estimated revenues for the respective contracts. Costs are recognized as incurred. The percentages of completion are determined by relating the actual cost of work performed to date to the current estimated total cost at completion of the respective contracts. When the estimate on a contract indicates a loss, the Company's policy is to record the entire expected loss, regardless of the percentage of completion. During the three months ended March 31, 2014 and 2013, a loss of approximately \$217,000 and \$300,000 was recorded, respectively. The excess of contract costs and profit recognized to date on the percentage-of-completion accounting method in excess of billings is recorded as unbilled revenue. Billings in excess of related costs and estimated earnings is recorded as deferred revenue.

Presentation of Sales Taxes

The Company reports revenues net of any revenue-based taxes assessed by governmental authorities that are imposed on and concurrent with specific revenue-producing transactions.

Shipping and Handling Costs

The Company classifies freight billed to customers as sales revenue and the related freight costs as cost of sales.

Advertising Costs

The Company expenses the costs of advertising as incurred. For the three months ended March 31, 2014 and 2013, advertising expense was approximately \$48,000 and \$29,000, respectively.

Cash and Cash Equivalents

The Company considers all highly liquid instruments with an original maturity date, at date of purchase, of three months or less to be cash and cash equivalents. The Company has cash balances in certain financial institutions in amounts which occasionally exceed current federal deposit insurance limits. The financial stability of these institutions is continually reviewed by senior management. The Company believes it is not exposed to any significant credit risk on cash and cash equivalents.

Concentration of Credit Risk

Financial instruments, which potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents, short-term investments and accounts receivable. The Company's cash equivalents are placed with certain financial institutions and issuers. As of March 31, 2014, the Company had a balance of \$2,248,969 in cash and cash equivalents and short-term investments that exceeded the Federal Deposit Insurance Corporation's ("FDIC") general deposit insurance limit of \$250,000.

Short-Term Investments

Short-term investments consist of certificates of deposit with maturities of greater than three months but less than one year. Certificates of deposits are recorded at fair value.

Accounts Receivable

Accounts receivable are stated at the amount management expects to collect from outstanding balances. An allowance for doubtful accounts is provided for those accounts receivable considered to be uncollectible based upon historical experience and management's evaluation of outstanding accounts receivable at the end of the year. Bad debts are written off against the allowance when identified. At March 31, 2014 and December 31, 2013 the allowance for doubtful accounts was \$103,800 and \$154,400, respectively.

TECOGEN INC.

Inventory

Raw materials, work in process, and finished goods inventories are stated at the lower of cost, as determined by the average cost method, or net realizable value. The Company periodically reviews inventory quantities on hand for excess and/or obsolete inventory based primarily on historical usage, as well as based on estimated forecast of product demand. Any reserves that result from this review are charged to cost of sales.

Property, Plant and Equipment

Property, plant and equipment are recorded at cost. Depreciation is provided using the straight-line method over the estimated useful lives of the asset, which range from three to fifteen years. Leasehold improvements are amortized using the straight-line method over the lesser of the estimated useful lives of the assets or the term of the related leases. Expenditures for maintenance and repairs are expensed currently, while renewals and betterments that materially extend the life of an asset are capitalized.

Intangible Assets

Intangible assets subject to amortization include costs incurred by the Company to acquire developed technology discussed in Note 9, product certifications and certain patent costs. These costs are amortized on a straight-line basis over the estimated economic life of the intangible asset. The Company reviews intangible assets for impairment when the circumstances warrant.

Goodwill

The Company's goodwill was recorded as a result of the Company's asset acquisition discussed in Note 9. The Company has recorded this transaction using the acquisition method of accounting. The Company tests its recorded goodwill for impairment on an annual basis, or more often if indicators of potential impairment exist, by determining if the carrying value of the Company's single reporting unit exceeds its estimated fair value. Factors that could trigger an interim impairment test include, but are not limited to, underperformance relative to historical or projected future operating results, significant changes in the manner of use of the acquired assets or the Company's overall business, significant negative industry or economic trends and a sustained period where market capitalization, plus an appropriate control premium, is less than stockholders' equity. During the first three months of 2014 the Company determined that no interim impairment test was necessary. Goodwill will be assessed for impairment at least annually or when there are indicators of potential impairment.

Common Stock

The Company's common stock was split one-for-four in a reverse stock split effective July 22, 2013. The effect of this reverse stock split has been retroactively applied to per share data and common stock information.

Impairment of long-lived assets

Long-lived assets are evaluated for impairment whenever events or changes in circumstances have indicated that an asset may not be recoverable and are grouped with other assets to the lowest level for which identifiable cash flows are largely independent of the cash flows of other groups of assets and liabilities. If the sum of the projected undiscounted cash flows (excluding interest charges) is less than the carrying value of the assets, the assets will be written down to the estimated fair value and such loss is recognized in income from continuing operations in the period in which the determination is made. Management determined that no impairment of long-lived assets existed as of March 31, 2014.

Off Balance Sheet Arrangements

On July 22, 2013, the Company's Chief Executive Officer personally pledged to support a bank credit facility of \$1,055,000 to support bank guarantees issued on certain construction contracts.

Research and Development Costs/Grants

Internal research and development expenditures are expensed as incurred. Proceeds from certain grants and contracts with governmental agencies and their contractors to conduct research and development for new CHP technologies or to improve or enhance existing technology is recorded as an offset to the related research and development expenses. These grants and contracts are paid on a cost reimbursement basis provided in the agreed upon budget, with 10% retainage held to the end of the contract period. For the three months ended March 31, 2013, amounts received were approximately \$67,000, which offset the Company's total research and development expenditures of \$160,981. For the three months ended March 31, 2014, no amounts were received from grants and contracts from governmental agencies to offset research and development costs of \$203,425. Research and development costs were included in general and administrative expenses in the accompanying consolidated statements of operations.

TECOGEN INC.

Stock-Based Compensation

Stock based compensation cost is measured at the grant date based on the estimated fair value of the award and is recognized as an expense in the consolidated statements of operations over the requisite service period. The fair value of stock options granted is estimated using the Black-Scholes option pricing valuation model. The Company recognizes compensation on a straight-line basis for each separately vesting portion of the option award. Use of a valuation model requires management to make certain assumptions with respect to selected model inputs. The determination of the fair value of share-based payment awards is affected by the Company's stock price. Since the Company is not actively traded, the Company considered the sales price of the Common Stock in private placements to unrelated third parties as a measure of the fair value of its Common Stock. The average expected life is estimated using the simplified method for "plain vanilla" options. The simplified method determines the expected life in years based on the vesting period and contractual terms as set forth when the award is made. The Company uses the simplified method for awards of stock-based compensation since it does not have the necessary historical exercise and forfeiture data to determine an expected life for stock options. The risk-free interest rate is based on U.S. Treasury zero-coupon issues with a remaining term which approximates the expected life assumed at the date of grant. When options are exercised the Company normally issues new shares (see "Note 4 – Stock-based compensation".)

Loss per Common Share

The Company computes basic loss per share by dividing net loss for the period by the weighted-average number of shares of Common Stock outstanding during the period. The Company computes its diluted earnings per common share using the treasury stock method. For purposes of calculating diluted earnings per share, the Company considers its shares issuable in connection with the convertible debentures, stock options and warrants to be dilutive Common Stock equivalents when the exercise/conversion price is less than the average market price of our Common Stock for the period.

Other Comprehensive Net Loss

The comprehensive net loss for the three and nine month periods ended March 31, 2014 and 2013 does not differ from the reported loss.

Segment Information

The Company reports segment data based on the management approach. The management approach designates the internal reporting that is used by management for making operating and investment decisions and evaluating performance as the source of the Company's reportable segments. The Company uses one measurement of profitability and does not disaggregate its business for internal reporting. The Company has determined that it operates in one business segment which manufactures and supports highly efficient CHP products based on engines fueled by natural gas.

The following table summarizes net revenue by product line and services for the three months ended March 31, 2014 and 2013:

	2014	2013
Products		
Cogeneration	\$ 1,154,269	\$ 1,278,156
Chiller	790,507	774,509
Total Product Revenue	<u>1,944,776</u>	<u>2,052,665</u>
Services		
Service contracts	1,772,981	1,745,946
Installations	498,000	247,707
Total Service Revenue	<u>2,270,981</u>	<u>1,993,653</u>
Total Revenue	<u>\$ 4,215,757</u>	<u>\$ 4,046,318</u>

Income Taxes

The Company uses the asset and liability method of accounting for income taxes. The current or deferred tax consequences of transactions are measured by applying the provisions of enacted tax laws to determine the amount of taxes payable currently or in future years. Deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities and expected future tax consequences of events that have been included in the financial statements or tax returns using enacted tax rates in effect for the years in which the differences are expected to reverse. Under this method, a valuation allowance is used to offset deferred taxes if, based upon the available evidence, it is more likely than not that some or all of the deferred tax assets may not be realized. Management evaluates the recoverability of deferred taxes and the adequacy of the valuation allowance annually.

TECOGEN INC.

The Company follows the provisions of the accounting standards relative to accounting for uncertainties in tax positions. These provisions provide guidance on the recognition, de-recognition and measurement of potential tax benefits associated with tax positions. The Company elected to recognize interest and penalties related to income tax matters as a component of income tax expense in the statements of operations. There was no impact on the financial statements as a result of this guidance.

Reclassification

Certain prior period balances have been reclassified to conform with current period presentation. As a result, installation revenue is broken out in the schedule of net revenue by product line and services above; in the prior period this revenue was included in services.

Note 2 – Loss per common share

All shares issuable for both periods were anti-dilutive because of the reported net loss. Basic and diluted loss per share for the three months ended March 31, 2014 and 2013, respectively, were as follows:

	Three Months Ended	
	March 31 2014	March 31 2013
Loss available to stockholders	\$ (1,020,045)	\$ (860,393)
Weighted average shares outstanding - Basic and diluted	14,796,413	13,212,894
Basic and diluted loss per share	\$ (0.07)	\$ (0.07)
Anti-dilutive shares underlying stock options outstanding	1,186,325	1,095,250
Anti-dilutive convertible debentures	555,556	75,806

Note 3 – Demand notes payable, convertible debentures and line of credit agreement to related parties

At December 31, 2013, demand notes payable and line of credit to related parties consisted of various demand notes outstanding to stockholders totaling \$2,950,000. As of December 31, 2013, John N. Hatsopoulos, the company's Chief Executive Officer, held all of the demand notes. The demand notes accrued interest annually at rates ranging from 5% to 6%. Unpaid principal and interest on the demand notes was due upon demand. The outstanding principal balance of these notes, together with accrued interest was paid during the three month period ended March 31, 2014.

On September 24, 2001, the Company entered into subscription agreements with three investors for the sale of convertible debentures in the aggregate principal amount of \$330,000. The primary investors were George N. Hatsopoulos, a member of the board of directors, who subscribed for \$200,000 of the debentures and John N. Hatsopoulos, the Company's Chief Executive Officer, who subscribed for \$100,000 of the debentures. The debentures accrue interest at a rate of 6% per annum and are due six years from issuance date. The debentures are convertible, at the option of the holder, into a number of shares of Common Stock as determined by dividing the original principal amount plus accrued and unpaid interest by a conversion price of \$1.20. On September 24, 2011 the remaining holders of the Company's convertible debentures agreed to amend the terms of the debentures and extend the due date from September 24, 2011 to September 24, 2013.

On May 11, 2009 the Company sold 1,400,000 shares in Ilios at \$0.50 per share to George Hatsopoulos and John Hatsopoulos in exchange for the extinguishment of \$427,432 in demand notes payable, \$109,033 in convertible debentures and \$163,535 in accrued interest. The difference between the Company's purchase price of the Ilios shares and the amount of debt forgiveness was recorded as additional paid-in capital.

On September 30, 2009, Joseph J. Ritchie elected to convert \$30,000 of the outstanding principal amount of the debenture, plus accrued interest of \$14,433, into 37,028 shares of Common Stock at a conversion price of \$1.20 per share.

On September 30, 2012, certain holders of the debentures converted the principal amount of \$100,000 and accrued interest in the amount of \$6,100 into 85,242 shares of the Company's Common Stock. At December 31, 2012 there were 75,806 shares of common stock issuable upon conversion of the Company's outstanding convertible debentures. At December 31, 2012, the principal amount of the Company's convertible debentures was \$90,967 which was due on September 24, 2013.

On October 18, 2013, the remaining holder of the debentures, George N. Hatsopoulos, converted the principal balance of \$90,967 into 75,806 shares of the Company's common stock at a conversion price of \$1.20 per share. In addition, Mr. Hatsopoulos requested that the accrued interest earned in 2012 in the amount of \$6,913 be converted into 2,161 shares of the Company's common

TECOGEN INC.

stock at a conversion price of \$3.20 per share and that the accrued interest earned on or after January 1, 2013 in the amount of \$4,367 be converted into 970 shares of the Company's common stock at a conversion price of \$4.50 per share.

On March 25, 2013, the Company entered into a Revolving Line of Credit Agreement, or the Credit Agreement, with John N. Hatsopoulos, our Chief Executive Officer. Under the terms of the Credit Agreement, as amended on August 13, 2013, Mr. Hatsopoulos has agreed to lend the Company up to an aggregate of \$1,500,000, from time to time, at the written request of the Company. Any amounts borrowed by the Company pursuant to the Credit Agreement will bear interest at the Bank Prime Rate as quoted from time to time in the Wall Street Journal plus 1.5% per year. Repayment of the principal amount borrowed pursuant to the Credit Agreement was due on March 1, 2014. In addition, the company may prepay accrued interest, provided that prepayment may not be made prior to January 1, 2014. As of March 31, 2014, the outstanding principal balance was fully paid.

On December 23, 2013, the company entered into a Senior Convertible Promissory Note (the "Note") with Michaelson Capital Special Finance Fund LP, ("Michaelson"), for the principal amount of \$3,000,000 with interest at 4% per annum for a term of three years. In the event of default such interest rate shall accrue at 8% after the occurrence of the event of default and during continuance plus 2% after the occurrence and during the continuance of any other event of default. The Note is a senior unsecured obligation which pays interest only on a monthly basis in arrears at a rate of 4% per annum, unless earlier converted in accordance with the terms of the agreement prior to such date. The principal amount, if not converted, is due on the third anniversary of the Note, December 31, 2016. The Note is senior in right of payment to any unsecured indebtedness that is expressly subordinated in right of payment to the Note.

The principal balance of the Note, together with any unpaid interest, is convertible into shares of the Company's common stock at 185.19 shares of our common stock per \$1,000 principal amount of Note (equivalent to a conversion price of \$5.40 per share) at the option of Michaelson. If at any time the common stock of the Company is (1) trading on a national securities exchange, (2) qualifies for unrestricted resale under federal securities laws and (3) the arithmetic average of the volume weighted average price of the Common Stock for the twenty consecutive trading days preceding the Company's notice of mandatory conversion exceeds \$150,000, the Company shall have the right to require conversion of all of the then outstanding principal balance together with unpaid interest of this Note into the Company's common stock based on the conversion price of \$5.40 per share.

The Company may prepay all of the outstanding principal and interest due and payable under this Note in full, at any time prior to the maturity date for an amount equal to 120% of the then outstanding principal and interest due and payable as of the date of such prepayment.

Upon change of control, as defined by the Note, at Michaelson's option, the obligations may be assumed, on the terms and conditions in this Note, through an assignment and assumption agreement, or the Company may prepay all of the then outstanding principal and unpaid interest under this Note in full at the optional 120% prepayment amount. This provision creates an embedded derivative in accordance with ASC 815, Derivatives and Hedging. As such it is required to be bifurcated and accounted for separately from the Note. However, the Company has determined that the fair value of the embedded derivative is immaterial to the financial statements.

Debt issuance costs of \$140,433 are being amortized to interest expense over the term of the Note using the effective interest method. At December 31, 2013, there were 555,556 shares of common stock issuable upon conversion of the Company's outstanding convertible debentures.

Michaelson has the option to call the Note upon an event of default at the optional 120% prepayment amount discussed above. One event of default is defined as the Company's failure to issue a registration statement covering the resale of the Company's Common Stock that is declared effective within one year of the funding date of the Note. The Company has classified this Note as current on the accompanying consolidated balance sheet due to this event of default as the company cannot control when the registration statement, originally filed on February 6, 2014, will become effective. Additionally, the Note contains a contingent interest clause in connection with events of default, including this event of default. This registration rights provision is not indexed to credit risk, and therefore is not clearly and closely related to the Note. This provision creates an embedded derivative in accordance with ASC 815, Derivatives and Hedging. As such it is required to be bifurcated and accounted for separately from the Note. However, the Company has determined that the fair value of the embedded derivative is immaterial to the financial statements.

While, prior to this transaction, Michaelson was an unrelated party, due to their beneficial ownership percentage of 6.4% after this transaction, Michaelson is now considered a related party.

On March 26, 2014, the Company secured a working capital line of credit with John Hatsopoulos, the Company's Chief Executive Officer, in the amount of \$3,500,000 which may be used in the occurrence of certain events. The Company had not drawn upon this line of credit through and as of May 1, 2014. The maturity date of this line is March 25, 2015.

Note 4 - Stock-based compensation*Stock-Based Compensation*

In 2006, the Company adopted the 2006 Stock Option and Incentive Plan (the "Plan"), under which the board of directors may grant incentive or non-qualified stock options and stock grants to key employees, directors, advisors and consultants of the Company. The Plan was most recently amended on November 10, 2011 to increase the reserved shares of common stock issuable under the Plan to 1,838,750 (the "Amended Plan").

Stock options vest based upon the terms within the individual option grants, with an acceleration of the unvested portion of such options upon a change in control event, as defined in the Amended Plan. The options are not transferable except by will or domestic relations order. The option price per share under the Amended Plan cannot be less than the fair market value of the underlying shares on the date of the grant. The number of shares remaining available for future issuance under the Amended Plan as of March 31, 2014 was 15,358.

Stock option activity for the three months ended March 31, 2014 was as follows:

Common Stock Options	Number of Options	Exercise Price Per Share	Weighted Average Exercise Price	Weighted Average Remaining Life	Aggregate Intrinsic Value
Outstanding, December 31, 2013	1,148,000	\$1.20-\$4.50	\$ 2.13	5.80 years	\$ 2,721,100
Granted	43,325	4.50	4.50	—	—
Exercised	5,000	1.20	1.20	—	—
Canceled and forfeited	—	—	—	—	—
Expired	—	—	—	—	—
Outstanding, March 31, 2014	1,186,325	\$1.20-\$4.50	\$ 2.22	5.73 years	\$ 2,704,600
Exercisable, March 31, 2014	919,250		\$ 1.90		\$ 2,387,075
Vested and expected to vest, March 31, 2014	1,186,325		\$ 2.22		\$ 2,704,600

Restricted stock activity for the three months ended March 31, 2014 as follows:

	Number of Restricted Stock	Weighted Average Grant Date Fair Value
Unvested, December 31, 2013	361,570	\$ 1.31
Granted	—	—
Vested	—	—
Forfeited	—	—
Unvested, March 31, 2014	361,570	\$ 1.31

Stock Based Compensation - Ilios

In 2009, Ilios adopted the 2009 Stock Incentive Plan (the "2009 Plan") under which the board of directors may grant incentive or non-qualified stock options and stock grants to key employees, directors, advisors and consultants of the company. The maximum number of shares allowable for issuance under the 2009 Plan is 2,000,000 shares of common stock. Stock options vest based upon the terms within the individual option grants, with an acceleration of the unvested portion of such options upon a change in control event, as defined in the Plan. The options are not transferable except by will or domestic relations order. The option price per share under the 2009 Plan cannot be less than the fair market value of the underlying shares on the date of the grant.

TECOGEN INC.

Stock option activity relating to Ilios for the three months ended March 31, 2014 was as follows:

Common Stock Options	Number of Options	Exercise Price Per Share	Weighted Average Exercise Price	Weighted Average Remaining Life	Aggregate Intrinsic Value
Outstanding, December 31, 2013	575,000	\$0.10-\$0.50	\$ 0.29	6.44 years	\$ 120,000
Granted	—	—	—		
Exercised	—	—	—		
Canceled and forfeited	—	—	—		
Expired	—	—	—		
Outstanding, March 31, 2014	575,000	\$0.10-\$0.50	\$ 0.29	6.19 years	\$ 120,000
Exercisable, March 31, 2014	125,000		\$ 0.50		\$ —
Vested and expected to vest, March 31, 2014	575,000		\$ 0.29		\$ 120,000

Restricted stock activity for the Ilios awards, for the three months ended March 31, 2014 was as follows:

	Number of Restricted Stock	Weighted Average Grant Date Fair Value
Unvested, December 31, 2013	310,000	\$ 0.10
Granted	—	—
Vested	—	—
Forfeited	—	—
Unvested, March 31, 2014	310,000	\$ 0.10

Total stock-based compensation expense for the three months ended March 31, 2014 and 2013 was \$32,491 and \$57,638, respectively. At March 31, 2014, the total compensation cost related to unvested restricted stock awards and stock option awards not yet recognized is \$189,486. This amount will be recognized over a weighted average period of 2.23 years. No tax benefit was recognized related to the stock-based compensation recorded during the periods.

Note 5 – Commitments and contingencies

Future minimum lease payments under all non-cancelable operating leases as of March 31, 2014 consist of the following:

Years Ending December 31,	Amount
2015	\$ 430,144
2016	535,348
2017	485,040
2018	491,920
2019	499,122
2018 and thereafter	2,742,217
Total	\$ 5,183,791

For the three months ended March 31, 2014 and 2013 rent expense was \$100,258 and \$116,159, respectively.

Letters of Credit

On October 26, 2011, the Company entered into an agreement with Digital Energy Corp., a customer of the Company, whereby the Company provided a letter of credit in the amount of \$180,000, for the benefit of Digital Energy Corp., to satisfy a requirement of the New York Independent System Operator, Inc. A certificate of deposit for \$180,000 secures the letter of credit. In exchange for providing this letter of credit, Digital Energy Corp. provided a promissory note to the Company for \$180,000, with interest at 6%, payable in monthly installments of interest only. Principal would only be owed if the letter of credit was drawn upon and would become due and payable on the first anniversary date of the note. On February 19, 2013 this letter of credit and certificate of deposit restriction was released.

TECOGEN INC.

As of March 31, 2014, \$583,073 in a letter of credit was outstanding under a revolving bank credit facility needed to collateralize a performance bond on a certain installation project. This revolving bank credit facility expires June 14, 2014. In addition, approximately \$1,055,000 in a letter of credit was required to collateralize performance bonds on several installation projects. This letter of credit is collateralized by an account owned by John N. Hatsopoulos and expires July 22, 2014. In each case, a performance bond has been furnished on the project and would be drawn upon only in the event that Tecogen fails to complete the project in accordance with the contract.

Note 6 – Noncontrolling interests

Shares of restricted common stock issued under Ilios's equity compensation plan, but which have not yet vested, have not been included in calculating the percentages in this Note 6.

As of December 31, 2010 Tecogen owned 63.0% of Ilios. During the year ended December 31, 2012 Tecogen purchased 1,500,000 shares of Ilios common stock at \$0.50 per share for an aggregate amount of \$750,000 which increased Tecogen's ownership interest to 67.4%.

During the year ended December 31, 2013 Ilios sold 1,000,000 shares of common stock to an accredited investor at \$0.50 per share for an aggregate amount of \$500,000. Also during the year ended December 31, 2013, Tecogen purchased 1,000,000 shares of Ilios common stock at \$0.50 per share for an aggregate amount of \$500,000. The net result decreased Tecogen's ownership interest to 65.0%.

Note 7 – Related party transactions

The Company has five affiliated companies, namely American DG Energy Inc., or American DG Energy, EuroSite Power Inc., GlenRose Instruments Inc., or GlenRose Instruments, Pharos LLC, or Pharos, and Levitronix Technologies LLC, or Levitronix. These companies are affiliates because several of the major stockholders of those companies, have a significant ownership position in the Company. None of American DG Energy, EuroSite Power, GlenRose Instruments, Pharos and Levitronix own any shares of the Company, and the Company does not own any shares of American DG Energy, EuroSite Power, GlenRose Instruments, Pharos or Levitronix. The business of GlenRose Instruments, Pharos and Levitronix is not related to the business of the Company.

American DG Energy, EuroSite Power, GlenRose Instruments, Pharos and Levitronix are affiliated companies by virtue of common ownership. The common stockholders include:

- John N. Hatsopoulos, the Company's Chief Executive Officer, who is also: (a) the Chief Executive Officer and a director of American DG Energy and holds 10.7% of American DG Energy's common stock; (b) the Chairman of EuroSite Power; (c) a director of Ilios and holds 7.2% of EuroSite Power's common stock; and (d) the Chairman of GlenRose Instruments and holds 15.7% of GlenRose Instruments' common stock.
- Dr. George N. Hatsopoulos, who is John N. Hatsopoulos' brother, and is also: (a) a director of American DG Energy and holds 13.6% of American DG Energy's common stock; (b) an investor in Ilios and holds 3.1% of Ilios' common stock; (c) an investor of GlenRose Instruments and holds 15.7% of GlenRose Instruments' common stock; (d) an investor of Pharos and may be deemed to hold 24.4% of Pharos' common stock; and (e) an investor of Levitronix and may be deemed to hold 21.4% of Levitronix's common stock.

Additionally, the following related persons had or may have a direct or indirect material interest in our transactions with our affiliated companies:

- Barry J. Sanders, who is: (a) the President and Chief Operating Officer of American DG Energy, (b) the Chief Executive Officer and a director of EuroSite Power and (c) the Chairman of Ilios.
- Anthony S. Loumidis, the Company's former Vice President and Treasurer, who is: (a) the former Chief Financial Officer Secretary and Treasurer of American DG Energy, (b) the former Chief Financial Officer Secretary and Treasurer of EuroSite Power, (c) the former Chief Financial Officer Secretary and Treasurer of GlenRose Instruments and (d) the former Treasurer of Ilios.

On October 20, 2009, American DG Energy, in the ordinary course of its business, signed a Sales Representative Agreement with Ilios to promote, sell and service the Ilios high-efficiency heating products, such as the high efficiency water heater, in the marketing territory of the New England States, including Connecticut, Rhode Island, Massachusetts, New Hampshire, Vermont, and Maine. The marketing territory also includes all of the nations in the European Union. The initial term of this Agreement is for five years, after which it may be renewed for successive one-year terms upon mutual written agreement.

On September 24, 2001, the Company entered into subscription agreements with investors for the sale of convertible debentures. The primary investors were George N. Hatsopoulos, who subscribed for debentures having an initial principal amount of \$200,000; the John N. Hatsopoulos 1989 Family Trust for the benefit of Nia Marie Hatsopoulos, or the Nia Hatsopoulos Trust, which subscribed for debentures having an initial principal amount of \$50,000; and John N. Hatsopoulos 1989 Family Trust for

TECOGEN INC.

the benefit of Alexander John Hatsopoulos, or the Alexander Hatsopoulos Trust, which subscribed for debentures having an initial principal amount of \$50,000. Nia Hatsopoulos and Alexander Hatsopoulos are John N. Hatsopoulos's adult children. John N. Hatsopoulos disclaims beneficial ownership of any shares held by these trusts. The debentures accrue interest at a rate of 6% per annum and were due on September 24, 2007. The debentures are convertible, at the option of the holder, into shares of common stock at a conversion price of \$1.20 per share.

On September 24, 2007, George N. Hatsopoulos, the Nia Hatsopoulos Trust and the Alexander Hatsopoulos Trust, holding debentures representing a majority of the then-outstanding principal amount of the debentures, agreed to extend the debenture term to September 24, 2011. On May 11, 2009, George N. Hatsopoulos converted \$109,033 of the principal amount under the debentures held by him, together with accrued interest in the amount of \$90,967 into 400,000 shares of common stock of Ilios, the Company's then newly-formed subsidiary, at a conversion price of \$0.50 per share. The difference between the Company's purchase price of the Ilios shares and the amount of debt forgiveness was recorded as additional paid-in capital.

On September 30, 2009, Joseph J. Ritchie elected to convert the outstanding principal amount under the debenture held by him, \$30,000, together with accrued interest of \$14,433, into 37,028 shares of the Company's common stock at a conversion price of \$1.20 per share.

On September 24, 2011, George N. Hatsopoulos, the Nia Hatsopoulos Trust and the Alexander Hatsopoulos Trust, holding debentures representing a majority of the then-outstanding principal amount of the debentures, agreed to extend the term of the debentures to September 24, 2013 and requested that accrued interest in the aggregate amount of approximately \$72,960 be converted into the Company's common stock at \$2.00 per share (which was the average price of the Company's stock between September 24, 2001 and September 24, 2011).

On September 30, 2012, the debentures, including accrued interest, were converted into 170,480 shares of Common Stock held in the JNH 1989 Family Trust for the benefit of Nia Marie Hatsopoulos and 170,480 shares of Common Stock held in the JNH 1989 Family Trust for the benefit of Alexander J. Hatsopoulos for whom Mr. and Mrs. Paris Nicolaidis are the trustees. Mr. John N. Hatsopoulos disclaims beneficial ownership of the shares held by this trust.

On October 18, 2013, the remaining holder of the debentures, George N. Hatsopoulos, converted the principal balance of \$90,967 into 75,806 shares of the Company's common stock at a conversion price of \$1.20 per share. In addition, Mr. Hatsopoulos requested that the accrued interest earned in 2012 in the amount of \$6,913 be converted into 2,161 shares of the Company's common stock at a conversion price of \$3.20 per share and that the accrued interest earned on or after January 1, 2013 in the amount of \$4,367 be converted into 970 shares of the Company's common stock at a conversion price of \$4.50 per share.

On September 10, 2008 the Company entered into a demand note agreement with John N. Hatsopoulos, in the principal amount of \$250,000 at an annual interest rate of 5%. On September 7, 2011 the Company entered in to an additional demand note agreement with John N. Hatsopoulos, in the principal amount of \$750,000 at an annual interest rate of 6%. On November 30, 2012 the Company entered into an additional demand note agreement with John N. Hatsopoulos, in the principal amount of \$300,000 at an annual interest rate of 6%. Unpaid principal and interest on the demand notes are due upon demand. On October 3, 2013 the Company entered into an additional demand note agreement with John N. Hatsopoulos, in the principal amount of \$450,000 at an annual interest rate of 6%. On January 6, 2014, the Company repaid the then outstanding principal balance of 1,750,000 together with accrued interest of \$175,311.

On March 25, 2013, the Company entered into a Revolving Line of Credit Agreement, or the Credit Agreement, with John N. Hatsopoulos, our Chief Executive Officer. Under the terms of the Credit Agreement, as amended on August 13, 2013, Mr. Hatsopoulos has agreed to lend the Company up to an aggregate of \$1,500,000 from time to time, at the written request of the Company. Any amounts borrowed by the Company pursuant to the Credit Agreement will bear interest at the Bank Prime Rate as quoted from time to time in the Wall Street Journal plus 1.5% per year. Repayment of the principal amount borrowed pursuant to the Credit Agreement will be due on March 1, 2014. In addition, the company may prepay accrued interest, provided that prepayment may not be made prior to January 1, 2014. The Credit Agreement terminates on March 1, 2014. As of December 31, 2013 the Company has borrowed \$1,200,000 pursuant to the Credit Agreement. On January 6, 2014, the Company repaid the then outstanding principal balance of \$1,200,000 together with accrued interest of \$25,347.

On December 23, 2013, the company entered into a Senior Convertible Promissory Note (the "Note") with Michaelson Capital Special Finance Fund LP, ("Michaelson"), for the principal amount of \$3,000,000 with interest at 4% per annum for a term of three years. The Note is a senior unsecured obligation which pays interest only on a monthly basis in arrears at a rate of 4% per annum, unless earlier converted in accordance with the terms of the agreement prior to such date. The principal amount, if not converted, is due on the third anniversary of the date of the Note. The Note is senior in right of payment to any unsecured indebtedness that is expressly subordinated in right of payment to the Note. The Note is convertible into shares of the Company's common stock at 185.19 shares of our common stock per \$1,000 principal amount of Note (equivalent to a conversion price of \$5.40 per share). Debt issuance costs of \$140,433 are being amortized to expense over the term of the Note using the effective interest method. At December 31, 2013, there were 555,556 shares of common stock issuable upon conversion of the Company's outstanding convertible debentures.

TECOGEN INC.

In addition, on December 23, 2013, Michaelson participated in our private placement, investing \$2,000,000 to purchase 444,445 shares of common stock at \$4.50 per share. As of the purchase date and December 31, 2013, Michaelson, on a fully diluted basis, owns 6.4% of the Company. As Michaelson's beneficial ownership is 6.4% after this transaction, it is now considered a related party.

John N. Hatsopoulos' salary is \$1.00 per year. On average, Mr. Hatsopoulos spends approximately 50% of his business time on the affairs of the Company; however such amount varies widely depending on the needs of the business and is expected to increase as the business of the Company develops.

On January 1, 2006, the Company entered into a Facilities and Support Services Agreement with American DG Energy for a period of one year, renewable annually, on January 1st, by mutual agreement. That agreement was replaced by the Facilities, Support Services and Business Agreement between the Company and American DG Energy, effective July 1, 2013. Under this agreement, the Company provides American DG Energy with certain office and business support services and also provides pricing based on a volume discount depending on the level of American DG Energy purchases of cogeneration and chiller products. For certain sites, American DG Energy hires the Company to service its chiller and cogeneration products. The Company also provides office space and certain utilities to American DG Energy based on a monthly rate set at the beginning of each year. Also, under this agreement, American DG Energy has sales representation rights to the Company's products and services in New England.

On July 1, 2013 the Company entered into an Amendment to the Facilities, Support Services and Business Agreement, or the Amendment, with American DG Energy Inc., or American DG Energy. The Amendment renewed the term of the Facilities, Support Services and Business Agreement between the Company and American DG Energy for a one year period, beginning on July 1, 2013.

The Company subleases portions of its corporate offices and manufacturing facility to sub-tenants under annual sublease agreements. For the three months ended March 31, 2014 and 2013, the Company received \$31,446 and \$36,275, respectively, from American DG Energy, Levitronix LLC and Alexandros Partners LLC. In addition, for the three months ended March 31, 2014 and 2013 the Company received from the same companies, \$23,238 and \$22,833, respectively, to offset common operating expenses incurred in the administration and maintenance of its corporate office and warehouse facility.

The Company's headquarters are located in Waltham, Massachusetts and consist of approximately 35,000 square feet of office and storage space that are shared with American DG Energy and other tenants. The lease expires on March 31, 2024. We believe that our facilities are appropriate and adequate for our current needs.

Revenue from sales of cogeneration and chiller systems, parts and service to American DG Energy during the three months ended March 31, 2014 and 2013 amounted to \$485,414 and \$225,605, respectively. In addition, Tecogen pays certain operating expenses, including benefits and insurance, on behalf of American DG Energy. Tecogen was reimbursed for these costs. As of March 31, 2014 the total amount due from American DG Energy was \$306,305, which is included in due from related party on the accompanying condensed consolidated balance sheet. As of December 31, 2013 the total amount due to American DG Energy was \$119,667.

On March 14, 2013 the Company received a prepayment for purchases of modules, parts and service to be made by American DG Energy in the amount of \$827,747. The Company will provide a discount on these prepaid purchases equal to 6% per annum on deposit balances. As of March 31, 2014 the principal balance on this prepayment was \$113,384 and is included in due from related party, net of amounts receivable but not yet due from American DG Energy, in the accompanying condensed consolidated balance sheet.

Note 8 – Fair value measurements

The fair value topic of the FASB Accounting Standards Codification defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The accounting guidance also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs, where available, and minimize the use of unobservable inputs when measuring fair value. There are three levels of inputs that may be used to measure fair value:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities. We currently do not have any Level 1 financial assets or liabilities.

Level 2 - Observable inputs other than quoted prices included in Level 1. Level 2 inputs include quoted prices for identical assets or liabilities in non-active markets, quoted prices for similar assets or liabilities in active markets and inputs other than quoted prices that are observable for substantially the full-term of the asset or liability.

Level 3 - Unobservable inputs reflecting management's own assumptions about the input used in pricing the asset or liability. We currently do not have any Level 3 financial assets or liabilities.

TECOGEN INC.

The Company determines the fair value of certificates of deposits using information provided by the issuing bank which includes discounted expected cash flow estimates using current market rates offered for deposits with similar remaining maturities.

	March 31, 2014	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Certificates of deposit	\$ 583,720	—	\$ 583,720	—
Total Assets	\$ 583,720	\$ —	\$ 583,720	\$ —

The Company's financial instruments that are not recorded at fair value on a recurring basis include cash and cash equivalents, accounts receivable, accounts payable, capital lease obligations, related party demand notes payable and related party convertible debentures. The recorded values of cash and cash equivalents, accounts receivable and accounts payable approximate their fair values based on their short-term nature. At March 31, 2014, the carrying value on the consolidated balance sheet of the notes payable, convertible debentures and capital lease obligations approximates fair value based on current market rates for instruments with similar maturities adjusted for applicable credit risk, which are Level 2 inputs.

Note 9 - Asset acquisition

On January 9, 2013 the Company purchased certain assets, both tangible and intangible, required to manufacture the generator used in its InVerde product from Danotek Motion Technologies. The aggregate consideration paid by the Company was \$497,800, of which \$17,400 represents the fair value of inventory and \$199,530 represents the estimated fair value of property, plant and equipment which is depreciated over useful lives ranging from 5 to 8.5 years. The fair value of the property, plant and equipment was estimated utilizing a replacement cost method. In addition, \$240,000 of the purchase consideration represents the fair value of identified intangible assets using a relief from royalty method with a useful life of fifteen years. The balance of \$40,870 is included in goodwill in the accompanying condensed consolidated balance sheet, which consists largely of economies of scale expected from combining the manufacturing of the generator into Tecogen's operations. Acquisition related costs were not material to the financial statements and were expensed as incurred to general and administrative expenses.

This transaction was accounted for under the purchase method of accounting in accordance with FASB ASC Topic 805, Business Combinations. Under the purchase method of accounting, the total purchase price has been allocated to the net tangible and intangible assets acquired based on estimates of their values by the Company's management. There is one reporting unit within the Company.

Under the purchase method of accounting, an acquisition is recorded as of the closing date, reflecting the purchased assets, at their acquisition date fair values. Intangible assets that are identifiable are recognized separately from goodwill which is measured and recognized as the excess of the fair value, as a whole, over the net amount of the recognized identifiable assets acquired.

The purchase price has been allocated as follows:

Inventory	\$ 17,400
Machinery and equipment	171,910
Computer equipment	22,070
Tooling	5,550
Developed technology	240,000
Goodwill	40,870
	\$ 497,800

TECOGEN INC.

Note 10 - Intangible assets other than goodwill

As of March 31, 2014 the Company has the following amounts related to intangible assets:

	Gross Carrying Amount	Accumulated Amortization
Patent costs	\$ 469,031	\$ 45,648
Product certifications	415,706	93,312
Developed technology	240,000	16,000
Total	\$ 1,124,737	\$ 154,960

The aggregate amortization expense of the Company's intangible assets for the three months ended March 31, 2014 and 2013 was \$19,972 and \$9,760, respectively.

Estimated future annual amortization expense related to the intangible assets is as follows:

2014	\$ 59,917
2015	124,575
2016	124,575
2017	124,575
2018	118,378
Thereafter	417,757
	\$ 969,777

The Company expects to receive foreign patents for the patents granted in the United States by year end. The expense in the estimated future amortization schedule is based on this assumption.

Note 11 – Subsequent events

The Company has evaluated subsequent events through the date of this report and determined that no additional subsequent events occurred that would require recognition in the consolidated financial statements or disclosure in the notes thereto.

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

Forward-looking statements are made throughout this Management's Discussion and Analysis of Financial Condition and Results of Operations. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believes," "anticipates," "plans," "expects," "seeks," "estimates" and similar expressions are intended to identify forward-looking statements. Such forward-looking statements include, among other things, statements regarding our current and future cash requirements, our expectations regarding suppliers of cogeneration units, and statements regarding potential financing activities in the future. While the Company may elect to update forward-looking statements in the future, it specifically disclaims any obligation to do so, even if the Company's estimates change, and readers should not rely on those forward-looking statements as representing the Company's views as of any date subsequent to the date of the filing of this Quarterly Report. There are a number of important factors that could cause the actual results of the Company to differ materially from those indicated by such forward-looking statements, including those detailed under the heading "Risk Factors" in this Quarterly Report.

Overview

Tecogen designs, manufactures and sells industrial and commercial cogeneration systems that produce combinations of electricity, hot water, and air conditioning using automotive engines that have been specially adapted to run on natural gas. In some cases, our customers may choose to have the Company engineer and install the system for them rather than simply purchase the cogeneration and/or chiller units, which we refer to as "turnkey" projects. Cogeneration systems are efficient because in addition to supplying mechanical energy to power electric generators or compressors – displacing utility supplied electricity – they provide opportunity for the facility to incorporate the engine's waste heat into onsite processes such as space and potable water heating. We produce standardized, modular, small-scale products, with a limited number of product configurations that are adaptable to multiple applications. We refer to these combined heat and power products as CHP (electricity plus heat) and MCHP (mechanical power plus heat).

Results of Operations

First quarter of 2014 Compared to First quarter of 2013

Revenues

Revenues in the first quarter of 2014 were \$4,215,757 compared to \$4,046,318 for the same period in 2013, an increase of \$169,439 or 4.2%. This increase is due to an increase in installation activity during the period. Product revenues in the first quarter of 2014 were \$1,944,776 compared to \$2,052,665 for the same period in 2013, a decrease of \$107,889 or 5.3%. This decrease from the three months ended March 31, 2013 to March 31, 2014 was the aggregate of a decrease in cogeneration sales of \$123,887 and a increase in chiller sales of \$15,998. Our product mix, as well as product revenue, can vary significantly from period to period as our products are high dollar, low volume sales. As a result, such fluctuation is expected.

Service revenues in the first quarter of 2014 were \$2,270,981 compared to \$1,993,653 for the same period in 2013, an increase of \$277,328 or 13.9%. The majority of this increase is due to increased installation activity by the service group.

Cost of Sales

Cost of sales in the first quarter of 2014 was \$2,789,531 compared to \$2,934,354 for the same period in 2013 a decrease of \$144,823, or 4.9%. During the first quarter of 2014 our overall gross profit margin was 33.8% compared to 27.5% for the same period in 2013, an increase of 6.3%. The growth in service volume and increased number of turnkey projects have continued to improve the maintenance and engineering service margins.

Contract Research and Development

There was no contract research and development income for the three months ended March 31, 2014. For the three months ended March 31, 2013 there was \$67,000, which is classified as an offset to applicable expenses.

Operating Expenses

Our general and administrative expenses consist of executive staff, accounting and legal expenses, office space, general insurance and other administrative expenses. Our general and administrative expenses in the first quarter of March 31, 2014 were \$2,052,126 compared to \$1,791,703 for the same period in 2013, an increase of \$260,423 or 14.5%. This increase was due to an overall increase in operating costs attributable to an increase in internal research and development activities of approximately \$42,000 in addition to the costs associated with preparing to be a publicly traded company, and financing activities such as payroll costs of approximately \$110,000, general insurance of \$56,000 and franchise taxes of approximately \$53,000.

TECOGEN INC.

Our selling expenses consist of sales staff, commissions, marketing, travel and other selling related expenses. Our selling expenses for the first quarter of 2014 were \$421,620 compared to \$279,370 for the same period in 2013, an increase of \$142,250 or 50.9%. This increase is due to the increase in payroll costs associated with selling activities of approximately \$100,000 as well as costs associated with trade shows, commissions and royalties during the first quarter of 2014 as compared to the same period in 2013 of approximately \$40,000.

Loss from Operations

Loss from operations for the first quarter of 2014 was \$1,047,520 compared to \$959,109 for the same period in 2013, an increase of \$88,411. The increase in the loss was due to the growth in operating expenses offset by the increase in revenue and gross profit discussed above.

Other Income (Expense), net

Other expense, net for the three months ended March 31, 2014 was \$31,685 compared to \$19,431 for the same period in 2013. Other income (expense) includes interest income and other income of \$3,085, net of interest expense on notes payable of \$34,770 for the first quarter of 2014. For the same period in 2013, interest and other income was \$3,946 and interest expense was \$23,377. The decrease in interest income of \$861 is the result of short-term investments held during the first quarter of 2014 that were not held during the first quarter of 2013. The increase in interest expense of \$11,393 was mainly due to the increase in note payable balances carried during the first three months of 2014 as compared to the first three months of 2013.

Provision for Income Taxes

The Company did not record any benefit or provision for income taxes for the three months ended March 31, 2014 and 2013, respectively. As of March 31, 2014 and 2013, the income tax benefits generated from the Company's net losses have been fully reserved.

Noncontrolling Interest

The noncontrolling interest share in the losses of Ilios was \$59,160 for the three months ended March 31, 2014 compared to \$118,147 for the same period in 2013, a decrease of \$58,987 or 49.9%. The decrease was due to a decrease in the Ilios loss in the first quarter of 2014 as compared to the same period in 2013. Noncontrolling interest ownership percentage as of March 31, 2014 and 2013 was unchanged at 35.0% for both periods. Shares of restricted common stock issued under Ilios's equity compensation plan, but which have not yet vested, have not been included in calculating the noncontrolling interest ownership percentage.

Net loss

Net loss attributable to Tecogen for the first three months of 2014 was \$1,020,045 compared to \$860,393 for the same period in 2013, an increase of \$159,652. The increase in net loss was the result of the increase in gross profit and the increase in operating expenses as described above.

Liquidity and Capital Resources

Consolidated working capital at March 31, 2014 was \$4,608,548 compared to \$5,565,789 at December 31, 2013, a decrease of \$957,241. Included in working capital were cash and cash equivalents of \$1,946,891 and \$583,720 in short-term investments at March 31, 2014, compared to \$7,713,899 in cash and cash equivalents at December 31, 2013. The decrease in working capital is due to the lower cash resulting from operating losses, increases in inventory and unbilled revenue from turnkey projects.

Cash used in operating activities for the three months ended March 31, 2014 was \$2,153,202 compared to \$255,716 for the same period in 2013. Our accounts receivable balance increased to \$4,249,889 at March 31, 2014 compared to \$3,740,885 at December 31, 2013, using \$509,004 of cash due to timing of billing, shipments, collections and recovery of allowance. In addition, amounts due from related parties increased by \$306,305 using cash due to timing of billing, shipments and collections. Our inventory increased to \$3,473,257 as of March 31, 2014 compared to \$3,343,793 as of December 31, 2013, using \$129,464 of cash to purchase inventory to build modules in backlog and to support ongoing turnkey projects.

As of May 15, 2014, the Company's backlog of product and installation projects (and excluding service contracts) was \$11 million, consisting of \$5.7 million of purchase orders actually received by us and \$5.3 million of projects in which the customer's internal approval process is complete, financial resources have been allocated and the customer has made a firm verbal commitment that the order is in the process of execution. Backlog at the beginning of any period is not necessarily indicative of future performance. Our presentation of backlog may differ from other companies in our industry. Our inventory balances have increased to support production demands, tightening available working capital.

TECOGEN INC.

Accounts payable decreased to \$1,864,044 as of March 31, 2014 from \$2,338,046 at December 31, 2013, using \$474,002 in cash due to suppliers and service providers. Accrued expenses increased to \$1,407,452 as of March 31, 2014 from \$1,139,554 as of December 31, 2013, providing \$267,898 of cash for operations. Interest payable, related party decreased to zero from \$198,450 as of December 31, 2013, using \$198,450 of cash.

During the first three months of 2014 our investing activities used \$676,106 of cash and included purchases of short-term investments of \$583,720 to support performance bonds, purchases of property and equipment of \$55,964 and expenditures related to intangible assets of \$36,422.

During the first three months of 2014 our financing activities included the payment of principal balances on demand notes payable to our Chief Executive Officer aggregating \$2,950,000. In addition we received proceeds from sales of our common stock of \$6,300 and proceeds from the exercise of stock options of \$6,000.

At March 31, 2014 our commitments included various leases for office and warehouse facilities of \$5,183,791 to be paid over several years through 2024. The source of funds to fulfill these commitments will be provided from cash balances, operations or through debt or equity financing.

On March 14, 2013 the Company received a prepayment for purchases of modules, parts and service to be made by American DG Energy in the amount of \$827,747. The Company provides a discount on these prepaid purchases equal to 6% per annum on deposit balances. The 6% discount is recorded as interest expense in the accompanying statements of operations. As of March 31, 2014 the outstanding balance on this prepayment was \$113,384 and is included in due from related party, net of amounts receivable but not yet due from American DG Energy, in the accompanying condensed consolidated balance sheet.

On March 25, 2013, the Company entered into a Revolving Line of Credit Agreement, or the Credit Agreement, with John N. Hatsopoulos, our Chief Executive Officer. Under the terms of the Credit Agreement, Mr. Hatsopoulos has agreed to lend the Company up to an aggregate of \$1,000,000, from time to time, at the written request of the Company. Any amounts borrowed by the Company pursuant to the Credit Agreement will bear interest at the Bank Prime Rate as quoted from time to time in the Wall Street Journal plus 1.5% per year. On August 13, 2013, the Company and Mr. Hatsopoulos agreed to increase the amount that may be outstanding under the Credit Agreement to \$1,500,000. On October 3, 2013, the Company signed a demand note for \$450,000, which accrues interest at 6%, in favor of John N. Hatsopoulos, the Company's Chief Executive Officer. As discussed above, on January 6, 2014, the Company repaid all debt owed to its Chief Executive Officer, including demand notes with a principal balance \$1,750,000 and accrued interest of \$175,311 and the line of credit with an outstanding principal balance of \$1,200,000 and accrued interest of \$25,347.

On March 26, 2014, the Company secured a working line of credit with John Hatsopoulos, the Company's CEO, in the amount of \$3,500,000 which may be used in the occurrence of certain events. The Company has not drawn upon this line of credit through and as of March 1, 2014.

Based on our current operating plan, we believe existing resources, including our line of credit and cash and cash flows from operations, will be sufficient to meet our working capital requirements in the short term. As we continue to grow our business, our cash requirements are expected increase. As a result, we will need to raise additional capital through an equity offering to meet our operating and capital needs for future growth.

Our ability to continue to access capital could be impacted by various factors, including general market conditions and the continuing slowdown in the economy, interest rates, the perception of our potential future earnings and cash distributions, any unwillingness on the part of lenders to make loans to us and any deterioration in the financial position of lenders that might make them unable to meet their obligations to us. If these conditions continue and we cannot raise funds through a public or private debt financing, or an equity offering, our ability to grow our business may be negatively affected and we may need to suspend and significantly reduce our operating costs until market conditions improve.

Significant Accounting Policies and Critical Estimates

The Company's significant accounting policies are discussed in the Notes to the Condensed Consolidated Financial Statements above and in our 2012 Annual Report. The accounting policies and estimates that can have a significant impact upon the operating results, financial position and footnote disclosures of the Company are described in the above notes and in our Annual Report.

Seasonality

We expect that the majority of our heating systems sales will be in the winter and the majority of our chilling systems sales will be in the summer. Our cogeneration and chiller system sales are not generally affected by the seasons, although customer goals will be to have chillers installed and running in the spring. Our service team does experience higher demand in the warmer months when cooling is required. These units are generally shut down in the winter and started up again in the spring. This "busy season" for the service team generally runs from May through the end of September.

Off-Balance Sheet Arrangements

On July 22, 2013, the Company's Chief Executive Officer personally pledged to support a bank credit facility of \$1,055,000 to support bank guarantees issued on certain construction contracts. We do not have any other off-balance sheet arrangements, including any outstanding derivative financial instruments, off-balance sheet guarantees, interest rate swap transactions or foreign currency contracts. We do not engage in trading activities involving non-exchange traded contracts.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.*Management's Evaluation of Disclosure Controls and Procedures:*

Our disclosure controls and procedures are designed to provide reasonable assurance that the control system's objectives will be met. Our management, including our Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report, or the Evaluation Date, have concluded that as of the Evaluation Date, our disclosure controls and procedures were not effective due to material weaknesses in financial reporting relating to lack of personnel with a sufficient level of accounting knowledge and a small number of employees dealing with general controls over information technology. At the present time, our management has decided that, considering the employees involved and the control procedures in place, there are risks associated with the above, but the potential benefits of adding additional employees to mitigate these weaknesses do not justify the expenses associated with such increases. Management will continue to evaluate the above weaknesses, and as the Company grows and resources become available, the Company plans to take the necessary steps in the future to remediate the weaknesses.

For these purposes, the term disclosure controls and procedures of an issuer means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Report of Management on Internal Control over Financial Reporting:

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting in accordance with the Exchange Act. Management, including our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of our internal control over financial reporting based on the framework and criteria established in Internal Control—Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission. This evaluation included review of the documentation of controls, evaluation of the design effectiveness of controls, testing of the operating effectiveness of controls and a conclusion of this evaluation. Based on this evaluation, management concluded that the Company's internal control over financial reporting was not effective as of March 31, 2014.

At March 31, 2014, the Company employed 69 active full-time employees and 3 part-time employees. The Company currently does not have personnel with a sufficient level of accounting knowledge, experience and training in the selection, application and implementation of generally accepted accounting principles as it relates to complex transactions and financial reporting requirements. The Company also has a small number of employees dealing with general controls over information technology security and user access. This constitutes a material weakness in financial reporting. At this time, management has decided that considering the employees involved and the control procedures in place, there are risks associated with the above, but the potential benefits of adding additional employees to mitigate these weaknesses, does not justify the expenses associated with such increases. Management will continue to evaluate the above weaknesses.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our Disclosure Controls or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. 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. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of a simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance

TECOGEN INC.

that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

In connection with the evaluation referred to in the foregoing paragraph, we will make changes in our internal controls over financial reporting as soon as the resources become available. As of March 31, 2014, no changes have been made to the Company's process.

PART II - OTHER INFORMATION

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

From October 16, 2013 to January 17, 2014, the Company raised \$6,651,844 in a private placement of 1,478,189 shares of Common Stock at a price of \$4.50 per share. The private placement was exempt from registration under Section 4(a)(2) of the Securities Act and/or under Rule 506 of Regulation D.

Included in the private placement described above, on October 16, 2013, the Company entered into a common stock purchase agreement with Bruno Meier, pursuant to which the Company sold, and Mr. Meier purchased, an aggregate of 66,667 shares of Common Stock for an aggregate purchase price of \$300,000. Mr. Meier serves as a director of EuroSite Power Inc., which is an affiliate of the Company.

In connection with the private placement described above, Scarsdale Equities LLC, or Scarsdale, served as placement agent and received a commission of 6.75 percent on the sale of 910,461 shares of Common Stock sold to certain investors identified by Scarsdale in the private placement for an aggregate commission of \$276,553.

Also included in the private placement above, on December 23, 2013, the Company entered into a common stock purchase agreement with Michaelson Capital Special Finance Fund LP, or Michaelson, pursuant to which the Company sold an aggregate of 444,445 shares of Common Stock to Michaelson for an aggregate purchase price of \$2,000,000.

In connection with the private placement of Common Stock sold to Michaelson, Ardour Capital Investments, LLC, or Ardour, served as placement agent and received a commission of 6.75 percent for an aggregate commission of \$135,000. In addition, Ardour served as placement agent in connection with the Senior Convertible Promissory Note issued to Michaelson and received a commission of \$120,000.

TECOGEN INC.

Item 6. Exhibits

Exhibit Number	Description of Exhibit
3.1	Amended and Restated Certificate of Incorporation ^(a)
3.2	Amended and Restated Bylaws ^(b)
4.1	Specimen Stock Certificate of Tecogen, Inc. ^(b)
4.2	Form of Restricted Stock Purchase Agreement ^(b)
4.3	Form of Stock Option Agreement ^(b)
4.4	Indenture and Form of 6% Convertible Debenture Due 2004, dated September 24, 2001 ^(b)
4.5	Form of Securities Purchase Agreement ^(c)
10.1	Lease Agreement between Atlantic-Waltham Investment II, LLC, and Tecogen Inc., dated May 18, 2008 ^(d)
10.2*	Second Amendment to Lease between Atlantic-Waltham Investment II, LLC, and Tecogen Inc., dated Jan 16, 2013
31.1*	Rule 13a-14(a) Certification of Chief Executive Officer
31.2*	Rule 13a-14(a) Certification of Chief Financial Officer
32.1*	Section 1350 Certifications of Chief Executive Officer and Chief Financial Officer
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase
101.DEF**	XBRL Taxonomy Extension Definition Linkbase
101.LAB**	XBRL Taxonomy Extension Label Linkbase
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase

* Filed
herewith
** Furnished
herewith

- ^(a) incorporated by reference to the Company's Current Report on Form 8-K, dated July 25, 2013.
^(b) incorporated by reference to the Company's Registration Statement on Form S-1, as amended, originally filed with the SEC on December 22, 2011 (Registration No. 333-178697)
^(c) incorporated by reference to the Company's Registration Statement on Form S-1, as amended, originally filed with the SEC on February 7, 2014 (Registration No. 333-193823)
^(d) incorporated by reference to exhibit 10.8 to the Company's S-1, as amended, originally filed with the SEC on December 22, 2011

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, on May 15, 2014.

TECOGEN INC.
(Registrant)

By: /s/ John N. Hatsopoulos
Chief Executive Officer
(Principal Executive Officer)

By: /s/ Bonnie J. Brown
Chief Financial Officer, Treasurer and Secretary
(Principal Financial and Accounting Officer)

SECOND AMENDMENT TO LEASE

This SECOND AMENDMENT TO LEASE is by and between ATLANTIC-WALTHAM REALTY, LLC, a Massachusetts Limited Liability Company, with a usual place of business c/o Atlantic Management Corporation, 205 Newbury Street, Framingham, Massachusetts 01701, hereinafter called LESSOR, and Tecogen Inc., a Delaware corporation, with a usual place of business at 45 First Avenue, Waltham, MA 02451, hereinafter called LESSEE, and is dated January 16, 2013.

Reference is made to the following facts:

- A. On May 14th, 2008, Atlantic-Waltham Investment II, LLC and the Lessee entered into a lease (the "Lease") for certain premises located at 45 First Avenue, Waltham, Massachusetts, which lease was amended by a First Amendment to Lease dated October 1, 2008.
- B. The parties wish to amend the Lease to extend the term of the Lease and provide for certain other amendments of the Lease, as provided below.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Effective on April 1, 2014, the parties hereby extend the term of the Lease, such that the term is extended from April 1, 2014, to March 31, 2024 (the "Extended Term").

2. Rent for the Extension Term shall be as follows;

Annual Bare (Fixed) Rent for the Lease Term:

Apr 1, 2014- Mar. 31, 2015: 43,000 s.f. X \$11.00/s.f. = \$473,000.00 (\$39,416.67 per month)
 Apr 1, 2015- Mar. 31, 2016: 43,000 s.f. X \$11.16/s.f. = \$479,880.00 (\$39,990.00 per month)
 Apr 1, 2016- Mar. 31, 2017: 43,000 s.f. X \$11.32/s.f. = \$486,760.00 (\$40,563.33 per month)
 Apr 1, 2017- Mar. 31, 2018: 43,000 s.f. X \$11.48/s.f. = \$493,640.00 (\$41,136.67 per month)
 Apr 1, 2018- Mar. 31, 2019: 43,000 s.f. X \$11.65/s.f. = \$500,950.00 (\$41,745.83 per month)
 Apr 1, 2019- Mar. 31, 2020: 43,000 s.f. X \$11.82/s.f. = \$508,260.00 (\$42,355.00 per month)
 Apr 1, 2020- Mar. 31, 2021: 43,000 s.f. X \$11.99/s.f. = \$515,570.00 (\$42,964.17 per month)
 Apr 1, 2021- Mar. 31, 2022: 43,000 s.f. X \$12.17/s.f. = \$523,310.00 (\$43,609.17 per month)
 Apr 1, 2022- Mar. 31, 2023: 43,000 s.f. X \$12.35/s.f. = \$531,050.00 (\$44,254.17 per month)
 Apr 1, 2023- Mar. 31, 2024: 43,000 s.f. X \$12.53/s.f. = \$538,790.00 (\$44,899.17 per month)

3. Section 1 of the Lease is hereby amended by adding the following provisions concerning the Extended Term:

"I. SUMMARY OF TERMS

Extended Term: Ten Years

Extended Term Commencement Date: April 1, 2014

Extended Term Rent Commencement Date: April 1, 2014

Extended Term Termination Date: March 31, 2024

4. The Extended Term shall commence on the Extended Term Commencement Date, and shall expire on the Extended Term Expiration Date, subject to the terms and conditions of the Lease.

5. Tenant shall pay to Landlord, additional rent as estimated payments of Taxes, one-twelfth (1/12) of the sum, if any, shown to be due in the tax bill for the current fiscal year. Such payments shall be credited to the sum, if any, finally determined to be payable for the fiscal year pursuant to the real estate tax bill, with the excess estimated payments, if any, credited to the following months' estimated payments (or refunded to Tenant if the Term shall have ended). Landlord shall provide Tenant with a copy of all bills/invoices for Taxes within thirty (30) days after receipt thereof.

6. Notwithstanding any provision in the Lease to the contrary, in lieu of Landlord maintaining the Building and parking areas, and charging Tenant for operating expense costs or maintenance costs, as provided in Paragraph 8 and Paragraph 13 of the Lease, Tenant agrees to take on all responsibility for maintenance of the building containing the Premises and the parking and landscaped areas, set forth as either Landlord or Tenant obligations under Paragraph 8 and Paragraph 13 of the Lease (Tenant's Maintenance Obligations"), such that Landlord shall have no responsibility for maintenance of the Premises, the building of which the Premises are part, and parking and landscaped areas. Tenant's sole remaining payments to Landlord related to the Operating Expenses of the building, will be for insurance costs, and for water and sewer usage, as provided in the lease. Provided, however, that Tenant agrees that Tenant will perform Tenant's Maintenance Obligations to the same standards to which Landlord maintains the properties located at 74-76 West Street and 85 First Street in Waltham, Massachusetts. If Tenant shall default in the performance or observance of Tenant's Maintenance Obligations, and shall not cure such default within five (5) business days after notice from Landlord specifying such default (or if such default cannot by its nature be cured within such five (5) day period, shall not within such period commence to cure such default and thereafter prosecute the curing of such default to completion with due diligence), or, if such default is of an emergency nature, without giving prior notice to Tenant, Landlord may, at its option, without waiving any claim for damages, at any time thereafter cure such default for the account of Tenant, and any amount paid or any contractual liability incurred by Landlord in so doing shall be deemed paid or incurred for the account of Tenant, Tenant agreeing to reimburse Landlord therefor within five (5) business days of a presentation of an invoice therefore. If Tenant shall fail to reimburse Landlord upon demand for any amount paid for the account of Tenant hereunder, such amount shall be added to and become due as part of the next payment of rent due hereunder, together with interest accrued thereon from the date of expenditure at the rate of twelve (12) percent per annum.

7. Landlord will remove the remaining metal exit door and replace it with a new metal exit door of similar quality to that installed by Tenant, within sixty (60) days of the date of this Amendment. Landlord will replace certain glass panels/windows identified with broken seals in the mezzanine area and front entrance. Otherwise, Tenant accepts the Premises in its "as is" condition as of the Extended Term Commencement Date, subject to the terms and conditions of the Lease.

8. Tenant has requested that Landlord install a mechanical gate with an FOB reader that will accommodate access to the Premises from West Street, for up to 25-30 employees of tenant. Such a gate would also accommodate access to 74-76 West Street for up to 2-4 employees of Landlord's affiliate's tenant, Equinix. The location of the gate to be constructed is shown on the plan attached hereto as Exhibit A (need exhibit A). Landlord is willing to install such mechanical gate, but installation of such gate would be subject to the approval of Equinix. Therefore, Landlord agrees to use reasonable efforts to obtain the approval of Equinix to the installation of such mechanical gate. Provided that Equinix grants such consent, Landlord agrees, within a reasonable period or time thereafter, to use all diligent efforts to install such a gate. The cost of acquisition and installation of the mechanical gate will be paid by Tenant, within fifteen (15) days after presentation of an invoice therefor from Landlord. Landlord currently estimates the cost to obtain and install the gate to be \$8,500.00, but in any event Tenant's contribution toward the gate shall be capped at \$8,500.00. Tenant agrees that up to 4 Equinix employees can utilize the access that will be provided through the gated area. In addition, Tenant agrees that Tenant will be responsible for plowing, sanding and maintaining access from the First Avenue side to the access area through the mechanical gate during storm events, and hereby indemnifies and holds Landlord and Equinix harmless from and against all loss or damage occasioned by Tenant's failure to do so. Tenant or its snow plowing vendor further agrees to name the Landlord and Equinix as additional insured(s) on the Insurance

Certificate for snow removal and sanding. Tenant may discharge such responsibility through its snow removal vendor. Tenant will also be responsible for providing Equinix with four (4) working access cards. Equinix will be responsible for care and custody of such cards and will be responsible for their replacement, if or when necessary.

9. Article 15 is amended as follows:

15. ASSIGNMENT OR SUBLEASING. LESSEE shall not assign, mortgage, pledge, hypothecate or otherwise transfer this Lease or sublet (which term, without limitation, shall include granting of concessions, licenses, and the like) or allow any other firm or individual to occupy the whole or any part of the Leased Premises without the prior written consent of LESSOR, or suffer or permit this Lease or the leasehold estate hereby created or any other rights arising under this Lease to be assigned, transferred, or encumbered, in whole or in part, whether voluntarily, involuntarily, or by operation of law. LESSOR's consent shall not be unreasonably withheld or delayed, subject to the conditions contained in this Paragraph 15. In the event of any intent to assign this Lease or sublet any portion or all of the Leased Premises, LESSEE shall notify LESSOR in writing of LESSEE's intent and the proposed effective date of such subletting or assignment, and shall request in such notification that LESSOR consent thereto. LESSEE will reimburse LESSOR, as additional rent, for reasonable legal and other expenses incurred by LESSOR in connection with any request by LESSEE for consent to assignment or subletting. In the event that the fixed rental to be paid by any subLESSEE, assignee or transferee of LESSEE shall exceed Annual Fixed Rent as set forth in Article 3 herein payable by LESSEE to LESSOR, or in the event that any subLESSEE, assignee or transferee shall pay to LESSEE a sum of money in consideration for such sublease, assignment or transfer, then LESSEE shall pay one-half (1/2) to LESSOR, as additional rent, a sum equal to the amount by which the fixed rent payable by such subLESSEE, assignee or transferee exceeds the Annual Fixed Rent payable under Article 3 herein or an amount equal to such sum of money, except for rental payments made to LESSEE by those subLESSEEs pre-approved below in this Article 15. No assignment or subletting and no consent of LESSOR thereto shall affect the continuing primary liability of LESSEE (which, following assignment, shall be joint and several with the assignee) for the payment of all rent and for the full performance of the covenants and conditions of this Lease. No consent to any of the foregoing in a specific instance shall operate as a waiver in any subsequent instance, and no assignment shall be binding upon LESSOR or any of the LESSOR's mortgagees, unless LESSEE shall deliver to LESSOR an instrument in recordable form which contains a covenant of assumption by the assignee running to LESSOR and all persons claiming by, through or under LESSOR, but the failure or refusal of the assignee to execute such instrument of assumption shall not release or discharge assignee from its liability as a LESSEE for the payment of all rent and for the full performance of the covenants and conditions of this Lease, nor shall execution of such instrument of assumption affect the continuing primary liability of LESSEE for the payment of all rent and for the full performance of the covenants and conditions of this Lease. If at any time during the Lease Term the identity of any of the persons then having power to participate in the election or appointment of the directors, shareholders, officers, or other persons exercising like functions and managing the affairs of the LESSEE, LESSEE corporation, then LESSEE shall so notify LESSOR in writing. LESSOR has pre-approved the following subtenants, including their affiliates: American DG Energy Inc., Pharos LLC, Levitronix LLC, Levitronix Technologies LLC, GeNo LLC, Tecogen Inc. and Follica Inc.

10. Except as specifically amended hereby, the Lease is ratified and confirmed in all respects and remains in full force and effect.

Executed as a sealed instrument as of the 16 day of January, 2013.

LESSOR:

LESSEE:

ATLANTIC-WALTHAM REALTY LLC

TECOGEN INC.

By: /s/ Irene T. Gruber

Irene T. Gruber

Manager

By: /s/ Robert A. Panora

Robert A. Panora

President

TECOGEN INC.
CERTIFICATION REQUIRED BY EXCHANGE ACT RULES 13a-14(a) and 15d-14(a),
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, John N. Hatsopoulos, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Tecogen Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. [Paragraph omitted in accordance with Exchange Act Rule 13a-14(a)];
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 15, 2014

/s/ John N. Hatsopoulos
John N. Hatsopoulos
Chief Executive Officer

TECOGEN INC.
CERTIFICATION REQUIRED BY EXCHANGE ACT RULES 13a-14(a) and 15d-14(a),
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Bonnie J. Brown, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Tecogen Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. [Paragraph omitted in accordance with Exchange Act Rule 13a-14(a)];
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 15, 2014

/s/ Bonnie J. Brown

Bonnie J. Brown

Chief Financial Officer, Secretary and Treasurer

TECOGEN INC.
CERTIFICATION REQUIRED BY EXCHANGE ACT RULES 13a-14(b) and 15d-14(b),
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Each of, John N. Hatsopoulos, Chief Executive Officer, and Bonnie J. Brown, Chief Financial Officer, of Tecogen Inc., or the Company, certify, pursuant to Section 1350, Chapter 63 of Title 18, United States Code that, to his knowledge:

1. The Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2014 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 15, 2014

/s/ John N. Hatsopoulos
John N. Hatsopoulos
Chief Executive Officer

/s/ Bonnie J. Brown
Bonnie J. Brown
Chief Financial Officer, Secretary and Treasurer