

METRETEK TECHNOLOGIES INC

Form 10-Q

August 08, 2007

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

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

**For the quarterly period ended June 30, 2007**

**or**

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

**For the transition period from \_\_\_\_\_ to**

**Commission File Number 1-12014  
METRETEK TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

84-1169358  
(I.R.S. Employer  
Identification No.)

1609 Heritage Commerce Court  
Wake Forest, North Carolina  
(Address of principal executive offices)

27587  
(Zip code)

(919) 556-3056

(Registrant's telephone number, including area code)  
303 East 17<sup>th</sup> Avenue, Suite 660, Denver, Colorado 80203  
(Former name or former address, if changed since last report)

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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):  
Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No   
As of August 1, 2007, 16,159,432 shares of the issuer's Common Stock were outstanding.

**METRETEK TECHNOLOGIES, INC.**  
**FORM 10-Q**  
**For the Quarterly Period Ended June 30, 2007**  
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**PART I.**  
**FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**METRETEK TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**Consolidated Balance Sheets**  
**(unaudited)**

	<b>June 30, 2007</b>	<b>December 31, 2006</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 6,824,247	\$ 15,916,460
Trade receivables, net of allowance for doubtful accounts of \$195,672 and \$225,004, respectively	39,942,963	40,255,372
Other receivables	189,762	431,437
Inventories	14,703,034	12,882,167
Deferred income taxes	231,990	231,990
Prepaid expenses and other current assets	663,349	818,583
Total current assets	62,555,345	70,536,009
<b>PROPERTY, PLANT AND EQUIPMENT:</b>		
Equipment	6,839,709	6,524,549
Vehicles	173,408	166,894
Furniture and fixtures	540,942	568,212
Land, building and improvements	1,101,931	1,073,625
Total property, plant and equipment, at cost	8,655,990	8,333,280
Less accumulated depreciation and amortization	4,116,756	3,889,401
Property, plant and equipment, net	4,539,234	4,443,879
<b>OTHER ASSETS:</b>		
Goodwill	9,146,409	9,146,409
Intangible rights and capitalized software costs, net of accumulated amortization of \$1,829,833 and \$1,543,024, respectively	1,722,287	1,763,970
Investment in unconsolidated affiliate	3,390,292	3,513,501
Assets of discontinued operations		144,490
Other assets	162,667	151,177
Total other assets	14,421,655	14,719,547

<b>TOTAL</b>	\$ 81,516,234	\$ 89,699,435
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*See accompanying notes to unaudited consolidated financial statements.*

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**METRETEK TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**Consolidated Balance Sheets**  
**(unaudited)**

	<b>June 30, 2007</b>	<b>December 31, 2006</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 4,808,982	\$ 15,090,540
Accrued and other liabilities	18,699,260	16,026,867
Restructuring charges payable	7,950,213	
Current income taxes payable	230,544	570,217
Current unrecognized tax benefit	62,406	
Capital lease obligations	2,442	4,749
Total current liabilities	31,753,847	31,692,373
<b>LONG-TERM NOTES PAYABLE</b>		
<b>NON-CURRENT CAPITAL LEASE OBLIGATIONS</b>	6,035	7,431
<b>NON-CURRENT UNRECOGNIZED TAX BENEFIT</b>	285,117	
<b>NON-CURRENT RESTRUCTURING CHARGES</b>	2,571,677	
<b>COMMITMENTS AND CONTINGENCIES</b>		
<b>STOCKHOLDERS EQUITY:</b>		
Preferred stock undesignated, \$.01 par value; 2,000,000 shares authorized; none issued and outstanding		
Preferred stock Series C, \$.01 par value; 500,000 shares authorized; none issued and outstanding		
Common stock, \$.01 par value; 25,000,000 shares authorized; 16,004,107 and 15,808,634 shares issued and outstanding, respectively	160,041	158,086
Additional paid-in-capital	103,154,886	102,287,543
Accumulated deficit	(56,415,369)	(44,445,998)
Total stockholders equity	46,899,558	57,999,631
<b>TOTAL</b>	<b>\$ 81,516,234</b>	<b>\$ 89,699,435</b>

*See accompanying notes to unaudited consolidated financial statements.*

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**METRETEK TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Operations**  
**(unaudited)**

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2007	2006	2007	2006
<b>REVENUES:</b>				
Sales and services	\$ 23,833,351	\$ 35,905,938	\$ 50,202,095	\$ 50,642,812
Other	232,459	337,473	842,944	432,928
Total revenues	24,065,810	36,243,411	51,045,039	51,075,740
<b>COSTS AND EXPENSES:</b>				
Cost of sales and services	17,477,336	26,393,531	35,894,569	36,524,893
General and administrative	4,985,099	4,502,431	10,509,178	7,937,780
Selling, marketing and service	1,010,352	1,172,870	1,874,635	1,931,931
Depreciation and amortization	374,109	203,898	717,033	376,304
Research and development	288,571	195,058	499,362	372,684
Restructuring charges	14,139,216		14,139,216	
Interest, finance charges and other	8,436	46,336	15,756	134,711
Total costs and expenses	38,283,119	32,514,124	63,649,749	47,278,303
Income (loss) from continuing operations before minority interest, income taxes, equity income and litigation settlements	(14,217,309)	3,729,287	(12,604,710)	3,797,437
Equity in income of unconsolidated affiliate	672,735	520,974	1,321,295	1,251,442
Income from litigation settlements, net			278,334	
Minority interest				(72,464)
Income taxes	(170,140)	(22,999)	(476,277)	(111,514)
<b>Income (loss) from continuing operations</b>	(13,714,714)	4,227,262	(11,481,358)	4,864,901
<b>Loss from disposal of discontinued operations</b>	(140,490)		(140,490)	
<b>Net income (loss)</b>	\$ (13,855,204)	\$ 4,227,262	\$ (11,621,848)	\$ 4,864,901



**PER SHARE AMOUNTS (Note 1):****Income (loss) from continuing operations:**

Basic	\$	(0.86)	\$	0.27	\$	(0.72)	\$	0.34
Diluted	\$	(0.86)	\$	0.25	\$	(0.72)	\$	0.30

**Net income (loss):**

Basic	\$	(0.87)	\$	0.27	\$	(0.73)	\$	0.34
Diluted	\$	(0.87)	\$	0.25	\$	(0.73)	\$	0.30

**WEIGHTED AVERAGE COMMON  
SHARES OUTSTANDING:**

Basic	15,935,336	15,513,274	15,883,210	14,354,964
Diluted	15,935,336	17,071,389	15,883,210	16,065,350

*See accompanying notes to unaudited consolidated financial statements.*

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**METRETEK TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Cash Flows**  
**(unaudited)**

	<b>Six Months Ended</b>	
	<b>June 30,</b>	
	<b>2007</b>	<b>2006</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income (loss)	\$ (11,621,848)	\$ 4,864,901
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Loss on disposal of discontinued operations	140,490	
Restructuring charges	14,139,216	
Depreciation and amortization	717,033	376,304
Minority interest in subsidiary		72,464
Loss on disposal of property, plant and equipment	72,999	4,759
Equity in income of unconsolidated affiliate	(1,321,295)	(1,251,442)
Distributions from unconsolidated affiliate	1,414,254	361,302
Stock compensation expense	467,976	373,628
Changes in other assets and liabilities:		
Trade receivables, net	312,409	(19,597,931)
Inventories	(1,820,867)	(4,858,071)
Other current assets	398,909	(15,073)
Other noncurrent assets	(11,490)	(123,617)
Accounts payable	(10,281,558)	12,205,669
Accrued restructuring charges	(3,618,695)	
Income taxes payable	(339,673)	
Accrued and other liabilities	2,892,579	4,327,940
Net cash used in continuing operations	(8,459,561)	(3,259,167)
Net cash provided by discontinued operations of MCM	2,000	40,372
Net cash used in operating activities	(8,457,561)	(3,218,795)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of property, plant and equipment	(557,421)	(826,986)
Additions to patents and software development	(254,664)	(75,562)
Investment in unconsolidated affiliate		(1,246,359)
Proceeds from sale of property, plant and equipment		16,375
Net cash used in investing activities	(812,085)	(2,132,532)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from private placement, net		26,223,364
Proceeds from stock warrant and option exercises	401,322	2,688,144
Net borrowings (payments) on line of credit		(1,314,200)
Principal payments on long-term notes payable		(3,375,494)

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Cash distributions to minority interests		(381)
Payments on preferred stock redemptions	(220,186)	(74,863)
Payments on capital lease obligations	(3,703)	(1,888)
Net cash provided by financing activities	177,433	24,144,682
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(9,092,213)	18,793,355
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	15,916,460	2,188,310
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 6,824,247	\$ 20,981,665

*See accompanying notes to unaudited consolidated financial statements.*

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**METRETEK TECHNOLOGIES, INC. AND SUBSIDIARIES**

**Notes to Unaudited Consolidated Financial Statements**

As of June 30, 2007 and December 31, 2006 and

For the Three and Six Month Periods Ended June 30, 2007 and 2006

**1. Summary of Significant Accounting Policies**

**Organization** - The accompanying consolidated financial statements include the accounts of Metretek Technologies, Inc. and its subsidiaries, primarily Southern Flow Companies, Inc. ( Southern Flow ), PowerSecure, Inc. ( PowerSecure ) (and its wholly-owned subsidiaries, UtilityEngineering, Inc., PowerServices, Inc., EnergyLite, Inc. and Reid s Trailer, Inc.), Metretek, Incorporated ( Metretek Florida ) (and its majority-owned subsidiary, Metretek Contract Manufacturing Company, Inc. ( MCM )), and Marcum Gas Transmission, Inc. ( MGT ) (and its majority-owned subsidiary, Conquest Acquisition Company LLC ( CAC LLC )), collectively referred to as the Company or we or us our .

These consolidated financial statements have been prepared pursuant to rules and regulations of the Securities and Exchange Commission. The accompanying consolidated financial statements and notes thereto should be read in conjunction with the consolidated financial statements and notes thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2006.

In the opinion of the Company s management, all adjustments (all of which are normal and recurring) have been made which are necessary for a fair presentation of the consolidated financial position of the Company and its subsidiaries as of June 30, 2007 and the consolidated results of their operations and cash flows for the three and six month periods ended June 30, 2007 and June 30, 2006.

**Basic and Diluted Earnings (Loss) Per Share** Earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of shares outstanding during the period on a basic and diluted basis. Diluted earnings (loss) per share reflects the potential dilution that would occur if stock options and warrants were exercised using the average market price for the Company s stock for the period. Diluted earnings (loss) per share excludes the impact of potential common shares related to stock options and warrants in periods in which the Company experienced a loss from continuing operations or in which the option or warrant exercise price is greater than the average market price of the Company s common stock during the period. The following table sets forth the calculation of basic and diluted earnings (loss) per share:

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	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
Income (loss) from continuing operations	\$ (13,714,714)	\$ 4,227,262	\$ (11,481,358)	\$ 4,864,901
Loss from discontinued operations	(140,490)		(140,490)	
Net income (loss)	\$ (13,855,204)	\$ 4,227,262	\$ (11,621,848)	\$ 4,864,901
Basic weighted-average common shares outstanding in period	15,935,336	15,513,274	15,883,210	14,354,964
Add dilutive effects of stock options and warrants		1,558,115		1,710,386
Diluted weighted-average common shares outstanding in period	15,935,336	17,071,389	15,883,210	16,065,350
Basic earnings (loss) per common share:				
Income from continuing operations	\$ (0.86)	\$ 0.27	\$ (0.72)	\$ 0.34
Loss from discontinued operations	(0.01)		(0.01)	
Basic earnings per common share	\$ (0.87)	\$ 0.27	\$ (0.73)	\$ 0.34
Diluted earnings (loss) per common share:				
Income from continuing operations	\$ (0.86)	\$ 0.25	\$ (0.72)	\$ 0.30
Loss from discontinued operations	(0.01)		(0.01)	
Diluted earnings per common share	\$ (0.87)	\$ 0.25	\$ (0.73)	\$ 0.30

**Statement of Cash Flows** Cash and all highly liquid and unrestricted investments with a maturity of three months or less from the date of purchase, including money market mutual funds, short-term time deposits, and government agency and corporate obligations, are classified as cash and cash equivalents. The Company maintains its cash in bank deposit accounts, which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company does not believe it is exposed to any significant credit risk on cash and cash equivalents.

**Minority Interest** The minority shareholder's interest in the equity and the income of CAC LLC for the six months ended June 30, 2006, is included in minority interest in the accompanying consolidated financial statements. The minority shareholders' interest in CAC LLC was distributed in April 2006 and the separate operating activities of CAC LLC ceased at that time.

**Financial Instruments** Effective January 1, 2007, the Company adopted the provisions of Financial Accounting Standards ( FAS ) No. 155, Accounting for Certain Hybrid Financial Instruments an amendment of FASB Statements No. 133 and 140 ( FAS 155 ). FAS 155 eliminates the exemption from applying FAS 133, Accounting for Derivative

Instruments and Hedging Activities, to interests in securitized financial assets. The adoption of FAS 155 had no effect on the Company's financial position or results of operations.

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**Fair Value Measurements** Effective January 1, 2007, the Company adopted the provisions of FAS No. 157, Fair Value Measurements ( FAS 157 ). FAS 157 defines fair value to measure assets and liabilities, establishes a framework for measuring fair value, and requires additional disclosures about the use of fair value. FAS 157 is applicable whenever another accounting pronouncement requires or permits assets and liabilities to be measured at fair value. FAS 157 does not expand or require any new fair value measures. The adoption of FAS 157 had no effect on the Company's financial position or results of operations.

**Reclassification** Certain 2006 amounts have been reclassified to conform to current year presentation. Such reclassifications had no impact on the Company's net income or stockholders' equity.

**2. Investment in Unconsolidated Affiliate**

The Company owns a 36.26% equity interest in MM 1995-2, which the Company accounts for under the equity method. MM 1995-2 owns and operates five water disposal wells located at four facilities in northeastern Colorado. The Company's equity investment balance includes approximately \$749,000 and \$780,000 of unamortized purchase price premiums in interest acquired at June 30, 2007 and December 31, 2006, respectively. The purchase price premiums are being amortized over a period of 14 years, which represents the weighted average useful life of the underlying assets acquired.

Summarized financial information for MM 1995-2 at June 30, 2007 and December 31, 2006 and for the three and six months ended June 30, 2007 and 2006, are as follows:

	<b>June 30, 2007</b>	<b>December 31, 2006</b>
Total current assets	\$ 2,480,480	\$ 2,816,175
Property, plant and equipment, net	5,565,689	5,828,718
Total other assets	9,166	9,833
Total assets	\$ 8,055,335	\$ 8,654,726
Total current liabilities	\$ 1,036,258	\$ 1,081,382
Long-term note payable	43,223	341,142
Total shareholders' equity	6,975,854	7,232,202
Total liabilities and shareholders' equity	\$ 8,055,335	\$ 8,654,726

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
Total revenues	\$ 3,157,694	\$ 2,560,603	\$ 6,303,143	\$ 5,490,776
Total costs and expenses	1,302,534	1,118,669	2,659,491	2,236,809
Net income	\$ 1,855,160	\$ 1,441,934	\$ 3,643,652	\$ 3,253,967

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**3. Restructuring Charges**

On April 16, 2007, the Company's founders, W. Phillip Marcum, the former Chairman of the Board, President and Chief Executive Officer of the Company, and A. Bradley Gabbard, the former Executive Vice President and Chief Financial Officer of the Company, retired from and terminated their employment with the Company. In conjunction with those retirements, on April 16, 2007, the Board of Directors elected and appointed Sidney Hinton, the President and Chief Executive Officer of PowerSecure, Inc., as the President and Chief Executive Officer of the Company. Mr. Hinton will also retain his positions with PowerSecure.

In connection with their retirement, Messrs. Marcum and Gabbard each entered into a Separation Agreement and Release with the Company (the Separation Agreements). The Separation Agreements were approved by the Compensation Committee of the Company's Board of Directors. Under the Separation Agreements, the Company will pay Messrs. Marcum and Gabbard severance payments, for a period of three years for Mr. Marcum and two years for Mr. Gabbard, on regular payroll dates in aggregate amounts equal to \$2,810,990, for Mr. Marcum, and \$1,310,540 for Mr. Gabbard. The severance payments are payable as follows: \$468,498 plus interest thereon of \$11,712 to Mr. Marcum, and \$327,635 plus interest thereon of \$8,191 to Mr. Gabbard, are due on October 18, 2007 (the Initial Payment Date) and the remainder are due in equal installments over the severance period on the Company's regular payroll dates. These severance payments were required by, and were established in accordance with, the employment agreements of Messrs. Marcum and Gabbard (the Employment Agreements).

The Company will also pay to Messrs. Marcum and Gabbard the Incentive Compensation (as such term is defined in the Employment Agreements) payments required by the Employment Agreements in an aggregate amount of \$4,400,000 to Mr. Marcum and \$3,600,000 to Mr. Gabbard. The Incentive Compensation to Messrs. Marcum and Gabbard are payable as follows: (i) \$3,382,500 to Mr. Marcum and \$2,767,500 to Mr. Gabbard (which amounts include interest at the simple rate of 5% per annum) on the Initial Payment Date, and (ii) the remaining \$1,100,000 to Mr. Marcum and the remaining \$900,000 to Mr. Gabbard on June 15, 2008, plus interest at the simple rate of five percent (5%) per annum.

These Incentive Compensation payments are required under the Employment Agreements and were intended, when originally entered into in 1991, to provide incentives for Messrs. Marcum and Gabbard to align their interests with the interests of stockholders and to enhance stockholder value. The formula for these payments was ten percent (10%) of the excess of the fair market value of the Company's Common Stock upon termination over \$10.08, which was the Company's initial public offering price attributable to the Common Stock, as adjusted for the 1998 1-for-4 reverse stock split, multiplied by the number of Common Stock equivalents outstanding. Only Messrs. Marcum and Gabbard were entitled to payments under the Incentive Compensation Fund, which was triggered by their termination of employment.



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The Compensation Committee of the Board of Directors of the Company set \$15.00 as the fair market value of the Common Stock for purposes of determining the Incentive Compensation payable to Messrs. Marcum and Gabbard under their Employment Agreements. In establishing the fair market value of the Common Stock, the Compensation Committee received and relied upon a written opinion by Harris Williams & Co., dated April 16, 2007 (the Harris Williams Opinion ). Based on this opinion, the Compensation Committee set \$15.00 per share, which was the midpoint of the valuation range opined upon in the Harris Williams Opinion, as the fair market value of the Common Stock. The Compensation Committee then rounded the resulting Incentive Compensation amount down to the nearest million dollars (\$8 million).

Messrs. Marcum and Gabbard have also entered into consulting agreements with the Company, pursuant to which they have agreed to provide their consulting services to the Company, as requested by the Company, for up to 25 hours per month, cumulative up to 50 hours, for a total gross consulting fee of \$8,000 per month for Mr. Marcum and \$7,500 for Mr. Gabbard. The consulting period is three years for Mr. Marcum and two years for Mr. Gabbard. The Company will pay the consulting fee as follows: \$49,200 to Mr. Marcum and \$46,125 to Mr. Gabbard will be payable upon the Initial Payment Date, and thereafter the consulting fee will be paid over the remainder of the consulting period on the Company's regular payroll dates.

On April 24, 2007, the Company deposited into an escrow account with Zions First National Bank, as escrow agent, the sum of \$1,630,272 for Mr. Marcum and \$1,303,880 for Mr. Gabbard pursuant to an escrow agreement. The amounts represent the amounts payable to Messrs. Marcum and Gabbard on the Initial Payment Date less required tax withholdings. The escrowed funds will be released from escrow on the Initial Payment Date and paid over to Messrs. Marcum and Gabbard by the escrow agent.

The Separation Agreements also contain customary provisions regarding such matters as accelerated payments in the event of a change in control, interest and fees on late payments due, and similar matters.

In connection with the restructuring, the Company has relocated its headquarters to PowerSecure's offices in Wake Forest, North Carolina. The Company recorded a pre-tax non-recurring restructuring charge in the amount of \$14,139,000 during the three months ended June 30, 2007, which includes all amounts payable under the Separation Agreements as well as certain related costs. The restructuring charge also includes amounts the Company is obligated to pay to certain employees who were not relocated to the new corporate headquarters in Wake Forest, North Carolina, as well as early lease termination penalties the Company is obligated to pay on its existing office lease in Denver, Colorado. The Company expects the restructuring and relocation will result in annual savings of approximately \$2.4 million, the effects of which will be recognized for accounting purposes commencing in the second half of 2007, and annually thereafter.

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**4. Discontinued Operations**

During the three months ended June 30, 2007, the Company determined that the recovery value of the remaining assets of its discontinued MCM operations was permanently impaired. Accordingly, the remaining balance of the assets of discontinued operations, net of cash received upon resolution of a disputed receivable, were written off resulting in a loss from disposal of discontinued operations during the three months and six months ended June 30, 2007, in the amount of \$140,490. There are no remaining assets or liabilities of the discontinued MCM operations recorded on the books of the Company at June 30, 2007.

**5. Income Taxes**

On January 1, 2007, the Company adopted the provisions of FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes an Interpretation of FASB Statement No. 109 ( FIN 48 ). FIN 48 clarifies the accounting for uncertainty in income taxes by prescribing a minimum recognition threshold for a tax position taken or expected to be taken in a tax return that is required to be met before being recognized in the financial statements. FIN 48 also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. At January 1, 2007, the total amount of unrecognized tax benefits for open tax years dating back to 2003 was approximately \$3.4 million, nearly all of which, if recognized would affect our effective tax rate. The cumulative effect of adopting FIN 48 of \$348,000 was recorded as an increase to accumulated deficit, which includes interest and penalties of \$107,000. We recognize interest and penalties related to our tax contingencies as income tax expense. The total liabilities for unrecognized tax benefits relate primarily to the allocation of costs among our operating subsidiaries.

**6. Share-Based Compensation**

The Company accounts for share-based compensation in accordance with FAS No. 123 (Revised 2004), Share-Based Payment ( FAS 123(R) ), which it adopted January 1, 2006, using the modified prospective transition method. Under FAS 123(R) compensation cost for all stock-based awards is measured at the fair value on date of grant and recognized over the service period for awards expected to vest, net of estimated forfeitures. The fair value of restricted stock is determined based on the number of shares granted and the quoted price of the Company s common stock, and the fair value of stock options is determined using the Black-Scholes valuation model.

The Company maintains stock plans under which the Company may grant stock awards, incentive stock options, and nonqualified stock options to employees and officers, consultants, and non-employee directors. Nonqualified stock options have been granted in prior years to the Company s directors (which currently vest over two years) under both our 1991 Directors Stock Plan and under the Company s 1998 Stock Plan. Nonqualified and incentive stock options have been granted in prior years to the Company s officers and employees (which generally vest over periods up to five years) under the Company s 1991 Stock Option Plan and the Company s 1998

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Stock Plan. At June 30, 2007, there were 752,033 options available for grant under the Company's 1998 Stock Plan, while no options can be granted in the future under the Company's 1991 Stock Plans.

Pursuant to the requirements of FAS 123(R), net income for the three months ended June 30, 2007 and 2006 includes \$259,066 and \$209,921 of compensation costs, respectively, related to outstanding stock options and \$0 and \$16,500, respectively, of compensation costs related to restricted stock awards that vested during the period. Net income for the six months ended June 30, 2007 and 2006 includes \$467,976 and \$340,628 of compensation costs, respectively, related to outstanding stock options and \$0 and \$33,000, respectively, of compensation costs related to restricted stock awards that vested during the period. There were no net income tax benefits related to the Company's stock-based compensation arrangements during the three and six month periods ended June 30, 2007 and 2006 because a valuation allowance has been provided for 100% of the Company's net deferred tax assets. All of the stock-based compensation expense is included in general and administrative expenses for each reporting period.

A summary of option activity for the six months ended June 30, 2007 is as follows:

	<b>Shares</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contractual Term (years)</b>	<b>Aggregate Intrinsic Value</b>
Balance, December 31, 2006	2,085,344	\$ 4.61		
Granted	22,500	13.02		
Exercised	(200,066)	2.25		
Canceled				
Forfeited	(2,500)	3.06		
Balance, June 30, 2007	1,905,278	\$ 4.96	6.31	\$ 10.48
Exercisable, June 30, 2007	1,496,278	\$ 3.65	5.74	\$ 11.79

A summary of option activity for the six months ended June 30, 2006 is as follows:

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	<b>Shares</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contractual Term (years)</b>	<b>Aggregate Intrinsic Value</b>
Balance, December 31, 2005	2,289,143	\$ 2.98		
Granted	268,500	12.93		
Exercised	(412,419)	2.21		
Canceled				
Forfeited				
Balance, June 30, 2006	2,145,224	\$ 4.37	6.96	\$ 15.69
Exercisable, June 30, 2006	1,560,891	\$ 3.06	6.13	\$ 18.08

The weighted average grant date fair value of the 22,500 options granted to directors during the six months ended June 30, 2007 was \$8.48. The weighted average grant date fair value of the 22,500 options granted to the Company's directors during the six months ended June 30, 2006 was \$12.90. There were no stock options granted to employees during the six months ended June 30, 2007. The weighted average grant date fair value of the 246,000 options granted to employees during the six months ended June 30, 2006 was \$8.37. In each case, the fair value was measured using the Black-Scholes valuation model with the following assumptions:

	<b>June 30, 2007</b>	<b>June 30, 2006</b>
Expected stock price volatility	75.7%	88.0%
Risk Free interest rate	5.09%	4.65%
Annual dividends	\$	\$
Expected life employees	na	4 years
Expected life directors	5 years	6 years

The fair value of the stock option grants are amortized over the applicable vesting period using the straight-line method and assuming a forfeiture rate of 5%.

At June 30, 2007 and December 31, 2006, there was \$2,219,000 and \$2,507,000, respectively, of total unrecognized compensation costs related to stock options. These costs at June 30, 2007 are expected to be recognized over a weighted average period of 1.74 years.

During the three months ended June 30, 2007 and 2006, the total intrinsic value of stock options exercised was \$1,072,000 and 2,090,000, respectively, and the total fair value of stock awards vested was \$435,000 and \$138,000, respectively. During the six months ended June 30, 2007 and 2006, the total intrinsic value of stock options exercised was \$2,023,000 and 4,734,000, respectively, and the total fair value of stock awards vested was \$697,000 and \$209,000, respectively.

Cash received from stock option exercises for the three months ended June 30, 2007 and 2006 was \$198,000 and \$405,000, respectively. Cash received from stock option exercises for the

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six months ended June 30, 2007 and 2006 was \$401,000 and \$913,000, respectively.

**7. Commitments and Contingencies and Income from Litigation Settlements**

***Income from Litigation Settlements*** In January 2001, a class action was filed in the District Court for the City and County of Denver, Colorado against the Company and certain affiliates and parties unrelated to the Company. The class action alleged that the defendants violated certain provisions of the Colorado Securities Act in connection with the sale of interests in an energy program of which MGT was the managing trustee. A settlement to fully resolve all claims by the class against the Company and its affiliates was submitted and granted final approval by the district court on June 11, 2004. The loss that occurred as a result of the class action and settlement was recorded by the Company in the fourth quarter of 2002. All obligations of the Company under the settlement were extinguished during the second quarter of 2006.

After the settlement with the class was approved, the Company vigorously pursued cross-claims and third party claims ( Other Party Claims ), including claims against the prior owners of the assets and against attorneys, consultants and a brokerage firm (the Other Parties ) involved in the transactions underlying the claims in the Class Action, seeking recovery of damages and contribution, among other things, from the Other Parties. Some of the Other Parties asserted counterclaims against the Company.

As a result of mediation meetings that occurred during the fourth quarter of 2006, the Company agreed to settlements with four of the five Other Parties (the 2006 Settlements). As a result of the 2006 Settlements, the Company recorded income in the amount of \$343,112 during 2006, which represented the Company's share of the 2006 Settlements due from three of the Other Parties. During the six months ended June 30, 2007, the Company recorded additional income in the amount of \$278,334, representing the Company's share of the 2006 settlements from the fourth party which had been contingent on approval of the original class action participants, which occurred on April 20, 2007. Through June 30, 2007, the Company has received \$593,000 in payment from the 2006 Settlements. The remainder of the balance due from the 2006 Settlements has been set aside in a trust account to fund litigation costs expected to be incurred to pursue settlement on the only remaining Other Party Claim.

A trial on the only remaining Other Party Claim is currently set for August 2007. The Company cannot provide any assurance that it will be successful on the remaining Other Party Claim or that it will prevail on the counterclaims brought against it by the remaining Other Party. Out of any recovery (net of litigation expenses) from the resolution of the remaining Other Party Claim and/or counterclaims, 50% of such net recovery is allocated to the Company, and the remaining 50% is allocated as additional settlement funds payable to the class action participants.

***Other Matters*** On June 28, 2007, the Company, issued a press release announcing that the Company had received a letter from the Securities and Exchange Commission (the SEC ) advising the Company that the SEC's investigation has been completed and that the SEC does not intend to recommend any enforcement action. The letter concludes the SEC's informal, non-public inquiry commenced in May 2006 into certain events relating to announcements made by

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the Company in February and March 2006 of orders received by the Company's subsidiary PowerSecure, Inc. These events included events that had been the subject of a previous review by the National Association of Securities Dealers ( NASD ), on behalf of the American Stock Exchange. The Company had fully cooperated with the SEC inquiry and the earlier NASD review, which had been previously disclosed by the Company in its SEC filings. The initial letter of inquiry by the SEC and the initial letter of review by the NASD had each advised the Company that such inquiry and review should not be construed as an indication that any violation of law had occurred.

From time to time, the Company hires employees that are subject to restrictive covenants, such as non-competition agreements with their former employers. The Company complies, and requires our employees to comply, with the terms of all known restrictive covenants. However, the Company has in the past and may in the future receive claims and demands by some former employers alleging actual or potential violations of these restrictive covenants. While the Company does not believe any pending claims have merit, the Company cannot provide any assurance of the outcome of these claims.

From time to time, the Company is involved in other disputes and legal actions arising in the ordinary course of business. The Company intends to vigorously defend all claims against us. Although the ultimate outcome of these claims cannot be accurately predicted due to the inherent uncertainty of litigation, in the opinion of management, based upon current information, no other currently pending or overtly threatened dispute is expected to have a material adverse effect on our business, financial condition or results of operations.

***Preferred Stock Redemption*** During the six months ended June 30, 2007, the Company retired an additional 150 shares of its Series B Preferred Stock at a redemption value of \$220,000. The balance of the unpaid redemption obligation at June 30, 2007 and December 31, 2006, was \$104,000 and \$324,000, respectively, and is included in Accrued and other liabilities in the accompanying consolidated balance sheets.

**8. Segment Information**

The Company's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies. The Company's reportable business segments include: natural gas measurement services; distributed generation; and automated energy data collection and telemetry.

***Natural Gas Measurement Services*** The operations of the Company's natural gas measurement services segment are conducted by Southern Flow. Southern Flow's services include on-site field services, chart processing and analysis, laboratory analysis, and data management and reporting. These services are provided principally to customers involved in natural gas production, gathering, transportation, and processing.

***Distributed Generation*** The operations of the Company's distributed generation segment

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are conducted by PowerSecure. PowerSecure commenced operations in September 2000. The primary elements of PowerSecure's distributed generation products and services include project design and engineering, negotiation with utilities to establish tariff structures and power interconnects, generator acquisition and installation, process control and switchgear design and installation, and ongoing project monitoring and servicing. PowerSecure markets its distributed generation products and services directly to large end-users of electricity and through outsourcing partnerships with utilities. Through June 30, 2007, the majority of PowerSecure's revenues have been generated from sales of distributed generation systems on a turnkey basis, where the customer purchases the systems from PowerSecure.

During the second half of 2005, PowerSecure added two new business units, UtilityEngineering, Inc. and PowerServices, Inc., to its operating segment and in February 2006, it announced a third addition to its operations, EnergyLite, Inc. PowerServices provides rate analysis and other similar consulting services to PowerSecure's utility, commercial and industrial customers. Utility Engineering provides fee-based, technical engineering services to PowerSecure's utility partners and customers. EnergyLite assists customers in reducing their use of energy through investments in more energy-efficient technologies.

During the second half of 2006, PowerSecure launched a business unit within PowerSecure to concentrate on marketing to federal customers. PowerSecure launched this business unit by purchasing contract rights to provide services to federal customers of an investor-owned utility. The projects that are marketed and sold to the federal customers potentially include all the products and services offered within PowerSecure and its various subsidiaries. Finally, in late 2006, PowerSecure acquired the business of Reid's Trailer, Inc., which builds trailers for the transportation of goods and equipment, an important element in PowerSecure's mobile distributed generation equipment business strategy.

Each of these new PowerSecure business units operates in a distinct market with distinct technical disciplines, but share a common customer base which PowerSecure intends to service and grow through shared resources and customer leads. Accordingly, these units are included within PowerSecure's segment results.

***Automated Energy Data Collection and Telemetry*** The operations of our automated data collection and telemetry segment are conducted by Metrotek Florida. Metrotek Florida's manufactured products fall into the following categories: field devices, including data collection products and electronic gas flow computers; data collection software products (such as InvisiConnect™, DC2000 and PowerSpring); and communications solutions that can use public networks operated by commercial wireless carriers to provide real time IP-based wireless internet connectivity, traditional cellular radio, 900 MHz unlicensed radio or traditional wire-line phone service to provide connectivity between the field devices and the data collection software products. Metrotek Florida also provides data collection, M2M telemetry connectivity and post-sale support services for its manufactured products and turnkey solutions.

The accounting policies of the reportable segments are the same as those described in Note 1 of the Notes to Consolidated Financial Statements. The Company evaluates the performance of

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its operating segments based on operating income (loss) before income taxes, nonrecurring items and interest income and expense. Intersegment sales are not significant.

Summarized financial information concerning the Company's reportable segments is shown in the following table. The Other column includes corporate related items including restructuring charges, revenues and expenses from managing MM 1995-2, results of insignificant operations and, as it relates to segment profit or loss, income and expense (primarily interest and finance charges) and other non-recurring charges not allocated to reportable segments.



**Table of Contents****Summarized Segment Financial Information**

(all amounts reported in thousands)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2007	2006	2007	2006

**Revenues:**

Southern Flow	\$ 3,978	\$ 3,974	\$ 7,878	\$ 8,314
PowerSecure	18,614	31,080	40,129	40,744
Metrotek Florida	1,242	851	2,195	1,585
Other	232	338	843	433
Total	\$ 24,066	\$ 36,243	\$ 51,045	\$ 51,076

**Segment profit (loss):**

Southern Flow	\$ 721	\$ 805	\$ 1,361	\$ 1,485
PowerSecure	(517)	3,540	773	3,796
Metrotek Florida	142	(85)	193	(129)
Other	(14,563)	(531)	(14,932)	(1,355)
Total	\$ (14,217)	\$ 3,729	\$ (12,605)	\$ 3,797

**Capital expenditures:**

Southern Flow	\$ 40	\$ 13	\$ 207	\$ 46
PowerSecure	215	460	551	828
Metrotek Florida	35		54	1
Other		2		28
Total	\$ 290	\$ 475	\$ 812	\$ 903

**Depreciation and amortization:**

Southern Flow	\$ 35	\$ 30	\$ 67	\$ 60
PowerSecure	313	125	595	217
Metrotek Florida	9	30	19	61
Other	17	19	36	38
Total	\$ 374	\$ 204	\$ 717	\$ 376

	June 30,	
	2007	2006

**Total assets:**

Southern Flow	\$ 11,804	\$ 10,828
PowerSecure	57,367	41,395
Metrotek Florida	4,705	3,870
Other	7,640	22,821

Total		\$ 81,516	\$ 78,914
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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**Introduction**

The following discussion of our results of operations for the three and six month periods ended June 30, 2007 (referred to herein as the second quarter 2007 and six month period 2007, respectively) and 2006 (referred to herein as the second quarter 2006 and six month period 2006, respectively) and of our financial condition as of June 30, 2007 should be read in conjunction with our consolidated financial statements and related notes thereto included elsewhere in this report.

**Overview**

We are a diversified provider of energy technology products, services and data management systems primarily to industrial and commercial users and suppliers of natural gas and electricity. As a holding company, we conduct our operations and derive our revenues through our three operating subsidiaries, each of which operates a separate business:

PowerSecure, which designs, sells and manages distributed generation systems;

Southern Flow, which provides natural gas measurement services; and

Metretek Florida, which designs, manufactures and sells data collection and energy measurement monitoring systems.

In addition to these operating subsidiaries, we own approximately 36% of the equity interests of an unconsolidated business, MM 1995-2, through our wholly-owned subsidiary MGT. MGT also is the managing trustee of MM 1995-2. MM 1995-2 owns and operates five oil field production water disposal wells located at four facilities in northeastern Colorado.

We commenced operations in 1991 as an energy services holding company, owning subsidiaries with businesses designed to exploit service opportunities primarily in the natural gas industry. Since then, our business has evolved and expanded through acquisitions and developments of companies, businesses and product lines that have allowed us to reach not only a broader portion of the energy market, including the electricity market, but also markets outside of the energy field. In recent years, we have focused our efforts on growing our businesses by offering new and enhanced products, services and technologies and by entering new markets, within a framework emphasizing the goal of achieving profitable operations on a sustained basis.

Our revenues and results of operations, on a quarterly, period and annual basis, are dependent upon, and are the consolidated result of, the revenues and results of operations of each of our operating subsidiaries, our equity income in MM 1995-2 and our corporate overhead. While we operate generally in the energy technology products, services and data

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management industry, our businesses are diversified and each of our business segments is operated independently of the others and influenced and affected by many factors that may apply only to that segment. Accordingly, our consolidated results of operations are an aggregation of different businesses and thus dependent upon a variety of factors applicable to each of these businesses.

During the second quarter 2007, we incurred nonrecurring restructuring charges in the amount of \$14,139,000 related to the retirement of the two founders of our Company, the severance, consulting and incentive compensation incurred in connection with their employment and separation agreements, and the relocation of our corporate offices from Denver to PowerSecure's offices in Wake Forest, North Carolina, including severance benefits payable to personnel who were not relocated. In connection with our severance obligations, in the second quarter 2007 we paid \$2,934,000 over to escrow accounts for the benefit of our retired founders, and we will be discharging our remaining payment obligations thereunder through 2009.

PowerSecure is an expanding company that has developed a distributed generation turnkey business. Since late 2005, PowerSecure has received several significant orders from its largest customer, Publix Super Markets, Inc., that have resulted in numerous projects generating a majority of PowerSecure's revenues in 2006 and to date in 2007. In addition, during late 2005 and early 2006, PowerSecure added three new business units designed to expand and complement its core distributed generation business and customers. UtilityEngineering provides fee-based, technical engineering services to PowerSecure's utility partners and customers. PowerServices provides rate analysis and other similar consulting services to PowerSecure's utility, commercial and industrial customers. EnergyLite assists customers in reducing their use of energy through investments in more energy-efficient technologies. During mid-2006, PowerSecure launched a business unit within PowerSecure to concentrate on marketing to federal customers, primarily in conjunction with our utility alliances. In the second half of 2006, PowerSecure launched this business unit by purchasing contract rights, know-how and other intellectual properties to facilitate the providing of services to the federal customers of an investor-owned utility. The projects that are marketed and sold to PowerSecure's federal customers potentially include all the products and services offered by PowerSecure as well as by its subsidiaries. In late 2006, PowerSecure acquired the business of Reid's Trailer, Inc., which builds trailers for the transportation of goods and equipment, an important element in PowerSecure's mobile distributed generation equipment business strategy.

Even with the addition of these business units and acquisitions, PowerSecure is still in large part dependent upon the size and timing of the receipt of orders for, and of the completion of, its projects, and its results of operations can be significantly impacted by large, individual projects.

During the second quarter 2007, PowerSecure's revenues and segment profit declined compared to the second quarter 2006. As previously indicated, PowerSecure's revenues and financial results can fluctuate significantly on a quarter-to-quarter and period-to-period basis; the second quarter 2007 was an example of such a fluctuation. During the second quarter 2007,

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PowerSecure's revenues were \$18,614,000 (of which \$7,395,000 was attributable to the Publix projects), a decrease of \$12,466,000, or 40%, compared to the second quarter 2006. While PowerSecure's backlog of work that it has been awarded continues to increase (currently in excess of \$100,000,000), the timing of the work performed during the second quarter 2007 resulted in the decrease in revenues compared to the second quarter 2006. In particular, PowerSecure's revenues during the second quarter 2007 were adversely affected by the following factors:

Delays in scheduled work due to a slow permitting process in Florida. The process for obtaining permits in certain jurisdictions in Florida has been slower than anticipated resulting in unexpected delays in the completion schedule of projects in those jurisdictions.

PowerSecure recognizes revenues based on the percentage of completion methodology. The project phases that were completed during the second quarter 2007 on new projects (primarily design work) do not have a high percentage of the revenues associated with those phases.

Southern Flow is a well established, strong and expanding oil field services company that renders natural gas measurement and other services to oil and gas production companies. During the second quarter 2007, Southern Flow's revenues increased by \$4,000, or less than 1%, as compared to the second quarter 2006, due to a \$204,000 increase in field and service related revenue, largely offset by a decline in equipment sales.

Metretek Florida has been in operation since 1977 with a core business of designing, manufacturing and selling data collection and energy measurement monitoring systems. Metretek Florida's future results of operations will be largely dependent upon its ability to successfully address its core markets, as well as its ability to generate incremental sales from certain new markets into which it has recently introduced new telemetry products. Metretek Florida's revenues increased by \$391,000, or 46%, during the second quarter 2007 as compared to the second quarter 2006, as a result of improved market success for its M2M business.

Due principally to a decrease in revenues at our PowerSecure operating segment, our consolidated revenues during the second quarter 2007 decreased by \$12,177,000, representing a 34% decline over second quarter 2006 consolidated revenues. We recorded a net loss of \$13,855,000 during the second quarter 2007. This loss was primarily attributable to the \$14,139,000 of nonrecurring restructuring charges we incurred during that quarter. Our second quarter 2007 results also included equity in income from MM 1995-2 in the amount of \$673,000 and a loss from the discontinued operations of MCM in the amount of \$140,000. This compares to net income of \$4,227,000 during the second quarter 2006, which included \$521,000 equity in income of MM 1995-2, no restructuring charges, and no loss from discontinued operations.

During the six month period 2007, PowerSecure's revenues and segment profit decreased compared to the six month period 2006 primarily due to factors discussed above in reference to the second quarter 2007. During the six month period 2007, PowerSecure's

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revenues were \$40,129,000 (of which \$21,896,000 was attributable to the Publix projects), a decrease of \$615,000, or less than 2%, compared to the six month period 2006.

During the six month period 2007, Southern Flow's revenues decreased by \$436,000, or 5%, as compared to the six month period 2006, due to equipment sales in the six month period 2006 to customers repairing damage from Hurricanes Rita and Katrina in late 2005. There were no similar equipment sales for hurricane repairs in the six month period 2007.

Metretek Florida's revenues increased by \$610,000, or 38%, during the six month period 2007 as compared to the six month period 2006, as a result of improved market success for its M2M business.

During the six month period 2007, we recorded additional income from litigation settlements in the amount of \$278,000 representing our share of litigation claims settled in 2006, but which had been contingent on court approval, which occurred on April 20, 2007.

Due principally to a decrease in revenues at our PowerSecure and Southern Flow operating segments, our consolidated revenues during the six month period 2007 decreased by \$31,000, or less than 1%, over the six month period 2006 consolidated revenues. We recorded a net loss of \$11,622,000 during the six month period 2007. This net loss was primarily attributable to the \$14,139,000 of nonrecurring restructuring charges we incurred during the six month period 2007. Our six month period 2007 results also included equity in income from MM95-2 in the amount of \$1,321,000 and a loss from the discontinued operations of MCM in the amount of \$140,000. This compares to net income of \$4,865,000 during the six month period 2006, which included \$1,178,000 equity in income of MM 1995-2 (net of minority interests), no restructuring charges and no loss from discontinued operations.

**Critical Accounting Policies**

Management's discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which have been prepared in conformity with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates, judgments 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. On an ongoing basis, we evaluate our estimates, including those related to revenue recognition and percentage of completion, fixed price contracts, product returns, warranty obligations, bad debt, inventories, cancellations costs associated with long term commitments, investments, intangible assets, assets subject to disposal, income taxes, restructuring, service contracts, contingencies and litigation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making estimates and judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Estimates, by their nature, are based on judgment and available information. Therefore, actual results could differ from those estimates and could have a material impact on

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our consolidated financial statements, and it is possible that such changes could occur in the near term.

We have identified the accounting principles which we believe are most critical to understanding our reported financial results by considering accounting policies that involve the most complex or subjective decisions or assessments. These accounting policies are described in our Annual Report on Form 10-K for the year ended December 31, 2006 in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

**Results of Operations**

The following table sets forth selected information related to our primary business segments and is intended to assist in understanding our results of operations for the periods presented. The following table excludes revenues and costs and expenses of the discontinued MCM operations as well as equity income in our unconsolidated affiliate, minority interest and income taxes for all periods presented.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2006	2007	2006
	(all amounts reported in thousands)			
<b>Revenues:</b>				
Southern Flow	\$ 3,978	\$ 3,974	\$ 7,878	\$ 8,314
PowerSecure	18,614	31,080	40,129	40,744
Metrotek Florida	1,242	851	2,195	1,585
Other	232	338	843	433
Total	\$ 24,066	\$ 36,243	\$ 51,045	\$ 51,076
<b>Gross Profit:</b>				
Southern Flow	\$ 1,138	\$ 1,168	\$ 2,190	\$ 2,285
PowerSecure	4,478	7,848	10,795	10,868
Metrotek Florida	740	496	1,323	965
Total	\$ 6,356	\$ 9,512	\$ 14,308	\$ 14,118
<b>Segment Profit (Loss):</b>				
Southern Flow	\$ 721	\$ 805	\$ 1,361	\$ 1,485
PowerSecure	(517)	3,540	773	3,796
Metrotek Florida	142	(85)	193	(129)
Other	(14,563)	(531)	(14,932)	(1,355)
Total	\$ (14,217)	\$ 3,729	\$ (12,605)	\$ 3,797

We have three reportable segments. Our reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies. Our reportable business segments are

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natural gas measurement services, distributed generation and automated energy data management.

The operations of our natural gas measurement services segment are conducted by Southern Flow. Southern Flow's services include on-site field services, chart processing and analysis, laboratory analysis, and data management and reporting. These services are provided principally to customers involved in natural gas production, gathering, transportation and processing.

The operations of our distributed generation segment are conducted by PowerSecure. The primary elements of PowerSecure's distributed generation products and services include project design and engineering, negotiation with utilities to establish tariff structures and power interconnects, generator acquisition and installation, process control and switchgear design and installation, and ongoing project monitoring and servicing. PowerSecure markets its distributed generation products and services directly to large end-users of electricity and through outsourcing partnerships with utilities. Through June 30, 2007, the majority of PowerSecure's revenues have been generated from sales of distributed generation systems on a turnkey basis, where the customer purchases the systems from PowerSecure.

PowerSecure is an expanding company that has developed a distributed generation turnkey business. In addition, during the second half of fiscal 2005, PowerSecure added two new business units, UtilityEngineering and PowerServices, to its operating segment. In January 2006, it announced a third addition to its operations, EnergyLite. UtilityEngineering provides fee-based, technical engineering services to PowerSecure's utility partners and customers. PowerServices provides rate analysis and other similar consulting services to PowerSecure's utility, commercial and industrial customers. EnergyLite assists customers in reducing their use of energy through investments in more energy-efficient technologies. These units are intended to increase PowerSecure's future growth opportunities beyond its core distributed generation business.

During mid-2006, PowerSecure launched a business unit within PowerSecure to concentrate on marketing to federal customers, primarily in conjunction with its utility alliances. In the second half of 2006, PowerSecure launched this business unit by purchasing contract rights, know-how and other intellectual properties to facilitate the providing of services to the federal customers of an investor-owned utility. The projects that are marketed and sold to PowerSecure's federal customers potentially include all the products and services offered by PowerSecure as well as by its subsidiaries. In late 2006, PowerSecure acquired the business of Reid's Trailer, Inc., which builds trailers for the transportation of goods and equipment, an important element in PowerSecure's mobile distributed generation equipment business strategy.

Each of PowerSecure's business units operates in a separate market with distinct technical disciplines, but all of these business units share a common customer base which PowerSecure intends to service and grow through shared resources and customer leads. Accordingly, these units are included within PowerSecure's segment results.



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The operations of our automated data collection and telemetry segment are conducted by Metretek Florida. Metretek Florida's manufactured products fall into the following categories: field devices, including data collection products and electronic gas flow computers; data collection software products (such as InvisiConnect®, DC2000 and PowerSpring); and communications solutions that can use public networks operated by commercial wireless carriers to provide real time IP-based wireless internet connectivity, traditional cellular radio, 900 MHz unlicensed radio or traditional wire-line phone service to provide connectivity between the field devices and the data collection software products. Metretek Florida also provides data collection, M2M telemetry connectivity and post-sale support services for its manufactured products and turnkey solutions.

We evaluate the performance of our operating segments based on operating income (loss) before taxes, nonrecurring items and interest income and expense. Other profit (loss) amounts in the table above include corporate related items including restructuring charges, fees earned from managing our unconsolidated affiliate, results of insignificant operations, and income and expense (primarily interest income and expense) and other non-recurring charges not allocated to its operating segments. Intersegment sales are not significant.

**Second Quarter 2007 Compared to Second Quarter 2006**

*Revenues.* Our revenues are derived almost entirely from the sales of products and services by our subsidiaries. Our consolidated revenues for the second quarter 2007 decreased \$12,177,000, or 34%, compared to the second quarter 2006 due primarily to a decrease in revenues at PowerSecure.

PowerSecure's revenues are influenced by the number, size and timing of various projects as well as the percentage completion on in-process projects. PowerSecure's revenues have fluctuated significantly in the past and are expected to continue to fluctuate significantly in the future. PowerSecure's revenues decreased \$12,466,000, or 40%, during the second quarter 2007 compared to the second quarter 2006. The decrease in PowerSecure's revenues during the second quarter 2007 compared to the second quarter 2006 reflects a \$15,586,000 decrease in distributed generation turnkey system project sales and services partially offset by an increase of \$3,120,000 in revenues from shared savings projects, professional services, monitoring and other service related revenues, including \$2,885,000 of increased revenues contributed by PowerServices, UtilityEngineering, EnergyLite, Reids Trailer and government sector projects. The decrease in PowerSecure's distributed generation turnkey system project sales and services revenues is discussed and explained above in the discussion of PowerSecure's 2007 results under *-Overview*. The growth of PowerSecure's other revenues was attributable to the continued expansion of PowerSecure's business into new geographic and new customer markets as a result of recent marketing initiatives and market acceptance of new products and services offered by PowerSecure.

Southern Flow's revenues increased \$4,000, or less than 1%, during the second quarter 2007, as compared to the second quarter 2006, due to a \$204,000 increase in field and service related revenues, largely offset by a decline in equipment sales. The increase in field and other

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service related revenue in the second quarter 2007 is due to continued favorable market conditions in the oil and gas sector. The decline in equipment sales is due to second quarter 2006 sales activity related to customers repairing damage from Hurricanes Rita and Katrina in late 2005. There were no similar equipment sales for hurricane repairs in the second quarter 2007.

Metrotek Florida's revenues increased by \$391,000, or 46%, during the second quarter 2007 compared to the second quarter 2006 due to improved market success for its M2M business as well as normal fluctuations in its business as it continues to develop its M2M business and take advantage of new sales opportunities. As discussed below under *Quarterly Fluctuations*, Metrotek Florida's revenues have fluctuated significantly in the past and are expected to continue to fluctuate significantly in the future as it continues to develop its M2M business.

Other revenues decreased \$106,000 during the second quarter 2007, as compared to the second quarter 2006. This decrease was comprised principally of a decline in interest earned on cash and cash equivalents balances, the balance of which also declined in the second quarter 2007 compared to the second quarter 2006.

*Costs and Expenses.* The following table sets forth our costs and expenses during the periods indicated:

	Quarter Ended June		Quarter-over-Quarter	
	30,		Difference	
	2007	2006	\$	%
	(In thousands)			
<b>Costs and Expenses:</b>				
Costs of Sales and Services				
Southern Flow	\$ 2,839	\$ 2,806	\$ 33	1%
PowerSecure	14,135	23,232	(9,097)	-39%
Metrotek Florida	503	355	148	42%
Total	17,477	26,393	(8,916)	-34%
General and administrative	4,985	4,502	483	11%
Selling, marketing and service	1,010	1,173	(163)	-14%
Depreciation and amortization	374	204	170	83%
Research and development	289	195	94	48%
Restructuring charges	14,139		14,139	na
Interest, finance charges and other	8	46	(38)	-83%
Income taxes	170	23	147	639%

Costs of sales and services include materials, personnel and related overhead costs incurred to manufacture products and provide services. The 34% decrease in cost of sales and services for the second quarter 2007, compared to the second quarter 2006, was attributable almost entirely to the decrease in sales at PowerSecure.

The 39% decrease in PowerSecure's costs of sales and services in the second quarter 2007 is almost entirely a direct result of the 40% decrease in PowerSecure's revenues. PowerSecure's gross profit margin decreased to 24.1% during the second quarter 2007, as compared to 25.3% during the second quarter 2006, reflecting higher than expected material usage costs, costs associated with opening a new switchgear production facility for which associated

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revenues were limited during the period, an increase in sales of diesel fuel to certain customers which carries a smaller profit margin, and the fixed nature of certain operating costs relative to fluctuations in revenues over short operating periods. Each of these factors contributed to the reduction in PowerSecure's gross profit margin during the second quarter 2007.

The 1% increase in Southern Flow's costs of sales and services in the second quarter 2007, is the result of the slight increase in its revenues. Southern Flow's gross profit margin decreased to 28.6% for the second quarter 2007, compared to 29.4% during the second quarter 2006, which is within the range of normal fluctuations for Southern Flow.

The 42% increase in Metrotek Florida's costs of sales and services in the second quarter 2007 is due to the 46% increase in its revenues. Metrotek Florida's gross profit margin increased to 59.5% for the second quarter 2007, compared to 58.3% during the second quarter 2006, which is within the range of normal fluctuations for Metrotek Florida.

General and administrative expenses include personnel and related overhead costs for the support and administrative functions. The 11% increase in general and administrative expenses in the second quarter 2007, as compared to the second quarter 2006, was due to increases in personnel and related overhead costs associated with the development and growth of PowerSecure's business, partially offset by a decline in corporate overhead costs related to reduced personnel costs resulting from the recent corporate restructuring.

Selling, marketing and service expenses consist of personnel and related overhead costs, including commissions for sales and marketing activities, together with advertising and promotion costs. The 14% decrease in selling, marketing and service expenses in the second quarter 2007, as compared to the second quarter 2006, was due primarily to decreased commission costs at PowerSecure, partially offset by increased personnel expenses at Metrotek Florida.

Depreciation and amortization expenses include the depreciation of property, plant and equipment and the amortization of certain intangible assets including capitalized software development costs and other intangible assets that do not have indefinite useful lives. The 83% increase in depreciation and amortization expenses in the second quarter 2007, as compared to the second quarter 2006, primarily reflects an increase in depreciable assets acquired by PowerSecure in the latter portions of fiscal 2006 as well as an increase in amortization expense associated with contract rights acquired by PowerSecure in the third quarter of 2006.

Research and development expenses, most of which relate to activities at Metrotek Florida, include payments to third parties, wages and related expenses for personnel, materials costs and related overhead costs related to product and service development, enhancements, upgrades, testing and quality assurance. Historically, our research and development expenses have been incurred primarily at Metrotek Florida. During the second quarter 2007, however, PowerSecure incurred approximately \$85,000 of development expenses for which there was no similar expenditure in the second quarter 2006. The 48% increase in research and development

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expenses in the second quarter 2007, as compared to the second quarter 2006, primarily reflects the product development costs incurred by PowerSecure together with increased personnel related expenses at Metrotek Florida.

Restructuring charges of \$14,139,000 during the second quarter 2007, include the severance, consulting and incentive compensation incurred in connection with the employment and separation agreements related to the retirement of our two founders and costs associated with the relocation of our corporate offices from Denver to PowerSecure's offices in Wake Forest, North Carolina, including severance benefits payable to personnel who were not relocated.

Interest, finance charges and other expenses include interest and finance charges on our credit facility as well as other non-operating expenses. The 83% decrease in interest, finance charges and other expenses in the second quarter 2007, as compared to the second quarter 2006, reflects the repayment of all of our long-term debt obligations, during the second quarter 2006.

Income tax expenses include state income taxes in various state jurisdictions in which we have taxable activities as well as federal alternative minimum tax. Historically, we have incurred no federal income tax expense because of our consolidated net operating losses. Since the second half of fiscal 2006, however, we have incurred federal alternative minimum tax. The increase in income taxes in the second quarter 2007, as compared to the second quarter 2006, was due to increases in state income taxes incurred by PowerSecure and Southern Flow in states in which they generated taxable income as well as federal alternative minimum tax.

*Equity in Income of Unconsolidated Affiliate.* We record equity in income of unconsolidated affiliate due to our ownership of a minority interest in MM 1995-2. During the second quarter 2007, our equity in income of unconsolidated affiliate increased by \$152,000, or 29%, over the second quarter 2006. The performance of MM 1995-2 was favorably affected by strong market conditions in the oil and gas sector in the region in which it operates. This resulted in the increase in our equity in income of MM 1995-2.

**Six Month Period 2007 Compared to Six Month Period 2006**

*Revenues.* Our consolidated revenues for the six month period 2007 decreased \$31,000, or less than 1%, compared to the six month period 2006 due primarily to decreases in revenues at PowerSecure and Southern Flow, partially offset by an increases in Metrotek Florida revenue and other revenues.

PowerSecure's revenues decreased \$615,000, or less than 2%, during the six month period 2007 compared to the six month period 2006. The decrease in PowerSecure's revenues during the six month period 2007 compared to the six month period 2006 reflects a \$5,650,000 decrease in distributed generation turnkey system project sales and services partially offset by an increase of \$5,035,000 in revenues from shared savings projects, professional services, monitoring and other service related revenues, including \$4,905,000 of increased revenues contributed by PowerServices, UtilityEngineering, EnergyLite, Reids Trailer and government

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sector projects. The decrease in PowerSecure's distributed generation turnkey system project sales and services revenues is discussed and explained above in the discussion of PowerSecure's 2007 results under "Overview". The growth of PowerSecure's other revenues was attributable to the continued expansion of PowerSecure's business into new geographic and new customer markets as a result of recent marketing initiatives and market acceptance of new products and services offered by PowerSecure.

Southern Flow's revenues decreased \$436,000, or 5%, during the six month period 2007, as compared to the six month period 2006, due to a \$852,000 decline in equipment sales, partially offset by an increase of \$416,000 in field and service related revenues. The decline in equipment sales is due to six month period 2006 sales activity related to customers repairing damage from Hurricanes Rita and Katrina in late 2005. There were no similar equipment sales for hurricane repairs in the six month period 2007. The increase in field and other service related revenue in the six month period 2007 is due to continued favorable market conditions in the oil and gas sector.

Metrotek Florida's revenues increased by \$610,000, or 38%, during the six month period 2007 compared to the six month period 2006 due to normal fluctuations in its business as it continues to develop its M2M business and take advantage of new sales opportunities. As discussed below under "Quarterly Fluctuations", Metrotek Florida's revenues have fluctuated significantly in the past and are expected to continue to fluctuate significantly in the future as it continues to develop its M2M business.

Other revenues increased \$410,000 during the six month period 2007, as compared to the six month period 2006. This increase was comprised principally of insurance proceeds from a fire claim at Southern Flow as well as interest earned on cash and cash equivalents balances which resulted from the net proceeds of our 2006 private placement which occurred in the second quarter 2006.

*Costs and Expenses.* The following table sets forth our costs and expenses during the periods indicated:

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	Six Months Ended June 30,		Quarter-over-Quarter	
			Difference	
	2007	2006	\$	%
<b>Costs and Expenses:</b>				
Costs of Sales and Services				
Southern Flow	\$ 5,688	\$ 6,029	\$ (341)	-6%
PowerSecure	29,334	29,875	(541)	-2%
Metretek Florida	872	621	251	40%
Total	35,894	36,525	(631)	-2%
General and administrative	10,509	7,938	2,571	32%
Selling, marketing and service	1,875	1,932	(57)	-3%
Depreciation and amortization	717	376	341	91%
Research and development	499	373	126	34%
Restructuring charges	14,139		14,139	na
Interest, finance charges and other	16	135	(119)	-88%
Income taxes	476	112	364	325%

The overall 2% decrease in cost of sales and services for the six month period 2007, compared to the six month period 2006, was attributable almost entirely to the decrease in sales at PowerSecure and Southern Flow.

The 2% decrease in PowerSecure's costs of sales and services in the six month period 2007 is almost entirely a direct result of the 2% decrease in its revenues. PowerSecure's gross profit margin increased slightly to 26.9% during the six month period 2007, as compared to 26.7% during the six month period 2006. The gross profit margins during both six month periods are slightly lower than PowerSecure's normal gross profit margin reflecting some embedded margin reduction priced into the Publix projects to induce those large orders as well as higher than expected material costs during those periods.

The 6% decrease in Southern Flow's costs of sales and services in the six month period 2007 is the result of the 5% decrease in its revenues. Southern Flow's gross profit margin increased to 27.8% for the six month period 2007, compared to 27.5% during the six month period 2006, which is within the range of normal fluctuations for Southern Flow.

The 40% increase in Metretek Florida's costs of sales and services in the six month period 2007 is due to the 38% increase in its revenues. Metretek Florida's gross profit margin decreased to 60.3% for the six month period 2007, compared to 60.8% during the six month period 2006, which is within the range of normal fluctuations for Metretek Florida.

The 32% increase in general and administrative expenses in the six month period 2007, as compared to the six month period 2006, was due to increases in personnel and related overhead costs associated with the development and growth of PowerSecure's business.

The 3% decrease in selling, marketing and service expenses in the six month period 2007, as compared to the six month period 2006, was due primarily to decreased commission costs at PowerSecure, partially offset by increased personnel expenses at Metretek Florida.

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The 91% increase in depreciation and amortization expenses in the six month period 2007, as compared to the six month period 2006, primarily reflects an increase in depreciable assets acquired by PowerSecure in the latter portions of fiscal 2006 as well as an increase in amortization expense associated with contract rights acquired by PowerSecure in the third quarter of 2006.

The 34% increase in research and development expenses in the six month period 2007, as compared to the six month period 2006, primarily reflects the product development costs incurred by PowerSecure together with increased personnel related expenses at Metrotek Florida.

Restructuring charges of \$14,139,000 during the six month period 2007, include the severance, consulting and incentive compensation incurred in connection with the employment and separation agreements related to the retirement of our two founders, and costs associated with the relocation of our corporate offices from Denver to PowerSecure's offices in Wake Forest, North Carolina, including severance benefits payable to personnel who were not relocated.

The 88% decrease in interest, finance charges and other expenses in the six month period 2007, as compared to the six month period 2006, reflects the repayment of all of our long-term debt obligations, during the second quarter 2006.

The 325% increase in income taxes in the six month period 2007, as compared to the six month period 2006, was due to increases in state income taxes incurred by PowerSecure and Southern Flow in states in which they generated taxable income as well as federal alternative minimum tax.

*Equity in Income of Unconsolidated Affiliate.* During the six month period 2007, our equity in income of unconsolidated affiliate increased by \$142,000, or 12%, over the six month period 2006, net of minority interests held by others in 2006. The performance of MM 1995-2 was favorably affected by strong market conditions in the oil and gas sector in the region in which it operates. This resulted in the increase in our equity in income of MM 1995-2.

*Income from Litigation Settlements.* During the fourth quarter of fiscal 2006, we agreed to settlements of outstanding litigation claims against four other parties relating to a class action lawsuit that we had previously settled with the class. As a result of these settlements, we recorded income from litigation settlements in the amount of \$343,000 during fiscal 2006, representing the expected net proceeds to us from three of the other parties. During the six month period 2007, we recorded additional income from litigation settlements from the fourth party in the amount of \$278,000 representing our share of litigation claims settled in 2006, but which had been contingent on court approval, which occurred on April 20, 2007. A trial on the claims with the only remaining other party that has not agreed to a settlement is currently set for August 2007.

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**Quarterly Fluctuations**

Our revenues, expenses, margins, net income and other operating results have fluctuated significantly from quarter-to-quarter, period-to-period and year-to-year in the past and are expected to continue to fluctuate significantly in the future due to a variety of factors, many of which are outside of our control. These factors include, without limitation, the following:

the size, timing and terms of sales and orders, including large customer orders, such as the recent significant orders at PowerSecure, as well as the effects of customers delaying, deferring or canceling purchase orders or making smaller purchases than expected;

the effects of severe weather conditions, such as hurricanes, on the demand requirements of our customers;

our ability to obtain adequate supplies of key components and materials for our products on a timely and cost-effective basis;

our ability to implement our business plans and strategies and the timing of such implementation;

the pace of development of our new businesses, including PowerSecure's new businesses, and the growth of their markets;

the timing, pricing and market acceptance of our new products and services;

changes in our pricing policies and those of our competitors;

variations in the length of our product and service implementation process;

changes in the mix of products and services having differing margins;

changes in the mix of international and domestic revenues;

the life cycles of our products and services;

budgeting cycles of utilities and other major customers;

general economic and political conditions;

the effects of litigation, claims and other proceedings;

the effects of governmental regulations and regulatory changes in our markets;

economic conditions in the energy industry, especially in the natural gas and electricity sectors including the effect of cyclical changes in energy prices;

changes in the prices charged by our suppliers;

our ability to make and obtain the expected benefits from acquisitions of technology or businesses, and the costs related to such acquisitions;

changes in our operating expenses; and



the development and maintenance of business relationships with strategic partners.

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Because we have little or no control over most of these factors, our operating results are difficult to predict. Any substantial adverse change in any of these factors could negatively affect our business and results of operations.

Our revenues and other operating results are heavily dependant upon the volume and timing of customer orders and payments and the date of product delivery. The timing of large individual sales is difficult for us to predict. Because our operating expenses are based on anticipated revenues and because a high percentage of these are relatively fixed, a shortfall or delay in recognizing revenue could cause our operating results to vary significantly from quarter-to-quarter and could result in significant operating losses in any particular quarter. If our revenues fall below our expectations in any particular quarter, we may not be able to reduce our expenses rapidly in response to the shortfall, which could result in us suffering significant operating losses in that quarter.

Over PowerSecure's six year operating history, its revenues, costs, gross margins, cash flow, net income and other operating results have varied from quarter-to-quarter, period-to-period and year-to-year for a number of reasons, including the factors mentioned above, and we expect such fluctuations to continue in the future. PowerSecure's revenues depend in large part upon the timing and the size of projects awarded to PowerSecure, such as the recent significant orders received by PowerSecure, and the timing of the completion of those projects. As PowerSecure develops new related lines of business, its revenues and costs will fluctuate as it takes time for revenues to develop, but also requires start-up expenses. Another factor that could cause material fluctuations in PowerSecure's quarterly results is the amount of recurring, as opposed to non-recurring, sources of revenue. To date, the majority of PowerSecure's revenues have consisted of non-recurring revenues.

Southern Flow's operating results tend to vary, to some extent, with energy prices, especially the price of natural gas. For example, in recent years, the high price of natural gas has led to an increase in production activity by Southern Flow's customers, resulting in higher revenues and net income by Southern Flow. Since energy prices tend to be cyclical, rather than stable, future cyclical changes in energy prices are likely to affect Southern Flow's future revenues and net income. In addition, Southern Flow's Gulf Coast customers are exposed to the risks of hurricanes and tropical storms, which can adversely affect Southern Flow's results of operations during hurricane season, such as during fiscal 2005, and which can positively affect Southern Flow's revenues in subsequent periods, such as during fiscal 2006.

Metrotek Florida has historically derived most of its revenues from sales of its products and services to the utility industry. Metrotek Florida has experienced variability in its operating results on both an annual and a quarterly basis due primarily to utility purchasing patterns and delays of purchasing decisions as a result of mergers and acquisitions in the utility industry and changes or potential changes to the federal and state regulatory frameworks within which the utility industry operates. The utility industry, both domestic and foreign, is generally characterized by long budgeting, purchasing and regulatory process cycles that can take up to several years to complete. In addition, Metrotek Florida has only a limited operating history

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with its new M2M and telemetry business, and its operating results in this new business may fluctuate significantly as it develops this business.

Due to all of these factors and the other risks discussed in this Report and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2006, you should not rely on quarter-to-quarter, period-to-period or year-to-year comparisons of our results of operations as an indication of our future performance. Quarterly, period, or annual comparisons of our operating results are not necessarily meaningful or indicative of future performance.

**Liquidity and Capital Resources**

*Capital Requirements.* We require capital primarily to finance our:  
operations;

inventory;

accounts receivable;

research and development efforts;

property and equipment acquisitions, including investments in shared savings projects;

software development;

debt service requirements;

severance and incentive compensation obligations under separation agreements with our prior President and Chief Financial Officer; and

business and technology acquisitions and other growth transactions.

*Cash Flow.* We have historically financed our operations and growth primarily through a combination of cash on hand, cash generated from operations, borrowings under credit facilities, borrowings on other project or term loans, and proceeds from private and public sales of equity. At June 30, 2007, we had working capital of \$30,801,000, including \$6,824,000 in cash and cash equivalents, compared to working capital of \$38,844,000 on December 31, 2006, which included \$15,916,000 in cash and cash equivalents. At June 30, 2007 and December 31, 2006, we had \$4,500,000 of additional borrowing capacity from our credit facilities available to support working capital needs.

Net cash used in operating activities was \$8,458,000 in the six month period 2007, consisting of approximately \$4,008,000 of cash provided by operations, before changes in assets and liabilities, approximately \$12,468,000 of cash used by changes in working capital and other asset and liability accounts (including \$2,934,000 of cash used to fund a portion of the severance obligations of our retired founders) and approximately \$2,000 of cash provided by discontinued operations of MCM. This compares to net cash used in operating activities of \$3,219,000 in the six month period 2006, consisting of approximately \$4,802,000 of cash provided by operations, before changes in assets and liabilities, approximately \$8,061,000 of cash used by changes in working capital and other asset and liability accounts, and approximately \$40,000 of cash provided by discontinued operations of MCM.

Net cash used in investing activities was \$812,000 in the six month period 2007, as

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compared to net cash used in investing activities of \$2,133,000 in the six month period 2006. The majority of the net cash used by investing activities during the six month period 2007 was attributable to the purchase of equipment at PowerSecure and Southern Flow and the purchase of software at PowerSecure. The net cash used by investing activities during the six month period 2006 was attributable to the purchase of our additional investment in our unconsolidated affiliate.

Net cash provided by financing activities was \$177,000 in the six month period 2007, compared to net cash provided by financing activities of \$24,145,000 in the six month period 2006. The majority of the net cash provided by financing activities during the six month period 2007 was attributable to proceeds from the exercise of stock options, partially offset by cash payments on our preferred stock redemptions. The majority of the net cash provided by financing activities during the six month period 2006 was attributable to cash proceeds from a private placement of 2,012,548 shares of our common stock at a price of \$14.00 per share, raising gross proceeds of \$28,176,000, partially offset by net payments on our line of credit and principal payments on our long-term notes payable.

Our research and development expenses totaled \$499,000 during the six month period 2007 compared to \$373,000 during the six month period 2006. The majority of our six month period 2007 research and development expenses were directed toward the enhancement of Metretek Florida's business, including the development of its M2M communications products. During fiscal 2007, we plan to continue our research and development efforts to enhance our existing products and services and to develop new products and services. We anticipate that our research and development expenses in fiscal 2007 will total approximately \$785,000, the majority of which will be directed to Metretek Florida's business.

Our capital expenditures during the six month period 2007 were approximately \$812,000, of which \$551,000 was incurred at PowerSecure. Our six month period 2007 capital expenditures also included \$207,000 incurred at Southern Flow, largely to replace equipment items lost or damaged in a fire at its facility in Lafayette, Louisiana. During the six month period 2006, our capital expenditures were approximately \$903,000, the vast majority of which was incurred for the purchase of miscellaneous equipment items at PowerSecure. We anticipate capital expenditures in fiscal 2006 of approximately \$1.5 million, the vast majority of which will be for the benefit of the business of PowerSecure. In addition, we may incur additional capital expenditures for PowerSecure's shared savings distributed generation projects during fiscal 2007.

*Restructuring Obligations.* On April 16, 2007, our founders, W. Phillip Marcum, the former Chairman of the Board, President and Chief Executive Officer, and A. Bradley Gabbard, the former Executive Vice President and Chief Financial Officer, retired from and terminated their employment with us. In connection with their retirement, Messrs. Marcum and Gabbard each entered into separation agreements with us. The separation agreements were approved by the Compensation Committee of our Board of Directors. Under the separation agreements, we will pay Messrs. Marcum and Gabbard severance payments, for a period of three years for Mr.

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Marcum and two years for Mr. Gabbard, on regular payroll dates in aggregate amounts equal to \$2,810,990, for Mr. Marcum, and \$1,310,540 for Mr. Gabbard. The severance payments are payable as follows: \$468,498 plus interest thereon of \$11,712 to Mr. Marcum, and \$327,635 plus interest thereon of \$8,191 to Mr. Gabbard, are due on October 18, 2007, and the remainder are due in equal installments over the severance period on the Company's regular payroll dates. These severance payments were required by, and were established in accordance with, the employment agreements of Messrs. Marcum and Gabbard.

We will also pay incentive compensation to Messrs. Marcum and Gabbard, as required by their employment agreements, in an aggregate amount of \$4,400,000 to Mr. Marcum and \$3,600,000 to Mr. Gabbard. The incentive compensation to Messrs. Marcum and Gabbard is payable as follows: \$3,382,500 to Mr. Marcum and \$2,767,500 to Mr. Gabbard (including interest at the simple rate of 5% per annum) on October 18, 2007, and the remaining \$1,100,000 to Mr. Marcum and the remaining \$900,000 to Mr. Gabbard on June 15, 2008, plus interest at the simple rate of five percent (5%) per annum.

On April 24, 2007, we deposited into an escrow account with Zions First National Bank, as escrow agent, the sum of \$1,630,272 for Mr. Marcum and \$1,303,880 for Mr. Gabbard pursuant to an escrow agreement. The amounts represent the amounts payable to Messrs. Marcum and Gabbard on the Initial Payment Date less required tax withholdings. The escrowed funds will be released from escrow on October 18, 2007 and paid over to Messrs. Marcum and Gabbard by the escrow agent.

In connection with the restructuring, we have relocated our headquarters to PowerSecure's offices in Wake Forest, North Carolina. We recorded a pre-tax non-recurring restructuring charge in the amount of \$14,139,000 during the three months ended June 30, 2007, which includes all amounts payable under the various separation agreements as well as certain related costs. The restructuring charge also includes amounts we are obligated to pay to certain employees who were not relocated to the new corporate headquarters in Wake Forest, North Carolina, as well as early lease termination penalties we are obligated to pay on our existing office lease in Denver, Colorado. We expect the restructuring and relocation will result in annual savings of approximately \$2.4 million, the effects of which will be recognized for accounting purposes commencing in the second half of 2007, and annually thereafter.

*Equipment Line of Credit.* On May 9, 2005, Caterpillar Financial Services Corporation offered PowerSecure a \$5,000,000 equipment line of credit, which was increased to \$7,500,000 on May 18, 2006, and which was renewed by Caterpillar on July 16, 2007, until July 31, 2008, or at an earlier date upon notice to PowerSecure in the sole discretion of Caterpillar. The equipment line is available to finance the purchase, from time to time, of Caterpillar generators used in PowerSecure projects, primarily in shared savings arrangements, pursuant to a letter by Caterpillar to PowerSecure containing the terms of this credit line.

Under the Caterpillar equipment line, PowerSecure may submit equipment purchases to Caterpillar for financing, and Caterpillar may provide such financing in its discretion at an

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interest rate, for a period of time between 12 and 60 months and upon such financing instruments, such as a promissory note or an installment sales contract, as are set by Caterpillar on a project by project basis. The letter from Caterpillar provides that the equipment line is not an unconditional binding commitment to provide such financing and that the equipment line is contingent upon the continued credit-worthiness of PowerSecure in the sole discretion of Caterpillar.

With respect to any equipment financed by Caterpillar, PowerSecure must make a 10% cash down payment of the purchase price and grant to Caterpillar a first priority security interest in the equipment being financed as well as other equipment related to the project. At June 30, 2007, PowerSecure had the full \$7.5 million available for additional equipment purchases under the equipment line of credit.

*Working Capital Credit Facility.* We have a credit facility with First National Bank of Colorado that provides for a \$4.5 million revolving credit facility. On August 7, 2006, our credit facility with FNBC was modified to reduce the interest rate on borrowed funds, reduce the unused line fee, eliminate the annual fee and relax certain financial covenants and reporting requirements. Southern Flow and PowerSecure are the borrowers under the credit facility. Amounts, if any, borrowed under the credit facility currently bear interest at the lender's prime rate. The credit facility matures on September 1, 2007. We are exploring our options with respect to our future access to credit facilities.

The credit facility had been used primarily to fund the operations and growth of PowerSecure, as well as the operations of Southern Flow and Metrotek Florida. In April 2006, upon completion of the 2006 private placement, we paid down our credit facility balances to \$0 and have not borrowed on the credit facility since that time.

The credit facility is structured in two parts: a \$2.5 million facility for PowerSecure and a \$2.0 million facility for Southern Flow. Borrowings under the PowerSecure facility are limited to a borrowing base consisting of the sum of 75% of PowerSecure's eligible accounts receivable, plus 25% of the sum of PowerSecure's unbilled accounts receivable less the amount of PowerSecure's unearned revenues or advanced billings on contracts, plus 25% of PowerSecure's inventory. Borrowings under the Southern Flow facility are limited to a borrowing base consisting of the sum of 80% of Southern Flow's eligible accounts receivable plus 20% of Southern Flow's inventory. At June 30, 2007, the aggregate borrowing base under the credit facility was \$4,500,000, all of which was available to us for borrowing.

The credit facility is primarily evidenced by a credit agreement, to which Metrotek Technologies, PowerSecure, Southern Flow and Metrotek Florida are obligor parties and FNBC is the lender. The obligations of PowerSecure and Southern Flow, as borrowers, under the credit agreement are secured by security agreements by Southern Flow, PowerSecure and Metrotek Florida and are guaranteed by Metrotek Technologies. The security agreements grant to FNBC a first priority security interest in virtually all of the assets of each of the parties to the credit facility.

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The credit agreement contains customary representations and warranties and affirmative and negative covenants, including financial covenants pertaining to minimum current assets to current liabilities ratio for PowerSecure, minimum tangible net worth for Southern Flow and maximum debt to tangible net worth ratios of the Company. The credit agreement contains other customary covenants that apply to us and to PowerSecure, Southern Flow and Metrotek Florida, limiting the incurrence of additional indebtedness or liens, restricting dividends and redemptions of capital stock, restricting their ability to engage in mergers, consolidations, sales and acquisitions, to make investments, to issue guarantees of other obligations, to engage in transactions with affiliates to or make restricted payments and other matters customarily restricted in secured loan agreements, without FNBC's prior written consent.

The credit agreement contains customary events of default, including payment defaults, breach of representations and warranties, covenant defaults, cross-defaults, certain bankruptcy or insolvency events, judgment defaults and certain ERISA-related events.

*Preferred Stock Redemption.* The terms of our Series B preferred stock required us to redeem all shares of our Series B preferred stock that remained outstanding on December 9, 2004 at a redemption price equal to the liquidation preference of \$1,000 per share plus accumulated and unpaid dividends. Our remaining redemption obligation at June 30, 2007, to holders of outstanding shares of Series B preferred stock that have not been redeemed, is approximately \$104,000.

*Contractual Obligations and Commercial Commitments.* We incur various contractual obligations and commercial commitments in our normal course of business. We lease certain office space, operating facilities and equipment under long-term lease agreements. To the extent we borrow under our credit facility or under the Caterpillar equipment line, we are obligated to make future payments under those facilities. Also, as discussed in Note 3, *Income Taxes* of the Notes to the Consolidated Financial Statements, we adopted the provisions of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* an interpretation of FASB Statement No. 109 as of January 1, 2007. At June 30, 2007, we had a liability for unrecognized tax benefits and payment of related interest and penalties totaling \$348,000. We do not expect a significant payment related to these obligations within the next year and we are unable to make a reasonably reliable estimate when cash settlement with a taxing authority will occur. Accordingly, the table information below, which is as of June 30, 2007, does not include the liability for unrecognized tax benefits:

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	<b>Payments Due by Period (1)</b>				
	<b>Total</b>	<b>Remainder of 2007</b>	<b>Years 2008-2009</b>	<b>Years 2010-2011</b>	<b>After 2011</b>
<b>Contractual Obligations</b>					
Credit Facility (2)	\$	\$	\$	\$	\$
Restructuring Obligations	10,522,000	4,872,000	5,295,000	355,000	
Capital Lease Obligations	10,000	2,000	4,000	4,000	
Operating Leases	4,091,000	471,000	1,451,000	753,000	1,416,000
Series B Preferred Stock	104,000	104,000			
Caterpillar Equipment Line (2)					
<b>Total</b>	<b>\$ 14,727,000</b>	<b>\$ 5,449,000</b>	<b>\$ 6,750,000</b>	<b>\$ 1,112,000</b>	<b>\$ 1,416,000</b>

(1) Does not include interest that may become due and payable on such obligations in any future period.

(2) Total repayments are based upon borrowings outstanding as of June 30, 2007, not projected borrowings.

*Off-Balance Sheet Arrangements.* During the six month period 2007, we did not engage in any material off-balance sheet activities or have any relationships or arrangements with unconsolidated entities established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Further, we have not guaranteed any obligations of unconsolidated entities nor do we have any commitment or intent to provide additional funding to any such entities.

*Liquidity.* Based upon our plans and assumptions as of the date of this report, we currently believe that our capital resources, including our cash and cash equivalents, amounts available under our credit facility, along with funds expected to be generated from our operations, will be sufficient to meet our anticipated cash needs, including for working capital, research and development, capital expenditures, severance and incentive compensation obligations, and debt service commitments, for at least the next 12 months. However, any projections of future cash needs and cash flows are subject to substantial risks and uncertainties. See Cautionary Note Regarding Forward-Looking Statements below in this Item and Part II, Item 1A Risk Factors below. We also continually evaluate opportunities to expand our current, or to develop new, products, services, technology and businesses that could increase our capital needs. In addition, from time to time we consider the acquisition of, or the investment in, complementary businesses,



products, services and technology that might affect our liquidity requirements. We cannot provide any assurance that our actual cash requirements will not be greater than we currently expect or that these sources of liquidity will be available when needed.

**Recent Accounting Pronouncements**

In February 2006, the Financial Accounting Standards Board ( FASB ) issued FAS No. 155, Accounting for Certain Hybrid Financial Instruments-an amendment of FASB Statements No. 133 and 140 ( FAS 155 ). FAS 155 eliminates the exemption from applying FASB

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Statement No. 133 to interests in securitized financial assets. FAS 155 became effective for us on January 1, 2007. The adoption of FAS 155 had no effect on our financial position or results of operations.

In June 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* an Interpretation of FASB Statement No. 109 ( *FIN 48* ). FIN 48 clarifies the accounting for uncertainty in income taxes by prescribing a minimum recognition threshold for a tax position taken or expected to be taken in a tax return that is required to be met before being recognized in the financial statements. FIN 48 also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. The cumulative effect of adopting FIN 48 of \$348,000 was recorded as an increase to our accumulated deficit, which would otherwise have increased our income tax expense in prior periods.

In September 2006, the FASB issued FAS No. 157, *Fair Value Measurements* ( *FAS 157* ). FAS 157 defines fair value to measure assets and liabilities, establishes a framework for measuring fair value, and requires additional disclosures about the use of fair value. FAS 157 is applicable whenever another accounting pronouncement requires or permits assets and liabilities to be measured at fair value. FAS 157 does not expand or require any new fair value measures. FAS 157 will become effective for us on January 1, 2008. We are currently evaluating the impact that the adoption of FAS 157 will have on our financial position and results of operations.

In February 2007, the FASB issued FAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* ( *FAS 159* ), which permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. FAS 159 will be effective for us on January 1, 2008. We are currently evaluating the impact that the adoption of FAS 159 will have on our financial position and results of operations.

**Cautionary Note Regarding Forward-Looking Statements**

This Quarterly Report on Form 10-Q (this *Report* ) contains forward-looking statements within the meaning of and made under the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended (the *Securities Act* ), and Section 21E of the Securities Exchange Act of 1934, as amended (the *Exchange Act* ). From time to time in the future, we may make additional forward-looking statements in presentations, at conferences, in press releases, in other reports and filings and otherwise. Forward-looking statements are all statements other than statements of historical fact, including statements that refer to plans, intentions, objectives, goals, strategies, hopes, beliefs, projections, prospects, expectations or other characterizations of future events or performance, and assumptions underlying the foregoing. The words *may* , *could* , *should* , *would* , *will* , *project* , *intend* , *continue* , *believe* , *anticipate* , *expect* , *plan* , *potential* , *opportunity* and *scheduled* , variations of such words, and other comparable terminology similar expressions are often, but not always, used to identify forward-looking statements. Examples of forward-looking statements include, but are not limited

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to, statements about the following:

our prospects, including our future revenues, expenses, net income, margins, profitability, cash flow, liquidity, financial condition and results of operations;

our products and services and our markets, including market position, market share, market demand and benefits to customers;

our ability to successfully develop, operate and grow our operations and businesses;

our business plans, strategies, goals and objectives;

the sufficiency of our capital resources, including our cash and cash equivalents, funds generated from operations, available borrowings under our credit arrangements and other capital resources, to meet our future working capital, capital expenditure, debt service and business growth needs;

industry trends and customer preferences;

the nature and intensity of our competition, and our ability to successfully compete in our markets;

business acquisitions, combinations, sales, alliances, ventures and other similar business transactions and relationships;

the effects on our business, financial condition and results of operations of litigation and other claims and proceedings that arise from time to time; and

future economic, business, market and regulatory conditions.

Any forward-looking statements we make are based on our current plans, intentions, objectives, goals, strategies, hopes, beliefs, projections and expectations, as well as assumptions made by and information currently available to management. You are cautioned not to place undue reliance on any forward-looking statements, any or all of which could turn out to be wrong. Forward-looking statements are not guarantees of future performance or events, but are subject to and qualified by substantial risks, uncertainties and other factors, which are difficult to predict and are often beyond our control. Forward-looking statements will be affected by assumptions we might make that do not materialize or prove to be incorrect and by known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those expressed, anticipated or implied by such forward-looking statements. These risks, uncertainties and other factors include, but are not limited to, those identified in our Annual Report on Form 10-K for the fiscal year ended December 31, 2006, as amended or supplemented in subsequently filed Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as other risks, uncertainties and other factors discussed elsewhere in this Report and in our other reports and documents filed from time to time with the SEC.

Any forward-looking statements contained in this Report speak only as of the date of this Report, and any other forward-looking statements we make from time to time in the future speaks only as of the date it is made. We undertake no duty or obligation to update or revise any forward-looking statement for any reason, whether as a result of changes in our expectations or the underlying assumptions, the receipt of new information, occurrence of future or unanticipated events, circumstances or conditions or otherwise.

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**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

We are exposed to certain market risks arising from transactions we enter into in the ordinary course of business. These market risks are primarily due to changes in interest rates, foreign exchange rates and commodity prices, which may adversely affect our financial condition, results of operations and cash flow.

Our exposure to market risk resulting from changes in interest rates relates primarily to income from our investments in short-term interest-bearing marketable securities, which is dependent upon the interest rate of the securities held, and to interest expenses attributable to our credit facility, which is based on floating interest rates as described in Item 2. Management's Discussion and Analysis of Financial Conditions and Results of Operations of this report.

At June 30, 2007, our cash and cash equivalent balance was approximately \$6.8 million and our credit facility had a zero balance. All of our cash equivalents are currently invested in money market mutual funds, short-term time deposits, and government agency and corporate obligations, the income of which generally increases or decreases in proportion to increases or decreases, respectively, in interest rates. We do not believe that changes in interest rates have had a material impact on us in the past or are likely to have a material impact on us in the foreseeable future. For example, a change of 1% (100 basis points) in the interest rate on either our investments or any future reasonably likely borrowings would not have a material impact on our financial condition, results of operations or cash flow.

Since substantially all of our revenues, expenses and capital spending are transacted in U.S. dollars, we are not exposed to significant foreign exchange risk. However, from time to time we are subject to market risk from fluctuating commodity prices in certain raw materials we use.

We do not use derivative financial instruments to manage or hedge our exposure to interest rate changes or other market risks, or for trading or other speculative purposes.

**Item 4. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of June 30, 2007, the end of the period covered by this Report. Based upon that evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including our chief executive officer and our chief financial officer, as appropriate

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to allow timely decisions regarding required disclosure.

**Changes in Internal Control over Financial Reporting**

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Limitations in Control Systems**

Because of its inherent limitations, any control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, no evaluation of controls and procedures can provide absolute assurance that all errors, control issues and instances of fraud will be prevented or detected. The design of any system of controls and procedures is also based in part on certain assumptions regarding the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

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**PART II**  
**OTHER INFORMATION**

**Item 1. Legal Proceedings**

From time to time, we are involved in disputes and legal proceedings. Our material legal proceedings are described in note 7 to our consolidated financial statements, Commitments and Contingencies and Income from Litigation Settlements, which is set forth in Item 1 of Part I of this Report and incorporated in this item by reference.

**Item 1A. Risk Factors**

Our business and operating results are subject to many risks, uncertainties and other factors. If any of these risks were to occur, our business, affairs, assets, financial condition, results of operations, cash flows and prospects could be materially and adversely affected. These risks, uncertainties and other factors include the information discussed elsewhere in this Report as well as the risk factors set forth in Item 1A. Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2006, which have not materially changed as of the date of this Report.

**Item 4. Submission of Matters to a Vote of Security Holders**

At our Annual Meeting of Stockholders, held on June 11, 2007, the following proposals were submitted to and approved by the stockholders of the Company:

**Proposal 1:** To elect two directors for a three-year term and until his successor is duly elected and qualified.

	For	Withheld
Basil M. Briggs	12,245,743	973,583
Sidney Hinton	13,136,743	82,583

**Proposal 2:** To ratify the appointment of Hein & Associates LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2007.

For	Against	Abstain
13,118,019	10,238	91,069

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**Item 6. Exhibits**

- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Filed herewith.)
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Filed herewith.)
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 and Rule 13a-14(b) or 15d-14(b) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Filed herewith.)
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 and Rule 13a-14(b) or 15d-14(b) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Filed herewith.)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

METRETEK TECHNOLOGIES, INC.

Date: August 8, 2007

By: /s/ Sidney Hinton

Sidney Hinton  
President and Chief Executive Officer

Date: August 8, 2007

By: /s/ Gary Zuiderveen

Gary Zuiderveen  
Vice President and Chief Financial Officer

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