POWERSECURE INTERNATIONAL, INC.
Form 10-Q
November 06, 2008

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2008

or

o	**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

POWERSECURE INTERNATIONAL, 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)

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 þ No o

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

Large accelerated filer o	Accelerated filer þ	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

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

As of November 1, 2008, 17,060,778 shares of the issuer s Common Stock were outstanding.

POWERSECURE INTERNATIONAL, INC.
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For the Quarterly Period Ended September 30, 2008
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PART I.
FINANCIAL INFORMATION

Item 1. Financial Statements

POWERSECURE INTERNATIONAL, INC. AND SUBSIDIARIES
Consolidated Balance Sheets
(unaudited)

	September 30, 2008	December 31, 2007
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 8,313,552	$ 28,709,688
Trade receivables, net of allowance for doubtful accounts of $331,151 and $262,547, respectively	39,291,353	36,753,399
Other receivables	722,999	376,198
Inventories	19,115,719	20,785,549
Deferred income taxes	2,463,986	2,528,636
Prepaid expenses and other current assets	841,881	1,091,498
Assets of discontinued operations held for sale (Note 3)		2,399,589
Total current assets	70,749,490	92,644,557
PROPERTY, PLANT AND EQUIPMENT:		
Equipment	18,765,545	6,663,520
Furniture and fixtures	625,741	614,589
Land, building and improvements	4,535,139	1,013,022
Total property, plant and equipment, at cost	23,926,425	8,291,131
Less accumulated depreciation and amortization	3,529,497	2,640,424
Property, plant and equipment, net	20,396,928	5,650,707
OTHER ASSETS:		
Goodwill	7,255,710	7,255,710
Restricted annuity contract	2,106,522	2,001,204
Intangible rights and capitalized software costs, net of accumulated amortization of $1,365,503 and $947,550, respectively	1,324,198	1,660,676
Investment in unconsolidated affiliate (Note 2)	3,967,593	3,652,251
Other assets	96,440	158,363
Total other assets	14,750,463	14,728,204
TOTAL	$ 105,896,881	$ 113,023,468

See accompanying notes to consolidated financial statements.

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POWERSECURE INTERNATIONAL, INC. AND SUBSIDIARIES
Consolidated Balance Sheets
(unaudited)

	September 30, 2008	December 31, 2007
LIABILITIES AND STOCKHOLDERS EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 8,487,671	$ 11,321,639
Accrued and other liabilities	20,828,905	35,156,946
Current income taxes payable	45,203	
Restructuring charges payable	1,499,093	4,047,849
Note payable (Note 4)	129,200	
Liabilities of discontinued operations held for sale (Note 3)		754,589
Current unrecognized tax benefit	78,867	83,987
Capital lease obligations	1,472	1,392
Total current liabilities	31,070,411	51,366,402
LONG-TERM NOTES PAYABLE (Note 4)	2,357,900	
NON-CURRENT UNRECOGNIZED TAX BENEFIT	757,066	674,173
NON-CURRENT RESTRUCTURING CHARGES	621,274	1,682,543
DEFERRED COMPENSATION OBLIGATION	304,920	55,440
NON-CURRENT CAPITAL LEASE OBLIGATIONS	4,211	5,326
COMMITMENTS AND CONTINGENCIES		
MINORITY INTEREST IN SUBSIDIARY		
STOCKHOLDERS EQUITY:		
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; 17,040,778 and 16,860,267 shares issued and outstanding, respectively	170,408	168,602
Additional paid-in-capital	107,283,181	105,472,838

Accumulated deficit	(36,672,490)	(46,401,856)
Total stockholders equity	70,781,099	59,239,584
TOTAL	$ 105,896,881	$ 113,023,468

See accompanying notes to consolidated financial statements.

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POWERSECURE INTERNATIONAL, INC. AND SUBSIDIARIES
Consolidated Statements of Operations
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	**2007**	**2008**	**2007**
Revenues	$ 33,557,309	$ 26,229,619	$ 109,083,969	$ 74,236,764
Cost of sales	22,645,919	18,090,327	74,352,518	53,112,707
Gross profit	10,911,390	8,139,292	34,731,451	21,124,057
Operating expenses:				
General and administrative	7,113,529	5,123,984	21,909,537	15,478,024
Selling, marketing and service	1,251,973	1,114,748	4,465,498	2,431,213
Depreciation and amortization	543,706	386,611	1,528,382	1,084,475
Research and development	29,076	6,327	92,857	108,574
Restructuring charges				14,139,216
Total operating expenses	8,938,284	6,631,670	27,996,274	33,241,502
Operating income (loss)	1,973,106	1,507,622	6,735,177	(12,117,445)
Other income and (expenses):				
Management fees	137,115	102,623	450,323	305,905
Interest income	89,020	166,251	434,082	516,652
Interest and finance charges	(54,995)	(18,535)	(157,859)	(32,732)
Equity income	839,445	656,186	3,030,005	1,977,481
Other income		107,100		663,441
Minority interest		5,809		5,809
Income (loss) before income taxes	2,983,691	2,527,056	10,491,728	(8,680,889)
Income tax provision	(69,739)	(162,121)	(684,194)	(638,398)
Income (loss) from continuing operations	2,913,952	2,364,935	9,807,534	(9,319,287)
Discontinued operations Metretek Florida				
Loss on disposal			(42,278)	(140,490)
Income (loss) from operations		290,181	(35,890)	493,045
Income (loss) from discontinued operations		290,181	(78,168)	352,555
Net income (loss)	$ 2,913,952	$ 2,655,116	$ 9,729,366	$ (8,966,732)

PER SHARE AMOUNTS (NOTE 1):

Income (loss) from continuing operations:				
Basic	$ 0.18	$ 0.15	$ 0.60	$ (0.58)
Diluted	$ 0.17	$ 0.14	$ 0.57	$ (0.58)
Net income (loss)				
Basic	$ 0.18	$ 0.16	$ 0.59	$ (0.56)
Diluted	$ 0.17	$ 0.15	$ 0.57	$ (0.56)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:				
Basic	16,406,789	16,157,500	16,354,118	15,975,083
Diluted	16,922,743	17,153,155	17,116,765	15,975,083

See accompanying notes to consolidated financial statements.

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POWERSECURE INTERNATIONAL, INC.
Consolidated Statements of Cash Flows
(unaudited)

	Nine Months Ended September 30, 2008	Nine Months Ended September 30, 2007
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ 9,729,366	$ (8,966,732)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	1,528,382	1,113,292
Minority interest in subsidiary		(5,809)
Deferred income taxes	64,650	
Loss on disposal of miscellaneous assets	161,533	73,963
Equity in income of unconsolidated affiliate	(3,030,005)	(1,977,481)
Distributions from unconsolidated affiliate	3,375,398	1,994,462
Stock compensation expense	1,576,179	1,027,486
Changes in other assets and liabilities:		
Trade receivables, net	(2,537,954)	547,726
Inventories	1,669,830	(7,573,619)
Other current assets	(51,981)	10,808
Assets of discontinued operations held for sale	2,399,589	144,490
Other noncurrent assets	61,923	24,469
Accounts payable	(2,833,968)	(9,815,638)
Restructuring charges, net of cash payments	(3,610,025)	10,453,605
Accrued and other liabilities	(14,328,041)	24,069,750
Liabilites of discontinued operations held for sale	(754,589)	
Unrecognized tax benefits	77,773	
Deferred compensation obligation	249,480	
Retirement annuity	(105,318)	
Net cash provided by (used in) operating activities	(6,357,778)	11,120,772
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to property, plant and equipment	(15,857,353)	(779,457)
Investment in unconsolidated affiliate	(709,594)	
Additions to intangible rights and software development	(199,596)	(462,481)
Proceeds from sale of property, plant and equipment	6,150	1,700
Net cash used in investing activities	(16,760,393)	(1,240,238)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from term loan	2,584,000	
Proceeds from stock option exercises, net of shares tendered	235,970	1,022,159
Principal payments on long-term notes payable	(96,900)	
Payments on preferred stock redemptions		(220,186)

Payments on capital lease obligations	(1,035)	(5,129)
Net cash provided by financing activities	2,722,035	796,844
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(20,396,136)	10,677,378
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	28,709,688	15,916,460
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 8,313,552	$ 26,593,838

See accompanying notes to consolidated financial statements.

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POWERSECURE INTERNATIONAL, INC. AND SUBSIDIARIES
Notes to Unaudited Consolidated Financial Statements
As of September 30, 2008 and December 31, 2007 and
For the Three and Nine Month Periods Ended September 30, 2008 and 2007

1. Summary of Significant Accounting Policies

Organization The accompanying consolidated financial statements include the accounts of PowerSecure International, Inc. and its subsidiaries, primarily, PowerSecure, Inc. (our PowerSecure subsidiary) and its majority-owned and wholly-owned subsidiaries, UtilityEngineering, Inc., PowerServices, Inc., EnergyLite, Inc., EfficientLights, LLC and Reid s Trailer, Inc. dba PowerFab (PowerFab); Southern Flow Companies, Inc. (Southern Flow); Metretek International, Inc. (formerly known as Metretek, Incorporated) (Metretek Florida) and its majority-owned subsidiary, Metretek Contract Manufacturing Company, Inc. (MCM); and WaterSecure Holdings, Inc. (WaterSecure), collectively referred to as the Company or we or us or 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 our Annual Report on Form 10-K for the year ended December 31, 2007.

In management s opinion, 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 us and our subsidiaries as of September 30, 2008 and the consolidated results of our operations and cash flows for the three and nine month periods ended September 30, 2008 and September 30, 2007.

Principles of Consolidation The consolidated financial statements include the accounts of PowerSecure International, Inc. and its subsidiaries after elimination of intercompany accounts and transactions. We use the equity method to account for our investment in unconsolidated affiliate.

Use of Estimates The preparation of our consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires our management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates include percentage-of-completion estimates, allowance for doubtful accounts receivable, inventory valuation reserves, and our deferred tax valuation allowance.

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 per share reflects the potential dilution that would occur if stock options and warrants were exercised using the average market price for our stock for the period. Diluted earnings per share excludes the impact of potential common shares related to stock options and warrants in periods in which we report a loss from continuing operations or in which the option or warrant exercise price is greater than the average market price of our common stock during the period because the effect of including them in the calculation would be antidilutive. A total of 1,036,637 common shares underlying in-the-money stock options and warrants were excluded from diluted weighted average shares outstanding for the nine months ended September 30, 2007 because their effect would be antidilutive.

The following table sets forth the calculation of basic and diluted earnings (loss) per share:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	**2007**	**2008**	**2007**
Income (loss) from continuing operations	$ 2,913,952	$ 2,364,935	$ 9,807,534	$ (9,319,287)
Income (loss) from discontinued operations		290,181	(78,168)	352,555
Net income (loss)	$ 2,913,952	$ 2,655,116	$ 9,729,366	$ (8,966,732)
Basic weighted-average common shares outstanding in period	16,406,789	16,157,500	16,354,118	15,975,083
Add dilutive effects of stock options and warrants	515,954	995,655	762,647	
Diluted weighted-average common shares outstanding in period	16,922,743	17,153,155	17,116,765	15,975,083
Basic earnings (loss) per common share:				
Income (loss) from continuing operations	$ 0.18	$ 0.15	$ 0.60	$ (0.58)
Income (loss) from discontinued operations		0.01	(0.01)	0.02
Basic earnings (loss) per common share	$ 0.18	$ 0.16	$ 0.59	$ (0.56)
Diluted earnings (loss) per common share:				
Income (loss) from continuing operations	$ 0.17	$ 0.14	$ 0.57	$ (0.58)
Income (loss) from discontinued operations		0.01		0.02
Diluted earnings (loss) per common share	$ 0.17	$ 0.15	$ 0.57	$ (0.56)

Cash and Cash Equivalents 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. We maintain our cash in bank deposit accounts, which, at times, may exceed federally insured limits. We have not experienced any losses in such accounts. We do not believe we are exposed to any significant credit risk on cash and cash equivalents.

Minority Interest The minority shareholder s interest in the equity and losses of EfficientLights is included in minority interest in the accompanying consolidated financial statements. The minority shareholder s interest in accumulated losses of EfficientLights exceeded its basis in EfficientLights at December 31, 2007. Accordingly, we discontinued recording additional minority interest losses in EfficientLights effective January 1, 2008.

In December 2007, the Financial Accounting Standards Board (FASB) issued Financial Accounting Standards (FAS) No. 160, Noncontrolling Interests in Consolidated Financial Statements-an amendment of ARB No. 51 (FAS 160), which establishes accounting and reporting standards for the noncontrolling interest in a subsidiary (minority interest) and for the deconsolidation of a subsidiary. We will be required to adopt the provisions of FAS 160 beginning January 1, 2009. We are currently evaluating the impact that the adoption of FAS 160 will have on our financial position and results of operations.

Income Taxes On January 1, 2007, we 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.

We account for income taxes in accordance with the provisions of FAS No. 109, Accounting for Income Taxes . Accordingly, we recognize deferred income tax assets and liabilities for the estimated future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. We have net operating loss carryforwards available in certain jurisdictions to reduce future taxable income. Future tax benefits for net operating loss carryforwards are recognized to the extent that realization of these benefits is considered more likely than not. To the extent that available evidence raises doubt about the realization of a deferred income tax asset, a valuation allowance is established.

Fair Value Measurements Effective January 1, 2008, we 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 our financial position or results of operations.

In October 2008, the FASB issued Staff Position No. FAS 157-3, Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active (FSP FAS 157-3). FSP FAS 157-3 clarifies the application of SFAS 157 in a market that is not active and illustrates how an entity would determine fair value of a financial asset when the market for that financial asset is not active. FSP FAS 157 became effective upon issuance, including prior periods for

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which financial statements have not been issued. We have adopted FSP FAS 157 for the consolidated financial statements contained within this Form 10-Q. The adoption of FSP FAS 157-3 had no effect on our financial position or results of operations.

Financial Assets and Financial Liabilities Effective January 1, 2008, we adopted the provisions of 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. The adoption of FAS 159 had no effect on our financial position or results of operations.

Business Combinations In December 2007, the FASB issued FAS No. 141(R), Business Combinations-a replacement of FASB Statement No. 141 (FAS 141(R)), which significantly changes the principles and requirements for how the acquirer of a business recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree. FAS 141(R) also provides guidance for recognizing and measuring the goodwill acquired in the business combination and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. FAS 141(R) is effective prospectively, except for certain retrospective adjustments to deferred tax balances, for fiscal years beginning after December 15, 2008 and will become effective for us on January 1, 2009. We are currently evaluating the potential impact that the adoption of FAS 141(R) will have on our financial position and results of operations.

Derivative Instruments and Hedging Activities In March 2008, the FASB issued FAS No. 161, Disclosures About Derivative Instruments and Hedging Activities an amendment of FASB Statement No. 133 (FAS 161). FAS 161 amends FAS No. 133 by requiring expanded disclosures about, but does not change the accounting for, derivative instruments and hedging activities, including increased qualitative, quantitative, and credit-risk disclosures. FAS 161 is effective for fiscal years and interim periods beginning after November 15, 2008 and will become effective for us on January 1, 2009. We are currently evaluating the potential impact that the adoption of FAS 161 will have on our financial position and results of operations.

Reclassification In December 2007, our board of directors approved a plan to discontinue the operations of Metretek Florida and sell all of its assets (see Note 3). The operations of the discontinued segment have been reclassified to discontinued operations for all periods presented in the accompanying consolidated statements of operations. In addition, certain 2007 amounts have been reclassified to conform to current year presentation. Such reclassifications had no impact on our net income or stockholders equity.

2. Investment in Unconsolidated Affiliate

Through WaterSecure, we own a significant minority equity interest in Marcum Midstream 1995-2 Business Trust (MM 1995-2), which we account for under the equity method. MM 1995-2 owns and operates six water disposal wells located at five facilities in northeastern Colorado. On July 2, 2008, WaterSecure purchased additional equity interests in

MM 1995-2 for an aggregate purchase price of $710,000. The additional equity interests acquired increased WaterSecure s ownership interest to 40.45% of MM 1995-2, from 36.26% at December 31, 2007. The balance of our equity investment in MM 1995-2 includes approximately $841,000 and $719,000 of unamortized purchase premiums we paid on our acquired interests at September 30, 2008 and December 31, 2007, respectively. The premiums are being amortized over a remaining period of 12 years, which represents the weighted average useful life of the underlying assets acquired.

The following table sets forth certain summarized financial information for MM 1995-2 at September 30, 2008 and December 31, 2007 and for the three and nine months ended September 30, 2008 and 2007:

	September 30, 2008	December 31, 2007
Total current assets	$ 2,741,876	$ 3,136,735
Property, plant and equipment, net	7,988,098	8,366,745
Total other assets	7,499	13,469
Total assets	$ 10,737,473	$ 11,516,949
Total current liabilities	$ 1,405,505	$ 1,362,482
Long-term note payable	1,934,241	2,372,807
Total shareholders equity	7,397,727	7,781,660
Total liabilities and shareholders equity	$ 10,737,473	$ 11,516,949

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
Total revenues	$ 4,404,281	$ 3,189,887	$ 14,771,503	$ 9,493,031
Total costs and expenses	2,328,983	1,380,367	6,655,437	4,039,859
Net income	$ 2,075,298	$ 1,809,520	$ 8,116,066	$ 5,453,172

3. Discontinued Operations

In December 2007, our board of directors approved a plan to sell substantially all of the assets of Metretek Florida, which operated our automated data collection and telemetry segment. The board of directors adopted this plan in conjunction with its review of our strategic alternatives for our non-core businesses. On March 14, 2008, Metretek Florida entered into an Asset Purchase Agreement with Mercury Instruments LLC (Mercury). Under the purchase agreement, Metretek Florida sold substantially all of its assets and business to Mercury for a total purchase price of $2,250,000. The sale was completed March 31, 2008. On April 1, 2008, we received proceeds from the sale in the amount of $1,800,000, and the remaining proceeds from the sale in the amount of $450,000 were deposited by the seller into an escrow account.

Metretek Florida retained its cash, accounts receivables, accounts payable in excess of

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$182,700, and certain other liabilities, other than those liabilities expressly assumed by Mercury in the purchase agreement. Mercury assumed most of the customer orders of Metretek Florida and its facilities lease. The purchase agreement contains customary representations, warranties and indemnification obligations by Metretek Florida and Mercury to each other, and includes a one year escrow of 20% of the purchase price to support the indemnity obligations of Metretek Florida.

As a result of the sale, we recorded an after-tax estimated loss on disposal of our discontinued operations of $1,120,000 during the fourth quarter of fiscal 2007. Upon closing of the sale, we recorded an additional loss on disposition in the amount of $42,278 to reflect changes in assets and liabilities sold from December 31, 2007 to the date of closing. This non-cash charge represents our current estimate of the actual losses incurred. Additional losses may be recorded to the extent indemnity obligations are incurred, or warranty and other obligations exceed amounts we have currently reserved.

The accompanying consolidated financial statements have been reclassified for all periods presented to reflect the operations of Metretek Florida as discontinued operations. We ceased recording depreciation upon classification of the assets as discontinued operations in January 2008. Depreciation and amortization expense of Metretek Florida during the three and nine months ended September 30, 2007 was $8,786 and $19,169, respectively. The following table sets forth the results of discontinued operations for the three and nine months ended September 30, 2008 and 2007:

	Three Months Ended September 30,		**Nine Months Ended September 30,**	
	2008	**2007**	**2008**	**2007**
Total revenues	$	$ 1,512,976	$ 1,284,576	$ 3,707,925
Operating expenses		1,222,795	1,320,466	3,214,880
Income (loss) from operations		290,181	(35,890)	493,045
Loss on disposal			(42,278)	(140,490)
Income (loss) from discontinued operations	$	$ 290,181	$ (78,168)	$ 352,555

The following assets and liabilities were segregated and classified as held for sale or liquidation in the accompanying consolidated balance sheet at December 31, 2007:

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		December 31, 2007
Inventories	$	1,189,437
Prepaid expenses and other current assets		195,159
Property, plant and equipment, net		162,618
Goodwill		770,558
Intangible assets, less accumulated amortization		47,530
Other assets		34,287
Assets of discontinued operations held for sale or liquidation	$	2,399,589
Current liabilities	$	754,589
Other		
Liabilities of discontinued operations held for sale or liquidation	$	754,589

Net cash flows of our discontinued operations from the categories of investing and financing activities were not significant for the three and nine months ended September 30, 2008 and 2007.

4. Debt

Line of Credit We have a Credit Agreement (the Credit Agreement) with Citibank, N.A., as the administrative agent (the Agent), and the other lenders party thereto (Lender), providing for a $25 million senior, first-priority secured revolving and term credit facility (the Credit Facility). The Credit Facility is guaranteed by our active subsidiaries and secured by the assets of the Company and those subsidiaries. The Credit Facility matures on August 23, 2010. We expect to use the Credit Facility primarily to fund the growth and expansion of our business.

While the Credit Facility primarily functions as a $25 million revolving line of credit, we are permitted to carve out up to three term loans, in an aggregate amount of up to $5 million, to fund acquisitions, with each term loan having the tenor and amortization of seven years and maturing on August 23, 2016. Any amounts borrowed under any term loans reduce the aggregate amount of the revolving loan available for borrowing.

Outstanding balances under the Credit Facility bear interest, at our discretion, at either the London Interbank Offered Rate (LIBOR) for the corresponding deposits of U. S. Dollars plus an applicable margin, which is on a sliding scale ranging from 125 basis points to 200 basis points based upon our leverage ratio, or at the Agent s alternate base rate plus an applicable margin, on a sliding scale ranging from minus 25 basis points to plus 50 basis points based upon our leverage ratio. Our leverage ratio is the ratio of our funded indebtedness as of a given date to our consolidated earnings before interest, taxes, deprecation and amortization (EBITDA) for the four consecutive fiscal quarters ending on such date. The Agent s alternate base rate is equal to the higher of the Federal Funds Rate as published by the Federal Reserve of New York plus

0.50%, and the Agent s prime commercial lending rate. Through September 30, 2008, we did not borrow any amounts under the Credit Facility.

The Credit Facility is not subject to any borrowing base computations or limitations, but does contain certain financial covenants that we must meet. Our maximum leverage ratio cannot exceed 2.75. Our minimum fixed charge coverage ratio must be in excess of 1.75, where fixed charge coverage ratio is defined as the ratio of the aggregate of our trailing 12 month consolidated EBITDA plus our lease or rent expense minus our cash paid for taxes, divided by the sum of our consolidated interest charges plus our lease or rent expenses plus our scheduled principal payments and dividends, computed over the previous period. Also, our minimum asset coverage must be in excess of 1.25, where asset coverage is defined as the summation of 80% of the book value of accounts receivable plus 60% of the book value of inventory plus 50% of the book value of net fixed assets, divided by total funded debt outstanding less any acquisition term debt. At September 30, 2008, we were in compliance with these financial covenants.

The Credit Agreement also contains customary representations and warranties and affirmative and negative covenants, including restrictions with respect to liens, indebtedness, loans and investments, material changes in our business, asset sales or leases or transfers of assets, restricted payments such as distributions and dividends, mergers or consolidations and transactions with affiliates. Upon the sale of our assets other than in the ordinary course of business, or the sale of any of our capital stock or debt, we are required to use the net proceeds thereof to repay any indebtedness then outstanding under the Credit Facility.

Our obligations under the Credit Facility are secured by guarantees (Guarantees) and security agreements (the Security Agreements) by each of our active subsidiaries. The Guarantees guaranty all of our obligations under the Credit Facility, and the Security Agreements grant to the Lenders a first priority security interest in virtually all of the assets of each of the parties to the Credit Agreement.

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.

On January 17, 2008, we acquired the land and building constituting our principal executive offices and the offices of our PowerSecure subsidiary, located in Wake Forest, North Carolina for a purchase price of approximately $3.3 million. Previously, we had leased the facilities from the seller. We determined it was more financially favorable to us to acquire the facilities than to continue leasing them, and that the ownership of these facilities served the best interests of our stockholders.

The acquisition of the facilities was financed in large part through a $2,584,000 seven year term loan under a Term Credit Agreement (the Term Credit Agreement) with the Lender. The Term Credit Agreement is in addition to, and on substantially the same terms and conditions as, the Credit Facility, including nearly identical covenants (financial and operating), representations, warranties, collateral, security and events of default. The Term Credit Agreement, like the Credit Facility, is guaranteed by our active subsidiaries and secured by the assets of the Company and those subsidiaries.

The outstanding balance under the Term Credit Agreement is payable on a quarterly basis and bears interest, at our discretion, at either LIBOR for the corresponding deposits of U. S. Dollars plus an applicable margin, which is on a sliding scale ranging from 125 basis points to 200 basis points based upon our leverage ratio, or at the Lender s alternate base rate plus an applicable margin, on a sliding scale ranging from minus 25 basis points to plus 50 basis points based upon our leverage ratio, as under the Credit Facility.

Upon the sale of either our PowerSecure subsidiary or the facilities, we are required to use the net proceeds to repay the then outstanding balance on the Term Credit Agreement. Our obligations under the Term Credit Agreement are secured by a deed of trust by our PowerSecure subsidiary with respect to the facilities, and by the Guarantees and amendments to the existing Security Agreements by our active subsidiaries. The Guarantees guaranty all of our obligations under the Term Credit Agreement, and the Security Agreements, as amended, grant to the Lender a first priority security interest in virtually all of the assets of each of the parties to the Guarantees.

On January 17, 2008, we entered into a First Amendment to Credit Agreement with the Lender, modifying the Credit Agreement to incorporate and facilitate the Term Credit Agreement and to amend certain technical provisions of the Credit Agreement.

On May 5, 2008, we entered into a Second Amendment to Credit Agreement and First Amendment to Term Credit Agreement with the Lender, modifying the Credit Agreement and Term Credit Agreement to eliminate the restrictive covenants on annual capital expenditures.

Equipment Line On July 22, 2008, Caterpillar Financial Services Corporation (Caterpillar) renewed a line of credit to finance the purchase, from time to time, of Caterpillar generators to be used in our PowerSecure subsidiary s projects, primarily those projects sold under the recurring revenue model, pursuant to a letter by Caterpillar containing the terms of this credit line. The line of credit was increased from its previous $7,500,000 level to $10,000,000. Under this line of credit, our PowerSecure subsidiary may submit equipment purchases to Caterpillar for financing, and Caterpillar may provide such financing in its discretion at an 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 line of credit expires on September 30, 2009 (subject to renewal, if requested by PowerSecure and accepted by Caterpillar in its sole discretion), or at an earlier date upon notice given by Caterpillar in its sole discretion. The letter setting forth the terms of the line of credit confirms the intent of Caterpillar to finance equipment purchases by our PowerSecure subsidiary, but is not an unconditional binding commitment to provide such financing. The line of credit contains various customary provisions and is contingent upon the continued credit-worthiness of our PowerSecure subsidiary in the sole discretion of Caterpillar.

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There were no balances borrowed or outstanding under the Equipment Line with Caterpillar at or during the period ended September 30, 2008.

5. Share-Based Compensation

We account for share-based compensation in accordance with the provisions of FAS No. 123 (Revised 2004), Share-Based Payment (FAS 123(R)), which requires measurement of compensation cost for all stock-based awards at the fair value on date of grant and recognition of compensation over the service period for awards expected to vest. We measure the fair value of restricted stock awards based on the number of shares granted and the quoted price of our common stock on the date of the grant, and we measure the fair value of stock options using the Black-Scholes valuation model. These fair values are recognized as compensation expense over the service period, net of estimated forfeitures.

Stock Options Historically, we have granted stock options to employees, directors, advisors and consultants under three stock plans. Under our 1991 Stock Option Plan, as amended (the 1991 Stock Plan), we granted incentive stock options and non-qualified stock options to purchase common stock to officers, employees and consultants. Options that were granted under the 1991 Stock Plan contained exercise prices not less than the fair market value of our common stock on the date of grant and had a term of ten years, the vesting of which was determined on the date of the grant, but generally contained a 2-4 year vesting period. Under our Directors Stock Plan as amended (Directors Stock Plan), we granted non-qualified stock options to purchase common stock to our non-employee directors at an exercise price not less than the fair market value of our common stock on the date of grant. Options that were granted under the Director s Stock Plan generally had a term of ten years and vested on the date of grant. Certain options granted to officers and non-employee directors under the 1991 Stock Plan and the Directors Stock Plan contained limited rights for receipt of cash for appreciation in stock value in the event of certain changes in control. At September 30, 2008, there were no options outstanding under the 1991 Stock Plan or the Directors Stock Plan.

Under our 1998 Stock Incentive Plan, as amended (the 1998 Stock Plan), we granted incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock, performance awards and other stock-based awards to our officers, directors, employees, consultants and advisors for shares of our common stock. Stock options granted under the 1998 Stock Plan contained exercise prices not less than the fair market value of our common stock on the date of grant, and had a term of 10 years from the date of grant. Nonqualified stock option grants to our Directors under the 1998 Stock Plan generally vested over periods up to two years. Qualified stock option grants to our employees under the 1998 Stock Plan generally vested over periods up to five years. The 1998 Stock Plan replaced our 1991 Stock Plan and Directors Stock Plan. The 1998 Stock Plan expired on June 12, 2008, so no additional awards can be made under that plan after such date, although awards granted prior to such date will remain outstanding and subject to the terms and conditions of those awards.

In March 2008, our board of directors adopted the PowerSecure International, Inc. 2008 Stock Incentive Plan (the 2008 Stock Plan), which was approved by our stockholders at the

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Annual Meeting of Stockholders held on June 9, 2008. The 2008 Stock Plan authorizes our board of directors to grant incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock, performance awards and other stock-based awards to our officers, directors, employees, consultants and advisors for up to an aggregate of 600,000 shares of our common stock. Stock options granted under the 2008 Stock Plan must contain exercise prices not less than the fair market value of our common stock on the date of grant, and must contain a term not in excess of 10 years from the date of grant. There were no stock options granted under the 2008 Stock Plan through September 30, 2008. The 2008 Stock Plan replaced our 1998 Stock Plan.

Net income for the three months ended September 30, 2008 and 2007 includes $103,000 and $313,000, respectively, of pre-tax compensation costs related to outstanding stock options. Net income for the nine months ended September 30, 2008 and 2007 includes $513,000 and $781,000 of pretax compensation costs, respectively, related to outstanding stock options. The after-tax compensation cost of outstanding stock options for the three and nine months ended September 30, 2008 was $63,000 and $313,000, respectively. There were no net income tax benefits related to our stock-based compensation arrangements during the three and nine months ended September 30, 2007 because a valuation allowance was provided for nearly all of our net deferred tax assets. All of the stock option compensation expense is included in general and administrative expenses in the accompanying consolidated statements of operations.

A summary of option activity for the nine months ended September 30, 2008 is as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Balance, December 31, 2007	1,727,868	$ 5.34		
Granted-Directors				
Granted-Employees	30,000	12.14		
Exercised	(149,333)	3.15		
Canceled				
Forfeited	(62,500)	11.22		
Balance, September 30, 2008	1,546,035	$ 5.44	5.38	$ 0.62
Exercisable, September 30, 2008	1,297,035	$ 4.45	4.98	$ 1.62

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

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Balance, December 31, 2006	2,085,344	$ 4.61		
Granted-Directors	37,500	12.72		
Granted-Employees	25,000	12.29		
Exercised	(402,058)	2.67		
Canceled				
Forfeited	(13,750)	8.26		
Balance, September 30, 2007	1,732,036	$ 5.30	6.20	$ 7.23
Exercisable, September 30, 2007	1,496,278	$ 3.84	5.56	$ 8.71

The weighted average grant date fair value of the 30,000 options granted to employees during the nine months ended September 30, 2008 was $6.51. There were no stock options granted to directors during the nine months ended September 30, 2008. The weighted average grant date fair value of the 37,500 options granted to directors during the nine months ended September 30, 2007 was $8.29. The weighted average grant date fair value of the 25,000 options granted to employees during the nine months ended September 30, 2007 was $8.00. In each case, the fair value was measured using the Black-Scholes valuation model with the following assumptions:

	2008	2007
Expected stock price volatilility	60.3%	75.7%
Risk Free interest rate	2.96%	5.09%
Annual dividends	$	$
Expected life	5 years	5 years

We amortize the fair value of stock option grants over the applicable vesting period using the straight-line method and assuming a forfeiture rate of 5%. As of September 30, 2008 and December 31 2007, there was $1,277,000 and $1,979,000, respectively, of total unrecognized compensation costs related to all of our outstanding stock options. These costs at September 30, 2008 are expected to be recognized over a weighted average period of 1.3 years.

During the three months ended September 30, 2008 and 2007, the total intrinsic value of stock options exercised was $49,000 and $2,398,000, respectively, and the total fair value of stock options vested was $84,000 and $164,000, respectively. During the nine months ended September 30, 2008 and 2007, the total intrinsic value of stock options exercised was $996,000 and $4,421,000, respectively, and the total fair value of stock options vested was $711,000 and $861,000, respectively.

Cash received from stock option exercises for the three months ended September 30, 2008 and 2007 was $23,000 and $621,000, respectively. Cash received from stock option exercises for the nine months ended September 30, 2008 and 2007 was $471,000 and

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$1,022,000, respectively.

Restricted Stock Awards We have granted restricted stock awards under our 1998 Stock Plan and under our 2008 Stock Plan. A total of 12,500 and 50,648 restricted shares were granted under the 2008 Stock Plan during the three and nine months ended September 30, 2008, respectively. Net income for the three and nine months ended September 30, 2008 includes $257,000 and $1,063,000, respectively, of pre-tax compensation costs related to outstanding restricted stock awards granted to directors, certain officers and our employees. A total of 600,000 restricted shares were granted under the 2008 Stock Plan during the nine months ended September 30, 2007. Net income for the three and nine months ended September 30, 2007 includes $247,000 and $247,000, respectively, of pre-tax compensation costs related to outstanding restricted stock awards granted to directors, certain officers and our employees. All of the restricted stock award compensation expense during the three and nine months ended September 30, 2008 and 2007 is included in general and administrative expenses in the accompanying consolidated statements of operations.

A summary of unvested restricted stock award activity for the nine months ended September 30, 2008 is as follows:

	Unvested Restricted Shares	Weighted Average Grant Date Fair Value
Balance, December 31, 2007	640,500	$ 12.48
Granted-Directors	23,148	8.64
Granted-Officers		
Granted-Employees	27,500	7.45
Vested	(65,788)	12.01
Forfeited		
Balance, September 30, 2008	625,360	$ 12.16

A summary of unvested restricted stock award activity for the nine months ended September 30, 2007 is as follows:

	Unvested Restricted Shares	Weighted Average Grant Date Fair Value
Balance, December 31, 2006		$
Granted-Directors		
Granted-Officers	600,000	12.34
Granted-Employees		
Vested		
Forfeited		
Balance, September 30, 2007	600,000	$ 12.34

Restricted shares are subject to forfeiture and cannot be sold or otherwise transferred until they vest. If the holder of the restricted shares leaves us before the restricted shares vest, other than due to termination by us without cause, then any unvested restricted shares will be forfeited and returned to us. The restricted shares granted to directors vest in equal quarterly amounts over one year. The restricted shares granted to employees vest in equal annual amounts over five years. The restricted shares previously granted to officers vest as follows:

A total of 300,000 restricted shares will cliff vest in their entirety on August 15, 2012.

A total of 22,500 restricted shares will cliff vest in their entirety on December 10, 2012.

The remaining 258,000 restricted shares vest in four equal annual installments, commencing when our annual report on Form 10-K for the year ended December 31, 2008 is filed, based upon the achievement of performance targets each year relating to our income from continuing operations for fiscal years 2008 through 2012.

All restricted and unvested shares will automatically vest upon a change in control.

The fair value of the restricted shares that vest over time is being amortized on a straight-line basis over the vesting period. The fair value of the performance vesting shares are expensed as the achievement of the performance criteria becomes probable and the related service period conditions are met. At September 30, 2008, the balance of unrecognized compensation cost related to unvested restricted shares was $6,278,000, which, assuming all future performance criteria will be met, we expect will be recognized over a weighted average period of approximately 4.4 years.

6. Commitments and Contingencies

From time to time, we hire employees that are subject to restrictive covenants, such as non-competition agreements with their former employers. We comply, and require our employees to comply, with the terms of all known restrictive covenants. However, we have 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 we do not believe any pending claims have merit, we cannot provide any assurance of the outcome of these claims.

From time to time, in the ordinary course of business we encounter performance issues with key component parts we utilize in our distributed generation systems, switchgear systems, and lighting products, such as engines, generators, breakers, fuel systems, LED and other lighting technologies, and other complex electrical components. While we strive to utilize high quality component parts from reputable suppliers, and to back-up their quality and performance with manufacturers warranties, even the best parts and components have performance issues from time to time, and these performance issues create significant financial and operating risks to our business, operations and financial results. These risks include the expense, time, focus and resources involved in repairing, replacing or modifying distributed generation systems, switchgear systems and lighting systems for component part malfunctions, whether or not covered under manufacturers' warranties and the burden and costs we would incur due to manufacturers disputing or failing to timely and fully honor their warranty obligations for quality and performance issues. These risks also include the potential material and adverse effects on our business, operations, reputation and financial results due to the cancellation or deferral of projects by our customers, or claims made by our customers for damages, as a result of performance issues.

Although we believe our suppliers warranties generally cover these performance issues, from time to time we face disputes with our suppliers with respect to those performance issues and their warranty obligations, or the performance issues are not covered by manufacturer s warranties, and our customers may claim to incur damages as a result of those performance issues. In those cases, we vigorously defend our position and rights, including our warranty rights, and we take all commercially practical actions to ensure our customers are fully satisfied with the quality of our products and services and do not incur any damages. As of the date of this report, we have identified performance issues with approximately $5-10 million of manufacturer s component parts installed in distributed generation systems deployed at customer s sites, and additional performance issues could arise from time to time in the future. We are working collaboratively with the manufacturers to resolve these issues. However, in the event the manufacturers solutions do not fully satisfy the required performance standards, we could incur additional costs to replace, rebuild, or repair these systems, as well as incur adverse material future financial consequences related to the cancellation of customer contracts. In certain instances, these performance issues could also result in customer s claims for damages. We currently expect the manufacturers to rectify these performance issues to meet our customers required performance standards with minimal additional cost to us, however, we cannot provide any assurance that an acceptable solution will be achieved in each case, or if a solution is achieved the timing or costs to us associated with such solutions. Additionally, the outcome of any warranty claims is inherently difficult to predict due to the uncertainty of technical solutions, cost, customer requirements, and the uncertainty inherent in litigation and disputes generally, and thus there is no assurance we will not be adversely affected by these, or other performance issues with key parts and components. In addition, the mere existence of performance issues, even if finally resolved with our suppliers, can have an adverse effect on our reputation for quality, which could adversely affect our business. Accordingly, potential negative financial impacts from these items cannot be estimated at this time.

From time to time, we are involved in other disputes and legal actions arising in the ordinary course of business. We intend 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.

7. Segment Information

In accordance with FAS No. 131, Disclosures about Segments of an Enterprise and Related Information, we define our operating segments as components of an enterprise for which discrete financial information is available and is reviewed regularly by the chief operating decision-maker, or decision-making group, to evaluate performance and make operating decisions. 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 two reportable business segments include: Distributed generation and energy efficiency; and natural gas measurement services. Previously we had been engaged in a third business segment, automated energy data collection and telemetry. That segment of our business has been discontinued and the results of its operations reported as discontinued operations (see Note 3).

Distributed Generation and Energy Efficiency The operations of our distributed generation and energy efficiency segment are conducted by our PowerSecure subsidiary. Our PowerSecure subsidiary commenced operations in September 2000. Our PowerSecure subsidiary s operating segment activities include products and services related to distributed generation, utility infrastructure, and energy efficiency. Our PowerSecure subsidiary provides products and services to utilities and their commercial, institutional, and industrial customers. Our PowerSecure subsidiary s distributed generation products and services involve the deployment of electric generation equipment that supplements the electric power grid, enabling utilities to avoid new investments in infrastructure for transmitting and distributing power, and providing their customers with dependable backup power with a strong return on investment. The distributed generation equipment is generally located at the utilities end-customer s business sites. Our PowerSecure subsidiary has sophisticated monitoring systems and electrical switching technologies, which work in tandem to reduce customers costs by managing load curtailment during peak power periods, and also ensure backup power is available during power outages. In addition to its core distributed generation products and services, our PowerSecure subsidiary provides utilities with regulatory consulting, energy system engineering and construction, and energy conservation services. Our PowerSecure subsidiary also provides commercial and industrial customers with the identification, design and installation of cost effective energy improvement systems for lighting, building controls, and other facility upgrades. Through September 30, 2008, the majority of our PowerSecure subsidiary s revenues have been generated from sales of distributed generation systems on a turn-key basis, where the customer purchases the systems from our PowerSecure subsidiary. Our PowerSecure subsidiary also markets its distributed generation products and services in a recurring revenue model that is expected to generate an increasing proportion of our PowerSecure subsidiary s revenues in future years.

Since 2005, our PowerSecure subsidiary has added several new business units designed to expand and complement its core distributed generation business and customers. UtilityEngineering provides fee-based, technical engineering services to our PowerSecure subsidiary s utility partners and customers. PowerServices provides rate analysis and other similar consulting services to our PowerSecure subsidiary s utility, commercial and industrial customers. EnergyLite assists customers in reducing their use of energy through investments in more energy-efficient technologies. Our PowerSecure subsidiary s UtilityServices business unit provides turnkey services to utilities for the construction and maintenance of utility infrastructure, and the Federal business unit also works in conjunction with our utility partners to provide infrastructure development services, focusing on federal projects. PowerFab builds trailers for the transportation of goods and equipment, an element of our PowerSecure subsidiary s mobile distributed generation equipment business strategy, as well as other fabrication services for our PowerSecure subsidiary s product line. Late in the third quarter 2007, our PowerSecure subsidiary launched a new majority-owned subsidiary, EfficientLights, that designs and manufactures lighting solutions specifically aimed at substantially reducing the energy consumed in lighting freezer and refrigeration cases in grocery stores.

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

Natural Gas Measurement Services 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 accounting policies of the reportable segments are the same as those described in Note 1 above. We evaluate the performance of our 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 our reportable segments is shown in the following table. The Other amounts include corporate overhead and related items including restructuring charges and net assets of discontinued operations. The table information excludes the revenues, depreciation, and income or losses of the discontinued Metretek Florida operations for all periods presented.

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Summarized Segment Financial Information
(all amounts reported in thousands)

	Three Months Ended September 30, 2008	Three Months Ended September 30, 2007	Nine Months Ended September 30, 2008	Nine Months Ended September 30, 2007
Revenues:				
PowerSecure	$ 28,706	$ 22,128	$ 94,869	$ 62,257
Southern Flow	4,851	4,101	14,215	11,979
Total	$ 33,557	$ 26,229	$ 109,084	$ 74,236
Gross profit:				
PowerSecure	$ 9,755	$ 7,038	$ 30,848	$ 17,833
Southern Flow	1,156	1,101	3,883	3,291
Total	$ 10,911	$ 8,139	$ 34,731	$ 21,124
Segment profit (loss) (1):				
PowerSecure	$ 2,408	$ 1,576	$ 8,087	$ 2,349
Southern Flow	591	667	2,303	2,006
Other	(1,026)	(735)	(3,655)	(16,472)
Total	$ 1,973	$ 1,508	$ 6,735	$ (12,117)
Capital expenditures:				
PowerSecure	$ 742	$ 291	$ 15,826	$ 842
Southern Flow	152	128	231	334
Other		11		66
Total	$ 894	$ 430	$ 16,057	$ 1,242
Depreciation and amortization:				
PowerSecure	$ 479	$ 332	$ 1,345	$ 927
Southern Flow	45	37	129	104
Other	20	17	54	53
Total	$ 544	$ 386	$ 1,528	$ 1,084

	September 30, 2008	September 30, 2007
Total assets:		
PowerSecure	$ 79,287	$ 82,343
Southern Flow	11,922	12,704
Other	14,688	12,065
Total	$ 105,897	$ 107,112

(1) Segment profit (loss) represents operating income (loss).

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

Introduction

The following discussion and analysis of our consolidated results of operations for the three and nine month period ended September 30, 2008, which we refer to as the third quarter 2008 and nine month period 2008, respectively, and the three and nine month period ended September 30, 2007, which we refer to as the third quarter 2007 and nine month period 2007, respectively, and of our consolidated financial condition as of September 30, 2008 should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this report.

Overview

We are a leading provider of energy management and efficiency solutions to utilities and their commercial, institutional and industrial customers. Our operations are currently focused on distributed generation, utility infrastructure, energy conservation and efficiency and energy services products and services. Our core distributed generation products and services involve the deployment of electric generation equipment that supplements the electric power grid, enabling utilities to avoid new investments in infrastructure for transmitting and distributing power, and providing their customers with dependable backup power with a strong return on investment. The distributed generation equipment is generally located at the utilities end-customer s business sites. We have sophisticated monitoring systems and electrical switching technologies, which work in tandem to reduce customers costs by managing load curtailment during peak power periods, and also ensure backup power is available during power outages. In addition to our core distributed generation products and services, we provide utilities with regulatory consulting, energy system engineering and construction, and energy conservation services. We also provide commercial and industrial customers with the identification, design and installation of cost effective energy improvement systems for lighting, building controls, and other facility upgrades.

We also conduct other business operations through other wholly-owned subsidiaries. Southern Flow conducts our natural gas measurement services operating segment. Southern Flow provides a wide variety of natural gas measurement services principally to producers and operators of natural gas production facilities. Previously, we had been engaged in a third business segment, automated energy data collection and telemetry which was conducted by our Metretek Florida subsidiary. That segment of our business has been discontinued and the results of its operations reported as discontinued operations.

In addition to our operating segments, WaterSecure owns a significant minority interest in MM 1995-2, which we refer to as the WaterSecure operations. We record management fees from our services as managing trustee and equity in the income of the WaterSecure operations, which operates production water disposal facilities located in northeastern Colorado.

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We commenced operations in 1991 as an energy services holding company, owning businesses designed to exploit service opportunities primarily in the natural gas industry. Since then, our business has evolved and expanded through acquisitions and formations of companies, businesses and product lines that have allowed us to reach a broader portion of the energy market, including the electricity market. 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, especially those related to distributed generation, utility infrastructure, energy conservation and efficiency and energy services.

We serve the energy industry by providing tailored solutions that address certain markets in the industry. In recent years, the energy industry has experienced a period of significant price increases for energy consumers, while at the same time it has been increasingly stressed by a continued increase in the demand for energy. This conflux of rising energy prices and rising energy demand has created opportunities for us to provide value to our customers, which include commercial and industrial energy users, energy producers and utilities, in addressing their energy needs. In carrying out our strategy, we conduct operations that include the offering of distributed generation to utilities and businesses to bring efficiencies to the increasingly constrained electric grid, the measurement and management of natural gas, the offering of energy efficiency projects that reduce the cost of energy consumption and the provision of engineering and support services for utilities. Our businesses are well positioned to benefit from many of the opportunities that have arisen in the current energy environment.

As an expanding company, we have developed a series of businesses centered around distributed generation, with a core turnkey distributed generation business. Commencing in late 2005, we have received several significant orders from our largest customer, Publix Super Markets, that have resulted in numerous projects in our core business and generated a significant amount of our revenues. We expect Publix will provide a significant amount of our revenues in fiscal 2008, although in a smaller portion than in previous years, as both the absolute amount of revenues from Publix will decline during the second half of fiscal 2008 as we complete the backlog of Publix orders, and as revenues from other customers continue to expand.

In addition, since 2005, we have added several new business units designed to expand and complement our core distributed generation and energy efficiency businesses and customers. Even with the addition of these business units and acquisitions, we are still in large part dependent upon the size and timing of the receipt of orders for, and of the rate of completion of, our projects, and our results of operations have in the past been, and in the future will most likely continue to be, significantly impacted by large projects and orders.

Recent Developments

We have begun implementing a marketing and business strategy designed to increase the percentage of our revenues that recur on an annual basis. Since late 2007, our efforts with this strategy have resulted in several new long-term recurring revenue contracts with utility partners and their customers to provide them with efficient standby power and the utilities with access to reliable distributed generation assets during peak power periods. Fulfilling our recurring revenue orders is expected to result in an increased and more stable base of future revenue, profit, and cash flow, and will require a substantial increase in capital costs, including working capital and possible debt financing, as well as extend revenue and profit recognition over longer periods compared to our traditional project-based turnkey projects, where revenue and profit is recognized as the project is completed. During the nine month period 2008, we invested $11.2 million in capital expenditures to construct distributed generation assets and generate future recurring revenue and profit under existing contracts. For the full-year 2008, we expect to incur approximately $20 million in total capital expenditures, with the majority of this investment expected to be made for recurring revenue projects.

From the end of the second quarter 2008 up through the date of this filing, we were awarded a total of $15 million of new business in our PowerSecure subsidiary, $12 million of which is project-based business expected to be recognized as revenue primarily during the period between the fourth quarter 2008 through 2009 and $3 million of which was for recurring revenue contracts expected to be recognized over the next 5-10 years.

In January 2008, we acquired the land and building constituting our principal executive offices and the offices of our PowerSecure subsidiary, located in Wake Forest, North Carolina, for a purchase price of approximately $3.3 million. Previously, we had leased the facilities from the seller.

In March 2008, we completed the sale of substantially all the assets of our Metretek Florida subsidiary following the plan approved by our board of directors in December 2007. The sale of Metretek Florida is a result of our evaluation of strategic alternatives for our non-core business units announced in the second half of 2007.

During the third quarter 2008, WaterSecure purchased additional equity interests in MM 1995-2 for an aggregate purchase price of $710,000. The additional equity interests acquired increased WaterSecure s ownership interest to 40.45% of MM 1995-2 from 36.26% at December 31, 2007.

Due to an increase in revenues by our PowerSecure and Southern Flow subsidiaries, our consolidated revenues during the third quarter 2008 increased by $7.3 million, representing a 27.9% increase compared to our third quarter 2007 consolidated revenues. As a result of increased investment in personnel and related expenses and infrastructure costs during the third quarter 2008, our total operating expenses increased by $2.3 million, or 34.8%, compared to our third quarter 2007 operating expenses. In addition, our third quarter 2008 management fees and equity income from the WaterSecure operations increased by a combined $0.2 million compared to the third quarter 2007. Our income from continuing operations and net income was $2.9 million during the third quarter 2008, versus income from continuing operations of $2.4 million and net income of $2.7 million (including $0.3 million income from discontinued operations) during the third quarter 2007.

Due to an increase in revenues by our PowerSecure and Southern Flow subsidiaries, our consolidated revenues during the nine month period 2008 increased by $34.8 million,

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representing a 46.9% increase compared to our nine month period 2007 consolidated revenues. Our nine month period 2007 operating expenses included a restructuring charge of $14.1 million. As a result, notwithstanding increased investment in personnel and related expenses and infrastructure costs during the nine month period 2008, our total operating expenses decreased by $5.2 million, or 15.8% compared to our nine month period 2007 operating expenses. In addition, our nine month 2008 management fees and equity income from the WaterSecure operations increased by a combined $1.2 million compared to the nine month period 2007. Finally, our nine month period 2007 other income included a combined $663,000 of litigation settlement income and gain from a fire related claim while there were no similar amounts during our nine month period 2008. Our income from continuing operations was $9.8 million during the nine month period 2008, versus a loss from continuing operations of $9.3 million during the nine month period 2007. Our net income was $9.7 million during the nine month period 2008, which included a loss from discontinued operations of $78,000, as compared to a net loss of $9.0 million during the nine month period 2007, which included income from discontinued operations of $353,000.

Our total backlog of orders and projects we have been awarded was $97 million at September 30, 2008 which compares to $112 million at June 30, 2008. This includes project-based revenues projected to be recognized as projects are completed, and recurring revenue contracts which are projected to be recognized over the life of the contract, as indicated in the table below:

Revenue backlog to be recognized after September 30, 2008

Description		Anticipated Revenue	Estimated Primary Recognition Period
Project-based Revenue	Near term	$39 Million	4Q08-2Q09
Project-based Revenue	Long term	$26 Million	2H09-2011
Recurring Revenue		$32 Million	4Q08 through 2014
Backlog to be recognized after September 30, 2008		**$97 Million**	

Note: Anticipated revenue and primary recognition periods are estimates subject to change. These backlog amounts are not intended to constitute the Company s total revenue over the indicated time periods, as the Company has additional, regular on-going revenue streams. Examples our additional, regular recurring revenues include revenues from our Southern Flow business, UtilityEngineering and PowerServices engineering fees, and monitoring revenue, among others.

As discussed below under Fluctuations, our financial results will fluctuate from quarter to quarter and year to year. Thus, there is no assurance that our past results, including the results of our quarter ended September 30, 2008, will be indicative of our future results, especially in light of the current challenges in the economy.

Operating Segments

We conduct our operations through two operating segments: Distributed Generation and Energy Efficiency; and Natural Gas Measurement Services. Our reportable segments are strategic business units that offer different products and services. They are managed separately

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because each business requires different technology and marketing strategies. Previously, we had also been engaged in a third business segment, Automated Energy Data Collection and Telemetry. That segment of our business has been discontinued and the results of its operations reported as discontinued operations.

Distributed Generation and Energy Efficiency

Our distributed generation and energy efficiency segment is conducted by our PowerSecure subsidiary. The primary elements of our PowerSecure subsidiary 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. Our PowerSecure subsidiary markets its distributed generation products and services directly to large end-users of electricity and through relationships with utilities. Through September 30, 2008, the majority of our PowerSecure subsidiary s revenues have been generated from sales of distributed generation systems on a turn-key basis, where the customer purchases the system from our PowerSecure subsidiary. Our PowerSecure subsidiary also markets its distributed generation products and services in a recurring revenue model where the customer pays for the benefits of the system on an ongoing basis and PowerSecure retains ownership of the system. This recurring revenue model is expected to become a more significant portion of our business and our revenues in future periods.

Our PowerSecure subsidiary is an expanding company that has developed a series of businesses complementary to its core turn-key distributed generation business. Since late 2005, our PowerSecure subsidiary has received several significant orders from its largest customer, Publix Super Markets, that have resulted in numerous projects in our PowerSecure subsidiary s core business generating a significant amount of our PowerSecure subsidiary s revenues in recent years.

Since 2005, our PowerSecure subsidiary has added several new business units designed to expand and complement its core distributed generation business and customers. UtilityEngineering provides fee-based, technical engineering services to our PowerSecure subsidiary s utility partners and customers. PowerServices provides rate analysis and other similar consulting services to our PowerSecure subsidiary s utility, commercial and industrial customers. EnergyLite assists customers in reducing their use of energy through investments in more energy-efficient technologies. Our PowerSecure subsidiary s UtilityServices business unit provides turnkey services to utilities for the construction and maintenance of utility infrastructure, and the Federal business unit also works in conjunction with our utility partners to provide infrastructure development services, focusing on federal projects. PowerFab builds trailers for the transportation of goods and equipment, an element of our PowerSecure subsidiary s mobile distributed generation equipment business strategy, as well as other fabrication services for our PowerSecure subsidiary s product line. Late in the third quarter 2007, our PowerSecure subsidiary launched a new majority-owned subsidiary, EfficientLights, that designs and manufactures lighting solutions specifically aimed at substantially reducing the energy consumed in lighting freezer and refrigeration cases in grocery stores.

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Each of our PowerSecure subsidiary s business units operates in a separate market with distinct technical disciplines, but all of these business units share a common customer base that our PowerSecure subsidiary services and grows through shared resources and customer leads. Accordingly, these business units are included within our PowerSecure subsidiary s segment results.

Natural Gas Measurement Services

Our natural gas measurement services segment is 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.

Results of Operations

The following discussion regarding revenues, gross profit, costs and expenses, and other income and expenses for the third quarter 2008 compared to the third quarter 2007 and for the nine month period 2008 compared to the nine month period 2007 excludes revenues, gross profit, and costs and expenses of the discontinued Metretek Florida segment operations.

Third Quarter 2008 Compared to Third Quarter 2007

Revenues

Our revenues are generated entirely by sales and services provided by our PowerSecure subsidiary and Southern Flow. The following table summarizes our revenues for the periods indicated:

	Quarter Ended September 30,		Period-over-Period Difference	
	2008	2007	$	%
	(In thousands)			
Segment Revenues:				
PowerSecure	$ 28,706	$ 22,128	$ 6,578	29.7%
Southern Flow	4,851	4,101	750	18.3%
Total	$ 33,557	$ 26,229	$ 7,328	27.9%

Our consolidated revenues for the third quarter 2008 increased $7.3 million, or 27.9%, compared to the third quarter 2007 due primarily to a significant increase of our PowerSecure subsidiary s revenues, together with a smaller increase in sales and service revenues at Southern Flow.

Our PowerSecure subsidiary s distributed generation sales are influenced by the number, size and timing of various projects as well as the percentage completion on in-process projects.

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Our PowerSecure subsidiary s distributed generation sales have fluctuated significantly in the past and are expected to continue to fluctuate significantly in the future. Our PowerSecure subsidiary s sales increased $6.6 million, or 29.7%, during the third quarter 2008 compared to the third quarter 2007. This increase was the net result of a $10.6 million increase in revenues from non-Publix customers, offset in part by a $4.0 million decrease in revenues from our largest customer, Publix. Overall, revenues from our traditional distributed generation project activity increased $0.6 million while the revenues from our other PowerSecure subsidiary business activities increased by $5.9 million during the third quarter 2008 compared to the third quarter 2007. The timing of the work performed and the effect of the percentage of completion of in-process projects during the third quarter 2008 resulted in the overall increase in sales and service revenues compared to the third quarter 2007. The continued growth of our revenues will depend on those factors as well as upon our ability to secure new significant purchase orders, as well as the amount and proportion of future recurring revenue projects, which sacrifices near-term revenue for more profitable long-term annual recurring revenues in the future.

The following table summarizes our PowerSecure subsidiary s revenues from Publix and from all other customers for the periods indicated:

	Quarter Ended September 30,	
	2008	2007
	(In thousands)	
Revenues from Publix projects	$ 9,002	$ 13,035
All other PowerSecure subsidiary revenues	19,704	9,093
Total PowerSecure subsidiary revenues	$ 28,706	$ 22,128
Publix as a percentage of total PowerSecure subsidiary revenues	31.4%	58.9%

We expect that revenues from Publix will constitute a smaller portion of our total revenues in future periods than it has in recent years, because our anticipated future projects, and thus revenues, from Publix will generally be implemented over a longer time period, and will be smaller in absolute amount in future periods, and because we expect continued growth in revenues from other customers.

Southern Flow s sales and service revenue increased $750,000, or 18.3%, during the third quarter 2008, as compared to the third quarter 2007, due to a $498,000 increase in field and service related revenues, together with a $252,000 increase in equipment sales. The increase in field and other service related revenue in the third quarter 2008 was due to continued favorable market conditions in the oil and gas sector as well as recently implemented strategies and incentive programs designed to accelerate its growth. Notwithstanding Southern Flow s increase in third quarter field and service related revenues, its revenue generating activities were adversely affected by operational disruptions due to hurricane activity in the Gulf during the period. The adverse effects of the hurricanes were somewhat mitigated by increased equipment sales to customers affected by the hurricanes, but these equipment sales are generally made at lower margins compared to Southern Flow s core field and service revenues.

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Gross Profit and Gross Profit Margins

Our gross profit represents our revenues less our cost of sales. Our gross profit margin represents our gross profit divided by our revenues. The following tables summarizes our segment costs of sales along with our segment gross profits and gross profit margins for the periods indicated:

	Quarter Ended September 30,		Period-over-Period Difference	
	2008	**2007**	**$**	**%**
	(In thousands)			
Segment Cost of Sales and Services:				
PowerSecure	$ 18,951	$ 15,090	$ 3,861	25.6%
Southern Flow	3,695	3,000	695	23.2%
Total	$ 22,646	$ 18,090	$ 4,556	25.2%
Segment Gross Profit:				
PowerSecure	$ 9,755	$ 7,038	$ 2,717	38.6%
Southern Flow	1,156	1,101	55	5.0%
Total	$ 10,911	$ 8,139	$ 2,772	34.1%
Segment Gross Profit Margins:				
PowerSecure	34.0%	31.8%		
Southern Flow	23.8%	26.8%		
Total	32.5%	31.0%		

Costs of sales and services include materials, personnel and related overhead costs incurred to manufacture products and provide services. The 25.2% increase in our consolidated cost of sales and services for the third quarter 2008, compared to the third quarter 2007, was attributable almost entirely to the costs associated with a 27.9% increase in sales.

The 25.6% increase in our PowerSecure subsidiary s costs of sales and services in the third quarter 2008 was a result in part from the costs associated with a 29.7% increase in our PowerSecure subsidiary s sales and services revenue, offset in part by the factors leading to the improvement in our PowerSecure subsidiary s gross profit margin. Our PowerSecure subsidiary s third quarter 2008 gross profit increased $2.7 million, or 38.6% compared to the third quarter 2007. Additionally, our PowerSecure subsidiary s gross profit margin increased by 2.2 percentage points over the prior year period, to 34.0%. A total of $2.4 million, or 86% of the gross profit increase was driven by our PowerSecure subsidiary s broad-based revenue gains, and $0.4 million, or 14% of the increase was driven by a favorable mix of higher margin projects.

The 23.2% increase in our Southern Flow subsidiary s costs of sales and services in the third quarter 2008 is the result in part from the costs associated with an 18.3% increase in its sales and service revenues, together with the factors leading to the decline in our Southern Flow subsidiary s gross profit margin. Southern Flow s gross profit margin decreased to 23.8% for

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the third quarter 2008, compared to 26.8% during the third quarter 2007, which decrease is due to the adverse effects of hurricanes in the Gulf which impeded our field and service personnel for several days during the third quarter 2008. The hurricanes hindered our Southern Flow subsidiary s ability to generate service revenue, but its underlying cost of services structure remained the same during the period. There were no similar hurricane disruptions during the third quarter 2007. As a result, our Southern Flow subsidiary s gross profit margin declined during the third quarter 2008 compared to the third quarter 2007.

Our gross profit and gross profit margin have been, and we expect will continue to be, affected by many factors, including the following:

Our ability to improve our operating efficiency and benefit from economies of scale;

Our ability to manage our materials and labor costs;

The geographic density of our projects;

The mix of higher and lower margin products and services;

The selling price of our products and services;

The rate of growth of our new businesses, which tend to incur costs in excess of revenues in their earlier phases and then become profitable and more efficient over time if they are successful; and

Other factors described below under Fluctuations.

Accordingly, there is no assurance that our future gross profit margins will continue to improve or even remain at recent levels, and are likely to fluctuate from quarter to quarter and from year to year. See Fluctuations below.

*Operating Expense*s

Our operating expenses include general and administrative expense, selling, marketing and service expense, depreciation and amortization, research and development, and restructuring charges. The following table sets forth our operating expenses for the periods indicated:

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	Quarter Ended September 30,		Period-over-Period Difference	
	2008	2007	$	%
	(In thousands)			
Operating Expenses:				
General and administrative	$ 7,113	$ 5,124	$ 1,989	38.8%
Selling, marketing and service	1,252	1,115	137	12.3%
Depreciation and amortization	544	387	157	40.6%
Research and development	29	6	23	383.3%
Total	$ 8,938	$ 6,632	$ 2,306	34.8%

Costs related to personnel, including wages, stock compensation, bonuses and commissions, are the most significant component of our operating expenses. We expect our recent operating expense increases to moderate in the near-term. However, over the long-term, as we continue to grow and invest in future business opportunities, we expect that our personnel costs will likewise continue to increase as we continue to hire new employees and as a result of performance-based compensation that rewards our financial success by increasing our compensation expenses through the payment of bonuses tied to financial performance. For example, we had 392 full-time employees in our continuing operations in September 2008 compared to 328 full-time employees in September 2007.

General and Administrative Expenses. General and administrative expenses include personnel wages, benefits, stock compensation, and bonuses and related overhead costs for the support and administrative functions. The 38.8% increase in our consolidated general and administrative expenses in the third quarter 2008, as compared to the third quarter 2007, was due to increases in personnel and related overhead costs associated with the development and growth of our business. The following table provides further detail of our general and administrative expenses:

	Quarter Ended September 30,		Period-over-Period Difference	
	2008	2007	$	%
	(In thousands)			
PowerSecure Subsidiary G&A Expense:				
Personnel costs	$ 3,740	$ 2,623	$ 1,117	42.6%
Vehicle lease and rental	676	385	291	75.6%
Insurance	249	200	49	24.5%
Rent-office and equipment	206	181	25	13.8%
Professional fees and consulting	96	119	(23)	-19.3%
Travel	212	100	112	112.0%
Other	415	404	11	2.7%
Southern Flow G&A Expense	513	394	119	30.2%
Corporate Overhead Expense	1,006	718	288	40.1%
Total	$ 7,113	$ 5,124	$ 1,989	38.8%

The increase in our PowerSecure subsidiary s personnel costs is due to additional

personnel to support the growth in operations of our PowerSecure subsidiary, additional stock compensation expense, higher employee benefit costs, and increases in bonuses and incentive compensation expense resulting from our PowerSecure subsidiary s profit gains in the third quarter 2008, compared to the third quarter 2007. We expect such personnel costs, as the largest component of our general and administrative expenses, to level off in the near-term but continue to increase over the long-term at our PowerSecure subsidiary as we continue to hire additional employees and reward them for performance in connection with our anticipated growth. Other general and administrative expense for our PowerSecure subsidiary include equipment supplies, computer supplies, office cleaning and security, office supplies, postage, repairs and maintenance, telephone, training, utilities and other taxes.

Southern Flow general and administrative expenses include similar personnel and related overhead costs incurred for the support and administrative functions of our natural gas measurement services segment. The increase in our Southern Flow subsidiary s general and administrative expense is due to additional personnel to support the growth in operations of our Southern Flow subsidiary, higher employee benefit costs, higher rent expense, and increased legal and accounting costs. While general and administrative expenses at Southern Flow have generally risen at modest rates in the past, recent initiatives to increase its growth will likely result in increased general and administrative expenses to support the future growth of our Southern Flow subsidiary.

Corporate overhead general and administrative expenses include similar personnel costs as described above as well as costs incurred for the benefit of all of our subsidiaries, such as legal, Sarbanes-Oxley, public company reporting, director expenses, accounting costs, and stock compensation expense on our restricted stock grants which we do not allocate to the subsidiaries. Overall, these costs increased due to the amortization of stock compensation expense on restricted stock grants, an increase in personnel costs, and an increase in accounting and legal costs.

Selling, Marketing and Service Expenses. 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 12.3% increase in selling, marketing and service expenses in the third quarter 2008, as compared to the third quarter 2007, was due nearly entirely to increased personnel and travel costs partially offset by a reduction in commission costs and bad debt expense at our PowerSecure subsidiary. The following table provides further detail of our selling, marketing and service expenses at our PowerSecure subsidiary:

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	Quarter Ended September 30,		Period-over-Period Difference	
	2008	2007	$	%
	(In thousands)			
PowerSecure Selling and Marketing Expense:				
Salaries	$ 523	$ 291	$ 232	79.7%
Commission	507	608	(101)	-16.6%
Travel	148	72	76	105.6%
Advertising and promotion	72	89	(17)	-19.1%
Bad debt expense	(5)	51	(56)	-109.8%
Other business development costs	7	4	3	75.0%
Total	$ 1,252	$ 1,115	$ 137	12.3%

Selling and marketing salary expenses increased due to additional sales personnel in the third quarter 2008, as compared to the third quarter 2007. In the future, we expect our selling, marketing and services expenses to continue to increase to support our anticipated future growth.

Depreciation and Amortization Expenses. 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. The 40.6% increase in depreciation and amortization expenses in the third quarter 2008, as compared to the third quarter 2007, primarily reflected an increase in depreciable assets acquired by our PowerSecure subsidiary throughout fiscal 2007 and the purchase of its primary office facility in January 2008. As a result of the above, our PowerSecure subsidiary s depreciation and amortization expenses increased in the third quarter 2008 by $148,000, or 44.2%, compared to the third quarter 2007.

Research and Development Expenses. Research and development expenses include the cost of materials and payments to consultants related to product design and development at our PowerSecure subsidiary. The increase in research and development expenses in the third quarter 2008, as compared to the third quarter 2007, primarily reflects product design and prototype costs for certain new technologies incurred in the third quarter 2008 for which there were no similar costs incurred in the third quarter 2007.

Other Income and Expenses

Our other income and expenses include management fees we earn as managing trustee of our equity investee relating to the WaterSecure operations, interest income, interest expense, equity income, income from litigation settlements, minority interest, and income taxes. The following table sets forth our other income and expenses for the periods indicated:

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	Quarter Ended September 30,		Period-over-Period Difference	
	2008	2007	$	%
	(In thousands)			
Other Income and (Expenses):				
Management fees	$ 137	$ 103	$ 34	33.0%
Interest income	89	166	(77)	-46.4%
Interest and finance charges	(55)	(19)	(36)	-189.5%
Equity income	839	656	183	27.9%
Other income		107	(107)	-100.0%
Minority interest		6	(6)	-100.0%
Income tax benefit (provision)	(70)	(162)	92	56.8%

Management Fees. Management fees consist entirely of fees we earn as the managing trustee of the WaterSecure operations. These fees, to a large extent, are based on a percentage of the revenues of the WaterSecure operations. The WaterSecure operations experienced strong revenue growth in the third quarter 2008 as a result of favorable market conditions in the oil and gas sector in the region in which it operates. As a direct result, our management fees increased in the third quarter 2008 by 33.0% compared to the third quarter 2007.

Interest Income. Interest income consists of interest we earn on our cash and cash equivalent balances. Interest income decreased $77,000 during the third quarter 2008, as compared to the third quarter 2007. This decrease was a result of lower cash and cash equivalent balances and lower rates earned on our cash and cash equivalent balances in the third quarter 2008 compared to the third quarter 2007. Our future interest income will depend on our cash and cash equivalent balances, which will increase and decrease depending upon our working capital needs, and future interest rates.

Interest and Finance Charges. Interest and finance charges include interest and finance charges on our working capital and term loan credit facilities. The $36,000 increase in interest and finance charges in the third quarter 2008, as compared to the third quarter 2007, reflects the unused line fee and amortization of our finance charges incurred on our line of credit with Citibank as well as interest and amortized finance charges on our term credit facility from Citibank to finance the purchase of our corporate headquarters and operational facilities of our PowerSecure subsidiary in Wake Forest, North Carolina. We expect our future interest and finance charges to increase as a result of our January 2008 term credit agreement and as a result of anticipated borrowings to fund our future expected growth, including financing potential significant recurring revenue projects.

Equity Income. Equity income consists of our minority ownership interest in the earnings of the WaterSecure operations. Our equity income is a direct function of the net income of the WaterSecure operations as well as changes in our ownership interest. During the third quarter 2008, our equity income increased by $183,000, or 27.9%, over the third quarter 2007. The performance of the WaterSecure operations, and our related equity income, was favorably affected by strong market conditions in the oil and gas sector in the region in which it operates. In addition, in July 2008 we purchased additional interests in our WaterSecure operations which

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resulted in additional equity income in the third quarter 2008 compared to the third quarter 2007. Notwithstanding our increased ownership in the WaterSecure operations, however, there is no assurance that the WaterSecure operations, and our related equity income, will continue to increase in the future.

Other Income. Other income for the third quarter 2007 consists of income from outstanding litigation claims against other parties involved in a class action lawsuit that we had previously settled with the class. There were no items of other income for the third quarter 2008.

Minority Interest. Minority interest consists of the minority shareholder s interest in the losses of EfficientLights for the third quarter 2007. The minority shareholder s interest in accumulated losses of EfficientLights exceeded its basis in EfficientLights at December 31, 2007. Accordingly, we discontinued recording additional minority interest losses in EfficientLights effective January 1, 2008.

Income Taxes. We account for income taxes in accordance with Financial Accounting Standards (FAS) No. 109, Accounting for Income Taxes (FAS 109), and Financial Accounting Standard Board (FASB) Interpretation No. 48, Accounting for Uncertainty in Income Taxes an Interpretation of FASB Statement No. 109 (FIN 48). Under the provisions of FAS 109, a deferred tax liability or asset (net of a valuation allowance) is provided in our financial statements by applying the provisions of applicable laws to measure the deferred tax consequences of temporary differences that will result in net taxable or deductible amounts in future years as a result of events recognized in the financial statements in the current or preceding years. Our income tax benefit or provision includes the effects of changes in the valuation allowance for our net deferred tax asset, state income taxes in various state jurisdictions in which we have taxable activities, federal alternative minimum tax, expenses associated with uncertain tax positions that we have taken or expense reductions from tax positions as a result of a lapse of the applicable statute of limitations. Historically, our federal income tax expense has been insignificant, generally limited to federal alternative minimum tax, because of our consolidated net operating losses. The decrease in the third quarter 2008 income tax provision compared to the third quarter 2007 is due to the effects of management s current assessment that a small portion of its deferred tax asset will be realized during 2008. Management s assessment is based on its judgment and its estimates concerning future events, including the generation of taxable income in 2009.

Nine Month Period 2008 Compared to Nine Month Period 2007

Revenues

The following table summarizes our revenues for the periods indicated:

	Nine Months Ended September 30, 2008	Nine Months Ended September 30, 2007	Period-over-Period Difference $	Period-over-Period Difference %
	(In thousands)			
Segment Revenues:				
PowerSecure	$ 94,869	$ 62,257	$ 32,612	52.4%
Southern Flow	14,215	11,979	2,236	18.7%
Total	$ 109,084	$ 74,236	$ 34,848	46.9%

Our consolidated revenues for the nine month period 2008 increased $34.8 million, or 46.9%, compared to the nine month period 2007 due primarily to a significant increase of our PowerSecure subsidiary s revenues, together with a smaller increase in sales and service revenues at Southern Flow.

Our PowerSecure subsidiary s distributed generation sales are influenced by the number, size and timing of various projects as well as the percentage completion on in-process projects. Our PowerSecure subsidiary s distributed generation sales have fluctuated significantly in the past and are expected to continue to fluctuate significantly in the future. Our PowerSecure subsidiary s sales increased $32.6 million, or 52.4%, during the nine month period 2008 compared to the nine month period 2007. The increase in our PowerSecure subsidiary s revenues during the nine month period 2008 compared to the nine month period 2007 was due to the combined effects of a $7.2 million increase in its revenues from its largest customer, Publix, together with an increase of $25.4 million in revenues from other customers. The timing of the work performed and the effect of the percentage of completion of in-process projects during the nine month period 2008 resulted in the overall increase in sales and service revenues compared to the nine month period 2007. The continued growth of our revenues will depend on those factors as well as upon our ability to secure new significant purchase orders, as well as the amount and proportion of future recurring revenue projects, which sacrifices near-term revenue for long-term annual recurring revenues in the future.

The following table summarizes our PowerSecure subsidiary s revenues from Publix and from all other customers for the periods indicated:

	Nine Months Ended September 30, 2008	Nine Months Ended September 30, 2007
	(In thousands)	
Revenues from Publix projects	$ 42,093	$ 34,932
All other PowerSecure subsidiary revenues	52,776	27,325
Total PowerSecure subsidiary revenues	$ 94,869	$ 62,257
Publix as a percentage of total PowerSecure subsidiary revenues	44.4%	56.1%

We expect that revenues from Publix will constitute a smaller portion of our total revenues in future periods than it has in recent years, because our anticipated future projects, and

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thus revenues, from Publix will generally be implemented over a longer time period, and will be smaller in absolute amount in future periods, and because we expect continued growth in revenues from other customers.

Southern Flow s sales and service revenue increased $2.2 million, or 18.7%, during the nine month period 2008, as compared to the nine month period 2007, due to a $1,696,000 increase in field and service related revenues, together with a $539,000 increase in equipment sales. The increase in field and other service related revenue in the nine month period 2008 was due to continued favorable market conditions in the oil and gas sector.

Gross Profit and Gross Profit Margins

The following tables summarizes our segment costs of sales along with our segment gross profits and gross profit margins for the periods indicated:

	Nine Months Ended September 30,		Period-over-Period Difference	
	2008	2007	$	%
	(In thousands)			
Segment Cost of Sales and Services:				
PowerSecure	$ 64,021	$ 44,424	$ 19,597	44.1%
Southern Flow	10,332	8,688	1,644	18.9%
Total	$ 74,353	$ 53,112	$ 21,241	40.0%
Segment Gross Profit:				
PowerSecure	$ 30,848	$ 17,833	$ 13,015	73.0%
Southern Flow	3,883	3,291	592	18.0%
Total	$ 34,731	$ 21,124	$ 13,607	64.4%
Segment Gross Profit Margins:				
PowerSecure	32.5%	28.6%		
Southern Flow	27.3%	27.5%		
Total	31.8%	28.5%		

The 40.0% increase in our consolidated cost of sales and services for the nine month period 2008, compared to the nine month period 2007, was attributable almost entirely to the costs associated with a 46.9% increase in sales.

The 44.1% increase in our PowerSecure subsidiary s costs of sales and services in the nine month period 2008 was a result in part from the costs associated with a 52.4% increase in our PowerSecure subsidiary s sales and services revenue, offset in part by the factors leading to the improvement in our PowerSecure subsidiary s gross profit margin. Our PowerSecure subsidiary s gross profit increased $13.0 million, or 73.0% in the nine month period 2008, compared to the nine month period 2007. Additionally, our PowerSecure subsidiary s gross profit margin increased by 3.9 percentage points in the nine month period 2008 over the nine month period 2007, to 32.5%. A total of $9.4 million, or 72% of the gross profit increase was driven by our PowerSecure subsidiary s broad-based revenue gains, and $3.7 million, or 28% of the increase was driven by a favorable mix of higher margin projects.

The 18.9% increase in Southern Flow s costs of sales and services in the nine month period 2008 is the result of the costs associated with an 18.7% increase in its sales and service revenues. Southern Flow s gross profit margin decreased to 27.3% for the nine month period 2008, compared to 27.5% during the nine month period 2007, which is within the range of normal fluctuations for Southern Flow.

Operating Expenses

The following table sets forth our operating expenses for the periods indicated:

	Nine Months Ended September 30,		Period-over-Period Difference	
	2008	2007	$	%
	(In thousands)			
Operating Expenses:				
General and administrative	$ 21,910	$ 15,478	$ 6,432	41.6%
Selling, marketing and service	4,465	2,431	2,034	83.7%
Depreciation and amortization	1,528	1,084	444	41.0%
Research and development	93	109	(16)	-14.7%
Restructuring charges		14,139	(14,139)	-100.0%
Total	$ 27,996	$ 33,241	$ (5,245)	-15.8%

General and Administrative Expenses. The 41.6% increase in our consolidated general and administrative expenses in the nine month period 2008, as compared to the nine month period 2007, was due to increases in personnel and related overhead costs associated with the development and growth of our business. The following table provides further detail of our general and administrative expenses:

	Nine Months Ended September 30,		Period-over-Period Difference	
	2008	2007	$	%
	(In thousands)			
PowerSecure Subsidiary G&A Expense:				
Personnel costs	$ 11,063	$ 7,927	$ 3,136	39.6%
Vehicle lease and rental	1,794	1,108	686	61.9%
Insurance	706	683	23	3.4%
Rent-office and equipment	656	473	183	38.7%
Professional fees and consulting	435	500	(65)	-13.0%
Travel	667	328	339	103.4%
Other	1,549	1,005	544	54.1%
Southern Flow G&A Expense	1,438	1,173	265	22.6%
Corporate Overhead Expense	3,602	2,281	1,321	57.9%
Total	$ 21,910	$ 15,478	$ 6,432	41.6%

The increase in our PowerSecure subsidiary s personnel costs is due to additional

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personnel to support the growth in operations of our PowerSecure subsidiary, additional stock compensation expense, higher employee benefit costs, and increases in bonuses and incentive compensation expense resulting from our PowerSecure subsidiary s profit gains in the nine month period 2008, compared to the nine month period 2007. We expect such personnel costs, as the largest component of our general and administrative expenses, to level off in the near-term but continue to increase over the long-term at our PowerSecure subsidiary as we continue to hire additional employees and reward them for performance in connection with our anticipated growth. Other general and administrative expense for our PowerSecure subsidiary include equipment supplies, computer supplies, office cleaning and security, office supplies, postage, repairs and maintenance, telephone, training, utilities and other taxes.

Southern Flow general and administrative expenses include similar personnel and related overhead costs incurred for the support and administrative functions of our natural gas measurement services segment. The increase in our Southern Flow subsidiary s general and administrative expense is due to additional personnel to support the growth in operations of our Southern Flow subsidiary, higher employee benefit costs, higher rent expense, and increased legal and accounting costs. While general and administrative expenses at Southern Flow have generally risen at modest rates in the past, recent initiatives to increase its growth will likely result in increased general and administrative expenses to support future growth of our Southern Flow subsidiary.

Corporate overhead general and administrative expenses include similar personnel costs as described above as well as costs incurred for the benefit of all of our subsidiaries, such as legal, Sarbanes-Oxley, public company reporting, director expenses, accounting costs, and stock compensation expense on our restricted stock grants which we do not allocate to the subsidiaries. Overall, these costs increased due to the amortization of stock compensation expense on restricted stock grants, an increase in accounting and legal costs, an increase in director expenses and an increase in public company reporting costs.

Selling, Marketing and Service Expenses. The 83.7% increase in selling, marketing and service expenses in the nine month period 2008, as compared to the nine month period 2007, was due nearly entirely to increased personnel, commission and travel costs at our PowerSecure subsidiary to drive current and future growth along with an increase in bad debt expense and advertising and promotional expense. The following table provides further detail of our selling, marketing and service expenses at our PowerSecure subsidiary:

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	Nine Months Ended September 30,		Period-over-Period Difference	
	2008	2007	$	%
	(In thousands)			
PowerSecure Selling and Marketing Expense:				
Salaries	$ 1,621	$ 821	$ 800	97.4%
Commission	1,841	1,125	716	63.6%
Travel	472	235	237	100.9%
Advertising and promotion	272	149	123	82.6%
Bad debt expense	246	92	154	167.4%
Other business development costs	13	9	4	44.4%
Total	$ 4,465	$ 2,431	$ 2,034	83.7%

Selling and marketing salary expenses increased due to additional sales personnel in the nine month period 2008, as compared to the nine month period 2007. The increase in commission costs is generally due to the increase in sales. The increase in bad debt expense is due to the combined writeoff of specific accounts as well as an increase in our general allowance reserve reflecting increased sales and receivable balances. In the future, we expect our selling, marketing and services expenses to continue to increase to support our anticipated future growth.

Depreciation and Amortization Expenses. The 41.0% increase in depreciation and amortization expenses in the nine month period 2008, as compared to the nine month period 2007, primarily reflected an increase in depreciable assets acquired by our PowerSecure subsidiary throughout fiscal 2007 and the purchase of its primary office facility in January 2008. As a result of the above, our PowerSecure subsidiary s depreciation and amortization expenses increased in the nine month period 2008 by $418,000, or 45.0%, compared to the nine month period 2007.

Research and Development Expenses. The decrease in research and development expenses in the nine month period 2008, as compared to the nine month period 2007, primarily reflects product design and prototype costs for certain technologies incurred in the nine month period 2007 which were completed and not incurred in the nine month period 2008.

Restructuring Charges. Restructuring charges of $14.1 million during the nine month period 2007 include the severance and associated costs related to certain organization changes focused on accelerating our growth. These restructuring charges also include costs related to our decision to relocate our corporate headquarters from Denver, Colorado to our facilities in Wake Forest, North Carolina. We did not incur any similar costs in the nine month period 2008.

Other Income and Expenses

The following table sets forth our other income and expenses for the periods indicated:

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	Nine Months Ended September 30,		Period-over-Period Difference	
	2008	2007	$	%
	(In thousands)			
Other Income and (Expenses):				
Management fees	$ 450	$ 306	$ 144	47.1%
Interest income	434	517	(83)	-16.1%
Interest and finance charges	(158)	(33)	(125)	-378.8%
Equity income	3,030	1,977	1,053	53.3%
Other income		663	(663)	-100.0%
Minority interest		6	(6)	-100.0%
Income tax benefit (provision)	(684)	(638)	(46)	-7.2%

Management Fees. The WaterSecure operations experienced strong revenue growth in the nine month period 2008 as a result of favorable market conditions in the oil and gas sector in the region in which it operates. As a direct result, our management fees increased in the nine month period 2008 by 47.1% compared to the nine month period 2007.

Interest Income. Interest income decreased $83,000 during the nine month period 2008, as compared to the nine month period 2007. This decrease was a result of both a decrease in our cash and cash equivalent balances as well as declining interest rates earned on our cash and cash equivalent balances in the nine month period 2008 compared to the nine month period 2007. Our future interest income will depend on our cash and cash equivalent balances, which will increase and decrease depending upon our working capital needs, and future interest rates.

Interest and Finance Charges. The $125,000 increase in interest and finance charges in the nine month period 2008, as compared to the nine month period 2007, reflects the unused line fee and amortization of our finance charges incurred on our line of credit with Citibank as well as interest and amortized finance charges on our term credit facility from Citibank to finance the purchase of our corporate headquarters and operational facilities of our PowerSecure subsidiary in Wake Forest, North Carolina. We expect our future interest and finance charges to increase as a result of our January 2008 term credit agreement and as a result of anticipated borrowings to fund our future expected growth, including financing potential significant recurring revenue projects.

Equity Income. During the nine month period 2008, our equity income increased by $1,053,000, or 53.3%, over the nine month period 2007. The performance of the WaterSecure operations, and our related equity income, was favorably affected by strong market conditions in the oil and gas sector in the region in which it operates. In July 2008, we purchased additional interests in our WaterSecure operations which also resulted in additional equity income in the nine month period 2008. Notwithstanding our increased ownership interest in the WaterSecure operations, however, there is no assurance that the WaterSecure operations, and our related equity income, will continue to increase in the future.

Other Income. Other income for the nine month period 2007 consists of income from outstanding litigation claims against other parties involved in a class action lawsuit that we had

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previously settled with the class along with a net gain from insurance proceeds from a fire claim at Southern Flow. There were no items of other income for the nine month period 2008.

Minority Interest. Minority interest consists of the minority shareholder s interest in the losses of EfficientLights for the nine month period 2007. The minority shareholder s interest in accumulated losses of EfficientLights exceeded its basis in EfficientLights at December 31, 2007. Accordingly, we discontinued recording additional minority interest losses in EfficientLights effective January 1, 2008.

Income Taxes. The increase in the nine month period 2008 income tax provision compared to the nine month period 2007 is due to increases in both our federal alternative minimum tax and state income taxes. The nine month period 2008 income tax provision also includes the effects of management s current assessment that a small portion of its deferred tax asset will be realized during 2008. Management s assessment is based on its judgment and its estimates concerning future events, including the generation of taxable income in 2009.

Fluctuations

Our revenues, expenses, margins, net income, cash flow 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 significant Publix orders, as well as the effects of customers delaying, deferring or canceling purchase orders or making smaller purchases than expected;
- our ability to continue to grow our business and generate increased revenues from non-Publix customers;
- our ability to increase our long-term revenues through recurring revenue projects;
- the effects of the current and future economic and market challenges on our business and revenues, especially due to these effects of these challenges on the timing of orders from our customers;
- general economic and political conditions such as the current economic situation and the volatility and disruption of the capital and the credit markets;
- our ability to obtain adequate supplies of key components and materials of suitable quality for our products on a timely and cost-effective basis, including the impact of fluctuations in the cost of raw materials;
- the performance of our products, services, and technologies, and the ability of our systems to meet the performance standards they are designed and built to deliver to our customers;
- our ability to implement our business plans and strategies and the timing of such implementation;
- the pace of development of our new businesses and the growth of their markets;

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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 our operating expenses;

changes in our valuation allowance for our net deferred tax asset.

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

the life cycles of our products and services;

budgeting cycles of utilities and other major customers;

changes and uncertainties in the lead times required to obtain the necessary permits and other governmental and regulatory approvals for projects;

the development and maintenance of business relationships with strategic partners;

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

changes in the prices charged by our suppliers;

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

the effects of litigation, claims and other proceedings; and

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

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 dependent upon the size and timing of customer orders and payments, and the timing of the completion of those projects. The timing of large individual sales, and of project completion, 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.

As we develop new related lines of business, our 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 our quarterly results is the amount of recurring, as opposed to non-recurring, sources of revenue. To date, the majority of our PowerSecure subsidiary s revenues have consisted of project-based revenues, which are recognized as the project is completed. However, we have recently focused our marketing efforts on developing more recurring revenue projects, for which the capital will be invested initially and the related revenue and profit will be recognized over the life of the contract, generally five to ten years, and this will affect our revenues and net income as we implement an increased number of these recurring revenue projects, particularly in the near-term.

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 cause fluctuations in Southern Flow s results of operations, adversely affecting results during hurricane season due to the effects on our customers and operations, and then enhancing results after the season due to rebuilding and repair efforts which require our services.

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, 2007, quarter-to-quarter, period-to-period or year-to-year comparisons of our results of operations should not be relied on 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

Overview

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 to finance our recurring revenue distributed generation projects, borrowings on term loans, and proceeds from private and public sales of equity. On a forward-looking basis, we require capital primarily to finance our:

- operations;
- inventory;
- accounts receivable;
- property and equipment acquisitions, including investments in recurring revenue projects;
- software purchases or development;
- debt service requirements;
- restructuring obligations;
- deferred compensation obligations; and
- business and technology acquisitions and other growth transactions.

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Working Capital

At September 30, 2008, we had working capital of $39.7 million, including $8.3 million in cash and cash equivalents, compared to working capital of $41.3 million at December 31, 2007, which included $28.7 million in cash and cash equivalents. Changes in the components of our working capital from December 31, 2007 to September 30, 2008 are explained in greater detail below. At both September 30, 2008 and December 31, 2007, we had $25.0 million of additional borrowing capacity from our primary credit facility available to support working capital needs.

Cash Flows

The following table summarizes our cash flows for the periods indicated:

	Nine Months Ended September 30,	
	2008	**2007**
	(In thousands)	
Net cash flows provided by (used in) operating activities	$ (6,358)	$ 11,120
Net cash flows used in investing activities	(16,760)	(1,240)
Net cash provided by financing activities	2,722	797
Net increase (decrease) in cash and cash equivalents	$ (20,396)	$ 10,677

Cash Flows Provided by (Used in) Operating Activities

Cash provided by (used in) operating activities consists primarily of net income adjusted for certain non-cash items including depreciation and amortization, stock-based compensation expenses, minority interest, and equity income. Cash provided by operating activities also include cash distributions from our unconsolidated affiliate and the effect of changes in working capital and other activities.

Cash used in operating activities was $6.4 million in the nine month period 2008, consisting of $13.4 million net income, distributions from our unconsolidated affiliate and non-cash items more than offset by $19.8 million of cash used by working capital items. Cash used by working capital items was primarily due to a $14.3 million reduction in accrued liabilities including accrued distributed generation project costs, a $2.8 million reduction in accounts payable, a $2.5 million increase in trade receivables in excess of current period collections and $3.6 million of payments on our restructuring obligations; partially offset by a net $1.6 million from the disposal of the assets and liabilities of our discontinued operations, a $1.7 million reduction in inventories, and a $0.1 million change in other assets and liabilities. The $13.4 million of cash provided by net income, distributions from our unconsolidated affiliate and non-cash items during the nine month period 2008 consisted primarily of $9.7 million of net income together with $3.4 million of distributions from our WaterSecure operations, $1.5 million of depreciation and amortization and $1.6 million of non-cash stock compensation; partially offset by $3.0 million in non-cash equity income from our WaterSecure operations.

Cash provided by operating activities was $11.1 million in the nine month period 2007, consisting of a $9.0 million net loss increased by $2.0 million equity income from the WaterSecure operations, more than offset by $4.2 million of non-cash items consisting principally of depreciation and amortization, distributions from our WaterSecure operations and stock compensation expense together with $17.9 million of cash provided by working capital items. Cash provided by working capital items was primarily due a $10.5 million restructuring charge, net of cash payments on our restructuring obligations, a $24.1 million increase in accrued and other liabilities, a $0.5 million reduction in accounts receivable and a $0.2 million change in other assets and liabilities; partially offset by a $9.8 million reduction in accounts payable, and a $7.6 million increase in inventory.

Cash Used in Investing Activities

Cash used in investing activities was $16.8 million in the nine month period 2008 compared to cash used in investing activities of $1.2 million in the nine month period 2007. Historically, our principal cash investments have related to the purchase of equipment used in our production facilities, the acquisition of contract rights to provide services to federal customers of an investor-owned utility, the acquisition and installation of equipment at our recurring revenue distributed generation sites, and the acquisition of additional equity interests in the WaterSecure operations. During the nine month period 2008, we used $3.3 million to acquire the land and building constituting our principal executive offices and the offices of our PowerSecure subsidiary, located in Wake Forest, North Carolina, $11.2 million to purchase and install equipment at our recurring revenue distributed generation sites, $1.6 million at our PowerSecure and Southern Flow subsidiaries principally to acquire operational assets, and $0.7 million to acquire additional equity interests in our WaterSecure operations. During the nine month period 2007, we used $0.7 million to purchase equipment at PowerSecure, $0.3 million to replace equipment, furniture and leasehold improvements that were destroyed in a fire at Southern Flow, and $0.2 million to acquire software at PowerSecure.

Cash Provided by Financing Activities

Cash provided by financing activities was $2.7 million in the nine month period 2008 compared to $0.8 million of cash provided by financing activities in the nine month period 2007. During the nine month period 2008, we received $2.6 million proceeds from a term loan used to finance the acquisition of our corporate headquarters, $0.2 million from the exercise of stock options, net of shares tendered, and we used $0.1 million for debt service. During the nine month period 2007, the majority the net cash provided by financing activities was attributable to $1.0 million proceeds from the exercise of stock options, partially offset by $0.2 million cash payments on our preferred stock redemption obligations.

Capital Spending

Our capital expenditures during the nine month period 2008 were approximately $16.1 million, of which $3.3 million was used to purchase acquire the land and building constituting our principal executive offices and the offices of our PowerSecure subsidiary in Wake Forest, North Carolina, $11.2 million was used to purchase and install equipment at our recurring revenue distributed generation sites, and $1.6 million was incurred to purchase equipment and other capital items at our PowerSecure and Southern Flow subsidiaries.

We anticipate capital expenditures of approximately $20 million in fiscal 2008, including the $3.3 million used to purchase our principal executive offices. The vast majority of our remaining capital spending has to date been and will continue to be used for investments in assets related to our recurring revenue projects, of which $11.2 million was invested during the first nine months of 2008, as well as equipment to support the growth of our PowerSecure subsidiary.

Indebtedness

Restructuring Obligations. During 2007, we incurred restructuring charges for severance and associated costs related to certain organizational changes focused on accelerating our growth, and especially the growth of our PowerSecure subsidiary. These restructuring charges also include costs related to our decision to relocate our corporate headquarters from Denver, Colorado to our PowerSecure subsidiary s facilities in Wake Forest, North Carolina. These restructuring charges totaled $14.1 million pre-tax, $8.6 million after tax, or $0.88 per basic and diluted share. These charges included severance of $7.7 million for our former Chief Executive Officer, $5.2 for our former Chief Financial Officer, $0.2 million for other individuals, as well as $1.0 million of third-party professional fees and other expenses directly related to implementing the organizational changes. During the nine month period 2008, we paid $3.6 million on our restructuring obligations. The balance of our payment obligations relating to these organizational changes, which balance consists almost entirely of severance costs to our former Chief Executive Officer and our former Chief Financial Officer, will be paid in installments of $0.4 million during the remainder of 2008, $1.3 million in 2009, and $0.4 in 2010.

Working Capital Credit Facility. On August 23, 2007, we entered into a credit agreement with Citibank, N.A., as the administrative agent, and the other lenders party thereto, providing for a $25 million senior, first-priority secured revolving and term credit facility. The credit facility is guaranteed by our active subsidiaries and secured by our assets and the assets of our subsidiaries. The credit facility matures on August 23, 2010. The credit facility is a refinancing and expansion of our prior credit facility with First National Bank of Colorado. The credit facility is expected to be used primarily to fund our growth and expansion, including the possible financing of significant recurring revenue distributed generation projects.

While the credit facility primarily functions as a $25 million revolving line of credit, we can carve out up to three term loans, in an aggregate amount of up to $5 million, to fund acquisitions, with each term loan having the tenor and amortization of seven years and maturing on August 23, 2016. Any amounts borrowed under any term loans reduce the aggregate amount of the revolving loan available for borrowing.

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Outstanding balances under the credit facility bear interest, at our election, at either the London Interbank Offered Rate, commonly referred to as LIBOR, for the corresponding deposits of U. S. Dollars plus an applicable margin, which is on a sliding scale ranging from 125 basis points to 200 basis points based upon our leverage ratio, or at Citibank s alternate base rate plus an applicable margin, on a sliding scale ranging from minus 25 basis points to plus 50 basis points based upon our leverage ratio. Our leverage ratio is the ratio of our funded indebtedness as of a given date to our consolidated earnings before interest, taxes, deprecation and amortization (or EBITDA) for the four consecutive fiscal quarters ending on such date. Citibank s alternate base rate is equal to the higher of the Federal Funds Rate as published by the Federal Reserve of New York plus 0.50%, and Citibank s prime commercial lending rate. Through September 30, 2008, we had not borrowed any amounts under the credit facility.

In January 2008, we entered into a $2.6 million term credit agreement with the same lenders as for our credit facility for the purpose of financing the purchase of our Wake Forest, North Carolina principal executive offices. This term credit facility contains virtually the same terms, and is secured by the same collateral, including security interest and guarantees, as our credit facility, but does not reduce our available borrowings under the credit facility.

The credit facility is not subject to any borrowing base computations or limitations, but does contain certain financial covenants that we must meet. Our maximum leverage ratio cannot exceed 2.75. Our minimum fixed charge coverage ratio must be in excess of 1.75, where fixed charge coverage ratio is defined as the ratio of the aggregate of our trailing 12 month consolidated EBITDA plus our lease or rent expense minus our cash taxes, divided by the sum of our consolidated interest charges plus our lease or rent expenses plus our scheduled principal payments and dividends, computed over the previous period. Also, our minimum asset coverage must be in excess of 1.25, where asset coverage is defined as the summation of 80% of the book value of accounts receivable plus 60% of the book value of inventory plus 50% of the book value of net fixed assets, divided by total funded debt outstanding less any acquisition term debt. At September 30, 2008, we were in compliance with these financial covenants.

Equipment Line. On July 22, 2008, Caterpillar Financial Services Corporation renewed a line of credit to finance the purchase, from time to time, of Caterpillar generators to be used in our PowerSecure subsidiary s projects, primarily those projects sold under the recurring revenue model, pursuant to a letter by Caterpillar containing the terms of this credit line. The line of credit was increased from its previous $7,500,000 level to $10,000,000. Under this line of credit, our PowerSecure subsidiary may submit equipment purchases to Caterpillar for financing, and Caterpillar may provide such financing in its discretion at an 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 line of credit expires on June 30, 2009, subject to renewal, if requested by PowerSecure and accepted by Caterpillar in its sole discretion, or at an earlier date upon notice given by Caterpillar in its sole discretion. The letter setting forth the terms of the line of credit confirms the intent of Caterpillar to finance equipment purchases by our PowerSecure subsidiary, but is not an unconditional binding commitment to provide such financing. The line of credit contains various customary provisions and is contingent upon the continued credit-worthiness of our PowerSecure subsidiary in the sole discretion of Caterpillar. There were no balances borrowed or outstanding under the Equipment Line with Caterpillar at or during the period ended September 30, 2008.

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 September 30, 2008, 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, we are obligated to make future payments under that facility. Additionally, we have a deferred compensation obligation. We also incurred significant restructuring obligations in the second quarter 2007. Finally, in accordance with the provisions of FIN 48, we had a liability for unrecognized tax benefits and payment of related interest and penalties totaling $836,000 at September 30, 2008. 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 information in the table below, which is as of September 30, 2008, does not include the liability for unrecognized tax benefits:

	Payments Due by Period (1)				
	Total	**Remainder of 2008**	**1 3 Years**	**4 5 Years**	**More than 5 Years**
Contractual Obligations					
Line of credit facility (2)	$	$	$	$	$
Term credit facility	2,487,000	32,000	258,000	258,000	1,939,000
Restructuring obligations	2,120,000	438,000	1,682,000		
Capital lease obligations	6,000		4,000	2,000	
Operating leases	2,448,000	222,000	1,268,000	615,000	343,000
Deferred compensation (3)	2,411,000	83,000	666,000	666,000	996,000
Series B preferred stock	104,000	104,000			
Total	$ 9,576,000	$ 879,000	$ 3,878,000	$ 1,541,000	$ 3,278,000

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(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 September 30, 2008, not actual or projected borrowings after such date.

(3) Total amount represents our expected obligation on the deferred compensation arrangement and does not include the value of the restricted annuity contract, or interest earnings thereon, that we purchased to fund our obligation.

Off-Balance Sheet Arrangements

During the third quarter 2008, 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 believe that our capital resources, including our cash and cash equivalents, amounts available under our credit facilities, along with funds expected to be generated from our operations, will be sufficient to meet our anticipated cash needs, including for working capital, capital spending 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. The current volatility and disruption of the capital and credit markets could adversely affect our ability to raise additional capital if needed on terms acceptable to us or at all.

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 accordance 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 on-going basis, we evaluate our estimates,

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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 we believe are 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 our consolidated financial statements.

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 include:

revenue recognition;

allowance for doubtful accounts;

inventories;

warranty reserve;

impairment of long-lived assets;

deferred tax valuation allowance;

uncertain tax positions;

costs of exit or disposal activities and similar nonrecurring charges; and

stock-based compensation.

These accounting policies are described in our Annual Report on Form 10-K for the year ended December 31, 2007 in Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations.

Recent Accounting Pronouncements

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 became effective for us on January 1, 2008. The adoption of FAS 157 had no effect on our financial position or 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 became effective for us on January 1, 2008. The adoption of FAS 159 had no effect on our financial position or results of operations.

In December 2007, the FASB issued FAS No. 160, Noncontrolling Interests in Consolidated Financial Statements-an amendment of ARB No. 51 (FAS 160) , which establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. FAS 160 is effective prospectively, except for certain retrospective disclosure requirements, for fiscal years beginning after December 15, 2008 and will become effective for us on January 1, 2009. We are currently evaluating the potential impact that the adoption of FAS 160 will have on our financial position and results of operations.

In December 2007, the FASB issued FAS No. 141(R), Business Combinations-a replacement of FASB Statement No. 141 (FAS 141(R)), which significantly changes the principles and requirements for how the acquirer of a business recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree. FAS 141(R) also provides guidance for recognizing and measuring the goodwill acquired in the business combination and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. FAS 141(R) is effective prospectively, except for certain retrospective adjustments to deferred tax balances, for fiscal years beginning after December 15, 2008 and will become effective for us on January 1, 2009. We are currently evaluating the potential impact that the adoption of FAS 141(R) will have on our financial position and results of operations.

In March 2008, the FASB issued FAS No. 161, Disclosures About Derivative Instruments and Hedging Activities an amendment of FASB Statement No. 133 (FAS 161). FAS 161 amends FAS No. 133 by requiring expanded disclosures about, but does not change the accounting for, derivative instruments and hedging activities, including increased qualitative, quantitative, and credit-risk disclosures. FAS 161 is effective for fiscal years and interim periods beginning after November 15, 2008 and will become effective for us on January 1, 2009. We are currently evaluating the potential impact that the adoption of FAS 161 will have on our financial position and results of operations.

In April 2008, the FASB issued FASB Staff Position (FSP) FAS 142-3, Determination of Useful Life of Intangible Assets (FSP FAS 142-3). FSP FAS 142-3 amends the factors that should be considered in developing the renewal or extension assumptions used to determine the useful life of a recognized intangible asset under FAS 142, Goodwill and Other Intangible Assets. FSP FAS 142-3 also requires expanded disclosure related to the determination of intangible asset useful lives. FSP FAS 142-3 is effective for fiscal years beginning after December 15, 2008. Earlier adoption is not permitted. We are currently evaluating the potential impact the adoption of FAS FSP 142-3 will have on our financial position and results of operations.

In May 2008, the FASB issued FAS No. 162, The Hierarchy of Generally Accepted Accounting Principles (FAS 162). FAS 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (GAAP) in the United States (the GAAP hierarchy). While FAS 162 formalizes the sources and hierarchy of GAAP within the authoritative accounting literature, it does not change the accounting principles that are already in place. FAS 162 is effective 60 days following the Security and Exchange Commission s approval of the Public Company Accounting Oversight Board amendments to Auditing Standards Section 411. We do not expect the adoption of FAS 162 to have a material effect on our financial position or results of operations.

In June 2008, the FASB issued FSP Emerging Issues Task Force (EITF) 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities (FSP 03-6-1). FSP 03-6-1 clarifies that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and are to be included in the computation of earnings per share under the two-class method described in SFAS No. 128, Earnings Per Share. This FSP will be effective for us on January 1, 2009 and requires all presented prior-period earnings per share data to be adjusted retrospectively. We do not expect the adoption of FSP 03-6-1 to have a material effect on our financial position or results of operations.

In October 2008, the FASB issued FSP FAS 157-3, Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active (FSP FAS 157-3). FSP FAS 157-3 clarifies the application of SFAS 157 in a market that is not active and illustrates how an entity would determine fair value of a financial asset when the market for that financial asset is not active. FSP FAS 157 became effective upon issuance, including prior periods for which financial statements have not been issued. We have adopted FSP FAS 157 for the consolidated financial statements contained within this Form 10-Q. The adoption of FSP FAS 157-3 had no effect on our financial position or results of operations.

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of and made under the safe harbor provisions of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. 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

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other characterizations of future events or performance, and assumptions underlying the foregoing. The words may , could , should , would , will , project , intend , continue , believe , anticipate , estimate , forecast , ex opportunity and scheduled , variations of such words, and other comparable terminology and similar expressions are often, but not always, used to identify forward-looking statements. Examples of forward-looking statements include, but are not limited to, statements about the following:

- our prospects, including our future revenues, the realization of our current revenue backlog, 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 of our products and services to customers;

- our ability to successfully develop, operate and grow our operations and businesses, and the quality and performance of our products and services and their ability to meet customer performance requirements;

- our business plans, strategies, goals and objectives and our ability to successfully achieve them;

- 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, including capital requirements to execute recurring revenue model projects, 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 our forward-looking statements, any or all of which could turn out to be

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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 described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2007, 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 factors discussed elsewhere in this Report, in documents that we include as exhibits to or incorporate by reference in this Report, and in other reports and documents we from time to time file with or furnish to the Securities and Exchange Commission.

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 speak only as of the date they are made. We undertake no duty or obligation to update or r