METRETEK TECHNOLOGIES INC
Form 10-Q
November 14, 2005

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

FORM 10-Q

(Mark One)

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

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2005

or

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

For the transition period from _____________ to _____________

Commission File Number 0-19793

METRETEK TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

Delaware	84-1169358
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

303 East Seventeenth Avenue, Suite 660 Denver, Colorado	80203
(Address of principal executive offices)	(Zip code)

(303) 785-8080
(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 X No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes _____ No X_____

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes _____ No X_____

As of November 1, 2005, 12,357,217 shares of the issuer's Common Stock were outstanding.

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METRETEK TECHNOLOGIES, INC.

FORM 10-Q
FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2005

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PART I.
FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

METRETEK TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	SEPTEMBER 30, 2005	DECEMBER 31, 2004
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 648,879	$ 2,951,489
Trade receivables, net of allowance for doubtful accounts of $98,589 and $740,742, respectively	10,429,623	8,702,437
Other receivables	21,594	25,850
Inventories	3,225,945	3,190,653
Prepaid expenses and other current assets	625,815	524,508
Total current assets	14,951,856	15,394,937
PROPERTY, PLANT AND EQUIPMENT:		
Equipment	5,648,783	5,052,664
Vehicles	97,968	61,041
Furniture and fixtures	551,872	543,127
Land, building and improvements	508,155	796,182
Total property, plant and equipment, at cost	6,806,778	6,453,014
Less accumulated depreciation and amortization	3,638,371	3,715,884
Property, plant and equipment, net	3,168,407	2,737,130
OTHER ASSETS:		
Goodwill	8,840,148	8,840,148
Patents and capitalized software development, net of accumulated amortization of $1,217,567 and $1,135,843, respectively	300,083	233,390
Investment in unconsolidated affiliate	2,334,814	2,077,301
Assets of discontinued operations	298,858	780,000
Other assets	56,857	148,010
Total other assets	11,830,760	12,078,849
TOTAL	$29,951,023	$30,210,916

See accompanying notes to unaudited consolidated financial statements.

METRETEK TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	SEPTEMBER 30, 2005	DECEMBER 31, 2004
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 3,319,038	$ 3,206,094
Accrued and other liabilities	6,432,757	5,896,493
Notes payable	1,250,390	1,171,988
Capital lease obligations	3,778	3,477
Total current liabilities	11,005,963	10,278,052
LONG-TERM NOTES PAYABLE	4,615,573	6,075,065
NON-CURRENT CAPITAL LEASE OBLIGATIONS	4,222	7,094
LIABILITIES OF DISCONTINUED OPERATIONS	40,990	843,649
COMMITMENTS AND CONTINGENCIES		
MINORITY INTEREST IN SUBSIDIARIES	162,071	89,792
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; 12,341,088and 12,186,741 shares issued and outstanding, respectively	123,411	121,867
Additional paid-in-capital	71,741,693	71,413,120
Deferred compensation	(82,500)	(132,000)
Accumulated deficit	(57,660,400)	(58,485,723)
Total stockholders' equity	14,122,204	12,917,264
TOTAL	$ 29,951,023	$ 30,210,916

See accompanying notes to unaudited consolidated financial statements.

METRETEK TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS EN SEPTEMBER 3	
	2005	2004	2005	
REVENUES:				
Sales and services	$10,074,442	$ 9,114,187	$31,720,110	$25,
Other	102,346	67,203	303,076	
Total revenues	10,176,788	9,181,390	32,023,186	25,
COSTS AND EXPENSES:				
Cost of sales and services	7,146,321	6,565,650	22,844,583	18,
General and administrative	2,007,820	1,675,421	5,817,286	4,
Selling, marketing and service	692,186	483,374	1,989,167	1,
Depreciation and amortization	134,778	142,223	392,783	
Research and development	189,430	171,622	515,287	
Interest, finance charges and other	201,604	175,742	495,444	
Total costs and expenses	10,372,139	9,214,032	32,054,550	25,
Income (loss) from continuing operations before minority interest and income taxes	(195,351)	(32,642)	(31,364)	
Equity in income of unconsolidated affiliate	418,690	269,606	1,340,731	
Minority interest	(51,789)	(59,664)	(168,354)	(
Income taxes	(2,405)	(12,016)	(15,690)	
INCOME FROM CONTINUING OPERATIONS	169,145	165,284	1,125,323	
DISCONTINUED OPERATIONS OF MCM (NOTE 2)				
Loss on disposal of MCM		(3,354,629)	(300,000)	(3,
Loss from operations of MCM		(514,758)		(1,
LOSS ON DISCONTINUED OPERATIONS		(3,869,387)	(300,000)	(4,
NET INCOME	$ 169,145	$(3,704,103)	$ 825,323	$(3,
PER SHARE AMOUNTS (NOTE 1):				
INCOME (LOSS) FROM CONTINUING OPERATIONS:				
Basic	$ 0.01	$ (0.00)	$ 0.09	$
Diluted	$ 0.01	$ (0.00)	$ 0.08	$
NET INCOME (LOSS):				
Basic	$ 0.01	$ (0.35)	$ 0.07	$
Diluted	$ 0.01	$ (0.35)	$ 0.06	$
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:				
Basic	12,289,743	11,136,629	12,248,096	8,
Diluted	13,456,174	11,136,629	12,912,244	8,

See accompanying notes to unaudited consolidated financial statements.

METRETEK TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	NINE MONTHS ENDED SEPTEMBER 30,	
	2005	2004
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ 825,323	$(3,656,968)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Loss on discontinued operations	300,000	4,509,268
Depreciation and amortization	392,783	405,881
Minority interest in subsidiaries	168,354	201,438
(Gain) loss on disposal of property, plant and equipment	2,880	(91)
Equity in income of unconsolidated affiliate	(1,340,731)	(890,639)
Distributions from unconsolidated affiliate	1,128,453	652,400
Stock compensation expense	49,500	33,000
Changes in other assets and liabilities:		
Trade receivables, net	(1,607,610)	(2,128,349)
Inventories	(2,649)	(1,231,973)
Other current assets	(147,051)	(243,658)
Other noncurrent assets	91,153	(76,523)
Accounts payable	112,944	1,216,804
Accrued and other liabilities	986,912	702,726
Net cash provided (used) by continuing operations	960,261	(506,684)
Net cash used by discontinued operations of MCM	(675,592)	(976,439)
Net cash provided by (used in) operating activities	284,669	(1,483,123)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property, plant and equipment	(780,550)	(2,064,510)
Investment in unconsolidated affiliate	(58,045)	(955,784)
Capitalized patent and software costs	(148,417)	(13,475)
Increase in restricted cash investment		(1,000,000)
Proceeds from sale of property, plant and equipment		5,200
Net cash used in investing activities	(987,012)	(4,028,569)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net proceeds from private placement		9,830,619
Proceeds from stock option and warrant exercises	335,924	298,517
Repurchase of stock warrants	(5,807)	
Net payments on lines of credit	(806,115)	(476,865)
Proceeds from equipment and project loans	335,247	1,212,570
Proceeds from investment loan		960,784
Principal payments on long-term notes payable	(910,222)	(564,878)
Distributions to minority interests	(96,075)	(32,075)
Payments on preferred stock redemptions	(450,648)	
Payments on capital lease obligations	(2,571)	(81,074)

Net cash provided by (used in) financing activities	(1,600,267)	11,147,598
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(2,302,610)	5,635,906
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	2,951,489	2,101,675
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 648,879	$ 7,737,581

See accompanying notes to unaudited consolidated financial statements.

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METRETEK TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
As of September 30, 2005 and December 31, 2004 and
For the Three and Nine Month Periods Ended September 30, 2005 and 2004

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

ORGANIZATION - The accompanying consolidated financial statements include the accounts of Metretek Technologies, Inc. and its subsidiaries, primarily Southern Flow Companies, Inc. ("Southern Flow"), PowerSecure, Inc. ("PowerSecure"), and Metretek, Incorporated ("Metretek Florida") (and its majority-owned subsidiary, Metretek Contract Manufacturing Company, Inc. ("MCM")), and Marcum Gas Transmission, Inc. ("MGT") (and its majority-owned subsidiary, Conquest Acquisition Company LLC ("CAC LLC")), collectively referred to as the "Company" or "we" or "us" 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 the Company's Annual Report on Form 10-K for the year ended December 31, 2004.

In the opinion of the Company's management, all adjustments (all of which are normal and recurring) have been made which are necessary for a fair presentation of the consolidated financial position of the Company and its subsidiaries as of September 30, 2005 and the consolidated results of their operations and cash flows for the three and nine month periods ended September 30, 2005 and September 30, 2004.

INCOME (LOSS) PER SHARE - Basic income (loss) per share is computed using the weighted average number of shares outstanding. Diluted income (loss) per share reflects the potential dilutions that would occur if stock options were exercised using the average market price for the Company's stock for the period. The Emerging Issues Task Force ("EITF") issued EITF Issue No. 03-6, "Participating Securities and the Two-Class Method under FASB Statement No. 128, Earnings per Share" ("EITF 03-6"). The Company adopted EITF 03-6 as of April 1, 2004, and retroactively adjusted prior periods pursuant to its provisions. EITF 03-6 provides guidance for the computation of earnings per share using the two-class method for enterprises with participating securities or multiple classes of common stock as required by Statement of Financial Accounting Standards No. 128. The two-class method allocates undistributed earnings to each class of common stock and participating securities for the purpose of computing basic earnings per share. The Company's Series B Redeemable Preferred Stock was a participating security under the provisions of EITF 03-6 for periods prior to its redemption on December 9, 2004. No undistributed earnings are allocable to the Company's Series B Redeemable Preferred Stock for the three and nine months ended September 30, 2005 since such shares were redeemed in December 2004.

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

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	2005	2004	2005	2004
Income from continuing operations	$ 169,145	$ 165,284	$ 1,125,323	$ 852,
Less preferred stock deemed distribution	--	(174,326)	--	(1,117,
Income (loss) from continuing operations to be allocated	169,145	(9,042)	1,125,323	(264,
Less allocation of undistributed earnings to participating preferred stock	--	--	--	
Income (loss) from continuing operations attributable to common shareholders	169,145	(9,042)	1,125,323	(264,
Loss from discontinued operations	--	(3,869,387)	(300,000)	(4,509,
Net income (loss) attributable to common shareholders	$ 169,145	$(3,878,429)	$ 825,323	$(4,774,
Basic weighted-average common shares outstanding in period	12,289,743	11,136,629	12,248,096	8,830,
Add dilutive effects of stock options (1)	1,166,431	--	664,148	
Diluted weighted-average common shares outstanding in period	13,456,174	11,136,629	12,912,244	8,830,
Basic earnings (loss) per common share:				
Income from continuing operations	$ 0.01	$ (0.00)	$ 0.09	$ (0
Loss from discontinued operations	--	(0.35)	(0.02)	(0
Basic earnings (loss) per common share	$ 0.01	$ (0.35)	$ 0.07	$ (0
Diluted earnings (loss) per common share:				
Income from continuing operations	$ 0.01	$ (0.00)	$ 0.08	$ (0
Loss from discontinued operations	--	(0.35)	$ (0.02)	(0
Diluted earnings (loss) per common share	$ 0.01	$ (0.35)	$ 0.06	$ (0

(1) The assumed conversion of stock options has been excluded from weighted average shares outstanding for the three and nine months ended September 30, 2004 because the effect would be anti-dilutive.

STOCK BASED COMPENSATION - The Company currently utilizes the intrinsic value method to account for employee stock options as well as stock options issued to independent members of the board of directors. The Company utilizes the fair value method to account for stock based compensation to non-employees. In December 2002, the FASB issued FAS No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure". FAS No. 148 amends FAS No. 123, "Accounting for Stock-Based Compensation", to provide alternative methods for voluntary transition to FAS 123's fair value method of accounting for stock-based employee compensation ("the fair value method"). FAS No. 148 also requires disclosure of the effects of an entity's accounting policy with respect to stock-based employee compensation on reported net income (loss) and earnings (loss) per share in annual and interim financials statements.

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The Company has three stock-based employee and director compensation plans. The Company accounts for these plans under the recognition and measurement principles of APB Opinion No. 25, "Accounting for Stock Issued to Employees", and related Interpretations. Accordingly, no compensation cost has been recognized for stock option grants to employees and directors, as all options granted under those plans had an exercise price equal to or in excess of the market value of the underlying common stock on the date of grant. The following table illustrates the effect on net loss and loss per share if the Company had applied the fair value recognition provisions of FAS No. 123 for the three and nine month periods ended September 30, 2005 and 2004:

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	2005	2004	2005	2004
Net income (loss) applicable to common shareholders - as reported	$169,145	$(3,878,429)	$ 825,323	$(4,774,181)
Deduct: Total stock-based employee compensation expense determined under fair value based method	(78,356)	(51,539)	(263,666)	(152,035)
Net income (loss) applicable to common shareholders - pro forma	$ 90,789	$(3,929,968)	$ 561,657	$(4,926,216)
Income (loss) per basic common share:				
As reported	$ 0.01	$ (0.35)	$ 0.07	$ (0.54)
Pro forma	$ 0.01	$ (0.35)	$ 0.05	$ (0.56)
Income (loss) per diluted common share:				
As reported	$ 0.01	$ (0.35)	$ 0.06	$ (0.54)
Pro forma	$ 0.01	$ (0.35)	$ 0.04	$ (0.56)

The fair values of stock options were calculated using the Black-Scholes stock option valuation model with the following weighted average assumptions for grants in 2005 and 2004: stock price volatility of 46% and 55%, respectively; risk-free interest rate of 4.42% in 2005 and 3.5% in 2004; dividend rate of $0.00 per year; and an expected life of 4 years for options granted to employees and 10 years for options granted to directors.

In December 2004, the FASB issued its final standard on accounting for employee stock options, FAS No. 123 (Revised 2004), "Share-Based Payment" ("FAS No. 123(R)"). FAS No. 123(R) replaces FAS No. 123, "Accounting for Stock-Based Compensation" ("FAS No. 123"), and supersedes Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees". FAS No. 123(R) requires companies to measure compensation costs for all share-based payments, including grants of employee stock options, based on the fair value of the awards on the grant date and to recognize such expense over the period during which an employee is required to provide services in exchange for the award. The pro forma disclosures previously permitted under FAS No. 123 will no longer be an alternative to financial statement recognition.

In April 2005, the SEC amended Rule 4-01(a) of Regulation X under the Exchange Act to defer the effective date of FAS 123(R) to the first fiscal year beginning on or after June 15, 2005 (or December 15, 2005, for small business issuers). As so modified, FAS 123(R) is to become effective for all awards granted, modified, repurchased or cancelled on or after, and to unvested portions of previously issued and outstanding awards vesting on or after January 1, 2006. We are currently evaluating the effect of adopting FAS 123(R) on our financial position and results of operations, and we have not yet determined whether the adoption of FAS 123(R) will result in expenses in amounts that are similar to the current pro forma disclosures under FAS 123.

In March 2005, the SEC issued Staff Accounting Bulletin No. 107, "Share-Based Payment" ("SAB 107"). SAB 107 provides the SEC staff's position regarding the application of FAS 123(R), contains interpretive guidance related to the interaction between FAS 123(R) and certain SEC rules and regulations, and also provides the SEC staff's views regarding the valuation of share-based payment arrangements for public companies. We are currently assessing the impact of SAB 107 in conjunction with our evaluation of the impact of FAS 123(R).

STATEMENT OF CASH FLOWS - The Company considers all highly liquid and unrestricted investments with a maturity of three months or less from the date of purchase to be cash equivalents.

MINORITY INTEREST - The minority shareholder's interest in the equity and the income of CAC LLC is included in minority interest in the accompanying consolidated financial statements. In addition, the minority interest in the income of PowerSecure, which the Company acquired during the fourth quarter of 2004, is included in minority interest in the accompanying consolidated statement of operations for the three and nine months ended September 30, 2004.

RECLASSIFICATION - Certain 2004 amounts have been reclassified to conform to current year presentation. Such reclassifications had no impact on the Company's net income (loss) or stockholders' equity.

2. DISCONTINUED OPERATIONS OF MCM AND NOTE RECEIVABLE FROM INSTRUTECH FLORIDA

During the fourth quarter of 2004, the Company sold certain contract manufacturing assets and the business of its MCM operations to InstruTech Florida, LLC ("InstruTech Florida"). InstruTech Florida issued a promissory note in the amount of $780,000 to the Company for the assets and business acquired. In connection with the sale to InstruTech Florida, the Company provided $50,000 in the form of a bridge loan to InstruTech Florida

The assets of the discontinued operations not included in the sale to InstruTech Florida, which consist principally of receivables and inventory, are being liquidated through collections of receivables and through subsequent sales of inventory to contract manufacturers, including InstruTech Florida, and inventory liquidators.

On May 9, 2005, the Company received notice that InstruTech Florida intended to discontinue the acquired business. As a result, the Company took possession of the purchased

equipment from InstruTech Florida and commenced liquidating the equipment. The Company also completed an estimate of the net recoverable value of the equipment, including the effect on the recovery of the note receivable from InstruTech and amounts advanced under terms of the bridge loan. As a result, the Company recorded an additional provision for Loss on Disposal of MCM (and its remaining net assets) by $300,000 during the three months ended March 31, 2005.

Management has updated its estimate net recovery values of MCM assets through September 30, 2005, and believes no additional loss on disposal of the discontinued assets will be required. However, the Company cannot provide any assurance of the amounts that will ultimately be recovered from the liquidation of the remaining inventory and equipment, and recovery of accounts receivable.

The operations of the discontinued MCM business for the three and nine months ended September 30, 2004, have been reclassified to discontinued operations in the accompanying consolidated statement of operations.

3. INVESTMENT IN UNCONSOLIDATED AFFILIATE

The Company, through MGT and CAC LLC, owns a 27% economic interest in Marcum Midstream 1995-2 Business Trust ("MM 1995-2"). The Company utilizes the equity method to account for its investment in MM 1995-2. Summarized financial information for MM 1995-2 at September 30, 2005 and December 31, 2004 and for the three and nine months ended September 30, 2005 and 2004, are as follows:

	SEPTEMBER 30, 2005	DECEMBER 31, 2004
Total current assets	$2,251,841	$1,766,687
Property, plant and equipment, net	5,980,140	5,158,373
Total other assets	17,361	16,537
Total assets	$8,249,342	$6,941,597
Total current liabilities	$ 797,407	$ 812,796
Long-term note payable	1,050,835	419,559
Total shareholders' equity	6,401,100	5,709,242

Total liabilities and shareholders' equity	$8,249,342	$6,941,597

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	2005	2004	2005	2004
Total revenues	$2,332,456	$1,555,081	$7,397,103	$5,113,992
Total costs and expenses	1,008,545	720,418	3,105,245	2,352,902
Net income	$1,323,911	$ 834,663	$4,291,858	$2,761,090

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4. DEBT

LINES OF CREDIT - On September 2, 2005, the Company, along with Southern Flow, PowerSecure and Metretek Florida, entered into a Credit Agreement (the "Credit Agreement") with First National Bank of Colorado (the "FNBC"), providing for a $4.5 million revolving credit facility (the "Credit Facility"). Southern Flow and PowerSecure are the borrowers under the Credit Facility. Amounts borrowed under the Credit Facility bear interest at a rate of prime plus one and a half percent (prime + 1.50%). The Credit Facility matures on September 1, 2007. The Credit Facility refinanced the Company's existing credit facility with Wells Fargo Business Credit, Inc. ("Wells Fargo"). The Credit Facility is expected to be used primarily to fund the operations and growth of PowerSecure, as well as the operations of Southern Flow and Metretek Florida.

The Credit Facility is structured in two parts: a $2.5 million facility for PowerSecure (the "PowerSecure Facility") and a $2.0 million facility for Southern Flow (the "Southern Flow Facility"). Borrowings under the PowerSecure Facility are limited to a borrowing base consisting of the sum of 75% of PowerSecure's eligible accounts receivable, plus 25% of the sum of PowerSecure's unbilled accounts receivable less the amount of PowerSecure's unearned revenues or advanced billings on contracts, plus 25% of PowerSecure's inventory. Borrowings under the Southern Flow Facility are limited to a borrowing base consisting of the sum of 80% of Southern Flow's eligible accounts receivable, plus 20% of Southern Flow's inventory, plus 70% of Metretek Florida's eligible accounts receivable. As of September 30, 2005, the aggregate borrowing base under the Credit Facility was $4,404,000, of which $1,815,000 had been borrowed, leaving $2,589,000 in unused Credit Facility availability.

The obligations of PowerSecure and Southern Flow, as borrowers, under the Credit Agreement are secured by security agreements (the "Security Agreements") by Southern Flow, PowerSecure and Metretek Florida and are guaranteed by the Company in a guaranty (the "Guaranty"). The Security Agreements grant to FNBC a first priority security interest in virtually all of the assets of each of the parties to the Credit Agreement.

The Credit Agreement contains customary representations and warranties and affirmative and negative covenants, including financial covenants pertaining to minimum cash flow coverage ratios and maximum debt to tangible net worth ratios of the Company and PowerSecure, minimum current assets to current liabilities ratios of PowerSecure and Southern Flow, as well as a minimum tangible net worth by Southern Flow. The Credit Agreement does not contain any financial covenants pertaining to Metretek Florida. The Credit Agreement contains other customary covenants that apply to the Company, PowerSecure, Southern Flow and Metretek Florida, limiting the incurrence of additional indebtedness or liens, restricting dividends and redemptions of capital stock, restricting their ability to engage in mergers, consolidations, sales and acquisitions, to make investments, to issue guarantees of other obligations, to engage in transactions with affiliates to or make restricted payments and other matters customarily restricted in secured loan agreements, without FNBC's prior written consent.

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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. The Credit Facility also contains an annual unused credit line fee.

In connection with entering the Credit Agreement described above, the Company terminated its credit facility with Wells Fargo (the "Wells Fargo Credit Facility"). The Wells Fargo Credit Facility was a $3.26 million secured revolving line of credit that previously constituted the Company's primary credit facility and was scheduled to expire on September 30, 2006. In connection with the termination of the Wells Fargo Credit Facility, the Company paid Wells Fargo a $32,600 termination fee, which is included in interest and finance charges in the accompanying consolidated statements of operations, representing one percent (1%) of the maximum line of $3,260,000.

TERM LOANS - PowerSecure has three shared savings project loans outstanding to Caterpillar Financial Services Corporation ("Caterpillar") in the aggregate amount of $1,265,000 at September 30, 2005. The project loans are secured by the distributed generation equipment purchased from Caterpillar as well as the revenues generated by the PowerSecure projects. The project loans provide for 60 monthly payments of principal and interest (at rates ranging from 6.75% to 7.85%) in the aggregate amount of approximately $31,000 per month. Monthly payments on the project loans are being funded through payments from customers utilizing the distributed generation equipment on their sites.

On May 9, 2005, Caterpillar offered PowerSecure a $5,000,000 line of credit to finance the purchase, from time to time, of Caterpillar generators to be used in PowerSecure projects, primarily in shared savings arrangements, pursuant to a letter by Caterpillar to PowerSecure containing the terms of this credit line. Under this line of credit, PowerSecure 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. With respect to any equipment financed by Caterpillar, PowerSecure must make a 10% cash down payment of the purchase price and grant to Caterpillar a first priority security interest in the equipment being financed as well as other equipment related to the project.

The line of credit expires on April 30, 2006 (subject to renewal, if requested by PowerSecure and accepted by Caterpillar in its sole discretion), or at an earlier date upon notice to PowerSecure 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 PowerSecure, but is not an unconditional binding commitment to provide such financing. The line of credit is contingent upon the continued credit-worthiness of PowerSecure in the sole discretion of Caterpillar. As of September 30, 2005, PowerSecure had $3.6 million available for additional equipment purchases under the Caterpillar line of credit.

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5. COMMITMENTS AND CONTINGENCIES

CLASS ACTION AND RELATED LITIGATION--In January 2001, a class action was filed in the District Court for the City and County of Denver, Colorado against the Company and certain affiliates and parties unrelated to the Company. The class action alleged that the defendants violated certain provisions of the Colorado Securities Act in connection with the sale of interests in an energy program of which MGT was the managing trustee.

A settlement to fully resolve all claims by the class against the Company and its affiliates was submitted and granted final approval by the district court on June 11, 2004. The loss that occurred as a result of the class action and settlement was recorded by the Company in the fourth quarter of 2002.

The Company is vigorously pursuing cross-claims and third party claims ("Other Party Claims"), including claims against the prior owners of the assets, attorneys, consultants and a brokerage firm (the "Other Parties") involved in the transactions underlying the claims in the class action, seeking recovery of damages and contribution, among other things, from the Other Parties. Some of the Other Parties have asserted counterclaims against the Company, which the Company is aggressively defending and believes are without merit. Out of any net recovery from the resolution of any of these claims, which is calculated by deducting the Company's litigation expenses and any counterclaims against the Company that result in a recovery by Other Parties related to the Other Parties' liability to the Class (but is calculated without deducting any other counterclaims successfully asserted against the Company by the Other Parties), 50% would be allocated to offset the Company's class action settlement obligations, and the remaining 50% would be allocated as additional settlement funds. The Company cannot provide any assurance that it will be successful on any of these Other Party Claims or the Other Party counterclaims or, even if successful, on the amount, if any, or the timing of any recovery from any of these claims.

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

PREFERRED STOCK REDEMPTION--The terms of the Company's Series B Preferred Stock required it to redeem all shares of 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. The Company's total redemption obligation was approximately $6.2 million, of which a total of $5,795,000 has been paid through September 30, 2005. The balance of the unpaid redemption obligation at September 30, 2005 and

December 31, 2004, was $443,000 and $894,000, respectively, and is included in Accrued and other liabilities in the accompanying consolidated balance sheets.

6. SEGMENT INFORMATION

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

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

The operations of the Company's distributed generation segment are conducted by PowerSecure. PowerSecure commenced operations in September 2000. The primary elements of PowerSecure's distributed generation products and services include project design and engineering, negotiation with utilities to establish tariff structures and power interconnects, generator acquisition and installation, process control and switchgear design and installation, and ongoing project monitoring and servicing. PowerSecure markets its distributed generation products and services directly to large end-users of electricity and through outsourcing partnerships with utilities. Through September 30, 2005, the majority of PowerSecure's revenues have been generated from sales of distributed generation systems on a "turn-key" basis, where the customer acquires the systems from PowerSecure.

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

The Company evaluates the performance of its operating segments based on operating income (loss) before income taxes, nonrecurring items and interest income and expense. Intersegment sales are not significant.

Summarized financial information concerning the Company's reportable segments is shown in the following table. The "Other" column includes corporate related items, revenues and expenses from managing MM 1995-2, results of insignificant operations and, as it relates to segment profit or loss, interest and finance charges and income and expense items (including nonrecurring charges) not allocated to reportable segments. The table information excludes the revenues, depreciation, and losses of the discontinued MCM operations as well as the equity income in our unconsolidated affiliate, minority interest and income taxes for all periods presented.

SUMMARIZED SEGMENT FINANCIAL INFORMATION
(all amounts reported in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2005	2004	2005	2004
REVENUES:				
Southern Flow	$ 3,096	$3,216	$ 9,683	$ 9,544
PowerSecure	5,980	5,108	19,525	13,658
Metretek Florida	999	790	2,512	2,390
Other	102	67	303	376
Total	$10,177	$9,181	$32,023	$25,968
SEGMENT PROFIT (LOSS) (1):				
Southern Flow	$ 296	$ 485	$ 1,323	$ 1,394
PowerSecure	159	241	849	773
Metretek Florida	(7)	(8)	(334)	(204)
Other	(643)	(751)	(1,869)	(1,764)
Total	$ (195)	$ (33)	$ (31)	$ 199
CAPITAL EXPENDITURES:				
Southern Flow	$ 19	$ 21	$ 93	$ 142
PowerSecure	170	1,364	746	1,857
Metretek Florida	32	27	87	75
Other	3	1	3	4
Total	$ 224	$1,413	$ 929	$ 2,078
DEPRECIATION AND AMORTIZATION:				
Southern Flow	$ 32	$ 32	$ 100	$ 94
PowerSecure	65	38	173	83
Metretek Florida	31	64	98	205
Other	7	8	22	24
Total	$ 135	$ 142	$ 393	$ 406

	September 30,	
	2005	2004

TOTAL ASSETS:		
Southern Flow	$ 9,521	$ 9,883
PowerSecure	13,887	9,241
Metretek Florida	3,960	5,435
Other	2,583	9,459
Total	$29,951	$34,018

(1) Segment profit (loss) represents income from continuing operations before equity income in our unconsolidated affiliate, minority interest and income taxes.

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

INTRODUCTION

The following discussion of our results of operations for the three and nine month periods ended September 30, 2005 (referred to herein as the "third quarter 2005" and "nine month period 2005", respectively) and 2004 (referred to herein as the "third quarter 2004" and "nine month period 2004", respectively) and of our financial condition as of September 30, 2005 should be read in conjunction with our consolidated financial statements and related notes thereto included elsewhere in this report.

OVERVIEW

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

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

- Southern Flow, which provides natural gas measurement services; and

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

Metretek Florida had also provided contract manufacturing services through its MCM subsidiary. These contract manufacturing services were discontinued during fiscal 2004, and the contract manufacturing business and most of its assets were sold in December 2004. Operations of the contract manufacturing business prior to fiscal 2005 have been reclassified to discontinued operations in our consolidated financial statements for all periods presented.

In addition to these operating subsidiaries, we also own an approximate 27% economic interest in an unconsolidated business, Marcum Midstream 1995-2 Business Trust ("MM 1995-2"), which owns and operates water disposal facilities in northeastern Colorado.

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

Our revenues and results of operations, on a quarterly, period and annual basis, are dependent upon, and are the consolidated result of, the revenues and results of operations of each

of our operating subsidiaries, our economic interest in MM 1995-2 and our corporate overhead. While we operate generally in the energy technology products, services and data management industry, our businesses are diversified and each of our business segments is operated independently of the others and influenced and affected by many factors that may apply only to that segment. Accordingly, our consolidated results of operations are an aggregation of different businesses and thus dependent upon a variety of factors applicable to each of these businesses.

PowerSecure is an expanding business that has developed a distributed generation turn-key business while at the same time is developing new related lines of businesses. Due to the nature of these business activities, PowerSecure is in large part dependent upon the size and timing of projects, and its results of operations can be significantly impacted by large, individual projects. During the third quarter 2005, PowerSecure's revenues showed improvements over the third quarter 2004 primarily due to an increase in the number of completed or in-process projects as well as normal quarter-to-quarter fluctuations inherent in its operations. PowerSecure's segment profit declined during the third quarter 2005 as a result of increases in personnel and overhead costs associated with its continued development and growth of its core and its related lines of business.

Southern Flow is a well established, strong and expanding oil field services company that renders natural gas measurement and other services to oil and gas production companies. Due to the location of the production assets of many of its key customers, Southern Flow's business in the third quarter 2005 was adversely affected by Hurricanes Katrina and Rita. These hurricanes caused substantial disruptions to the operations of certain customer assets commencing in late August 2005 and reduced Southern Flow's opportunities to provide services related to the affected assets until their repairs are made and operations restored. These disruptions continued in September 2005 and are expected to continue to have some adverse impact on Southern Flow's business during the remainder of 2005. We estimate that the effects of the hurricanes reduced Southern flow's revenues and segment profits by approximately $300,000 in the third quarter 2005, and will have a similar effect on its fourth quarter results.

Metretek Florida has been in operation since 1977 with a core business of designing, manufacturing and selling data collection and energy measurement monitoring systems. In late 2004, we decided to restructure Metretek Florida's business and discontinue its contract manufacturing operations. Metretek Florida's future results of operations will be largely dependent upon its ability to successfully address its core markets, as well as its ability to generate incremental sales from certain new markets into which it has recently introduced new telemetry products. Metretek Florida's revenues increased by $209,000, or 26%, during the third quarter 2005 as compared to the third quarter 2004, partially due to shipments that had been deferred from the second quarter 2005 due to delays related to the transition of production activities from internal to external contract manufacturers. Despite the increase in Metretek Florida's revenues during the third quarter 2005, its segment profit remained substantially unchanged from the third quarter 2004, due in part to a higher level of sales and marketing expenses being directed toward the development of new markets.

In addition to our operating subsidiaries, our results of operations are significantly

impacted by our interest in MM 1995-2, which is recorded as equity in income of unconsolidated affiliate and included in our income from continuing operations and our net income.

Due principally to an increase in revenues at our PowerSecure operating segment, our consolidated revenues during the third quarter 2005 increased by $996,000, representing a nearly 11% increase over third quarter 2004 consolidated revenues. Despite the adverse effects of Hurricanes Katrina and Rita, we recorded income from continuing operations of $169,000 during the third quarter 2005, including $419,000 equity in income from MM 1995-2, as compared to income from continuing operations of $165,000 during the third quarter 2004, which included $270,000 equity in income of MM 1995-2. Our net income after discontinued operations was $169,000 during the third quarter 2005, as compared to a net loss after discontinued operations of $3,704,000 during the third quarter 2004, which included a $3,869,000 loss on the discontinued operations of MCM.

During the nine month period 2005, PowerSecure's revenues and segment profit showed improvements over the nine month period 2004 as a result of a 98% increase in the number of completed and in-process projects. Even after the adverse effects of Hurricanes Katrina and Rita, Southern Flow's revenues also showed improvements during the nine month period 2005 over the nine month period 2004 as a result of generally improved market conditions. Metretek Florida's revenues also increased modestly during the nine month period 2005 over the nine month period 2004 partially as a result of new products introduced during the period. The improved segment profit at PowerSecure was slightly offset by a decline in segment profits at Southern Flow (due to the effects of the hurricanes) and Metretek Florida during the nine month period 2005, as compared to the nine month period 2004.

Due principally to the increases in revenues at each of our operating segments, our consolidated revenues during the nine month period 2005 increased by $6,055,000, representing a 23% increase over the nine month period 2004 consolidated revenues. We recorded income from continuing operations of $1,125,000 during the nine month period 2005, including $1,341,000 equity in income from MM 1995-2, as compared to income from continuing operations of $852,000 during the nine month period 2004, which included $891,000 equity in income of MM 1995-2. We recorded a net loss on discontinued operations of $300,000 during the nine month period 2005 to reflect an increase in our provision for loss on the disposal of the discontinued operations. As a result, our net income after discontinued operations was $825,000 during the nine month period 2005, as compared to net loss after discontinued operations of $3,657,000 during the nine month period 2004, which included a $4,509,000 loss on the discontinued operations of MCM.

CRITICAL ACCOUNTING POLICIES

Management's discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which have been prepared in conformity with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent

assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, we evaluate our estimates, including those related to revenue recognition and percentage of completion, fixed price contracts, product returns, warranty obligations, bad debt, inventories, cancellations costs associated with long term commitments, investments, intangible assets, assets subject to disposal, income taxes, restructuring, service contracts, contingencies and litigation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making estimates and judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Estimates, by their nature, are based on judgment and available information. Therefore, actual results could differ from those estimates and could have a material impact on our consolidated financial statements, and it is possible that such changes could occur in the near term.

We have identified the accounting principles which we believe are most critical to understanding our reported financial results by considering accounting policies that involve the most complex or subjective decisions or assessments. These accounting policies are described in our Annual Report on Form 10-K for the year ended December 31, 2004 in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations."

RESULTS OF OPERATIONS

The following table sets forth selected information related to our primary business segments and is intended to assist you in an understanding of our results of operations for the periods presented. During the third quarter of 2004, our Board of Directors approved a plan to discontinue the business of MCM and sell all of its manufacturing assets. The operations of the discontinued MCM disposal group have been reclassified to discontinued operations for all periods presented in our consolidated statements of operations. The following table excludes revenues and costs and expenses of the discontinued MCM operations as well as equity income in our unconsolidated affiliate, minority interest and income taxes.

	Three Months Ended September 30,	Nine Months Ended September 30,

	2005	2004	2005	2004
	(all amounts reported in thousands)			
REVENUES:				
Southern Flow	$ 3,096	$3,216	$ 9,683	$ 9,544
PowerSecure	5,980	5,108	19,525	13,658
Metretek Florida	999	790	2,512	2,390
Other	102	67	303	376
Total	$10,177	$9,181	$32,023	$25,968
GROSS PROFIT:				
Southern Flow	$ 682	$ 850	$ 2,451	$ 2,474
PowerSecure	1,675	1,299	5,080	3,733
Metretek Florida	571	399	1,345	1,218
Total	$ 2,928	$2,548	$ 8,876	$ 7,425
SEGMENT PROFIT (LOSS) (1):				
Southern Flow	$ 296	$ 485	$ 1,323	$ 1,394
PowerSecure	159	241	849	773
Metretek Florida	(7)	(8)	(334)	(204)
Other	(643)	(751)	(1,869)	(1,764)
Total	$ (195)	$ (33)	$ (31)	$ 199

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(1) Segment profit (loss) represents income from continuing operations before equity income in our unconsolidated affiliate, minority interest and income taxes.

We have three reportable segments. Our reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies. Our reportable business segments are natural gas measurement services, distributed generation and automated energy data management.

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

The operations of our distributed generation segment are conducted by PowerSecure. The primary elements of PowerSecure's distributed generation products and services include project design and engineering, negotiation with utilities to establish tariff structures and power interconnects, generator acquisition and installation, process control and switchgear design and installation, and ongoing project monitoring and servicing. PowerSecure markets its distributed generation products and services directly to large end-users of electricity and through outsourcing partnerships with utilities. Through September 30, 2005, the majority of PowerSecure's revenues have been generated from sales of distributed generation systems on a turn-key basis, where the customer purchases the systems from PowerSecure.

The operations of our automated data collection and telemetry segment are conducted by Metretek Florida. Metretek Florida's manufactured products fall into the following categories: field devices, including data collection products and electronic gas flow computers; data collection software products (such as InvisiConnect(TM), DC2000 and PowerSpring); and communications solutions that can use public networks operated by commercial wireless carriers to provide real time IP-based wireless internet connectivity, traditional cellular radio, 900 MHz unlicensed radio or traditional wire-line phone service to provide connectivity between the field devices and the data collection software products. Metretek Florida also provides data collection, M2M telemetry connectivity and post-sale support services for its manufactured products and turn-key solutions. In June 2002, Metretek Florida formed MCM to conduct and expand its contract manufacturing operations. During fiscal 2004, we discontinued the contract manufacturing business of MCM.

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

During the third quarter of 2004, our Board of Directors approved a plan to discontinue the contract manufacturing business of MCM and all of its manufacturing assets were sold in December 2004. The operations of the discontinued MCM disposal group have been reclassified to discontinued operations for all periods presented in our consolidated statements of operations. The following discussion regarding revenues and costs and expenses for the third quarter 2005 compared to the third quarter 2004 and the nine month period 2005 compared to the nine month period 2004 excludes revenues and costs and expenses of the discontinued MCM operations.

THIRD QUARTER 2005 COMPARED TO THIRD QUARTER 2004

Revenues. Our revenues are derived almost entirely from the sales of products and services by our subsidiaries. Our consolidated revenues for the third quarter 2005 increased $996,000, or 11%, compared to the third quarter 2004. The increase was due to increases in revenues at PowerSecure and Metretek Florida, partially offset by a decline in revenues at Southern Flow.

PowerSecure's revenues increased $872,000, or 17%, during the third quarter 2005 compared to the third quarter 2004. The increase in PowerSecure's revenues during the third quarter 2005 compared to the third quarter 2004 was due to a $502,000 increase in distributed generation turn-key system project sales and services as well as an increase of $370,000 in revenues from shared savings projects, professional services, monitoring and other service

related revenues, due to an increased marketing focus on such projects and services. PowerSecure's increase in distributed generation turn-key system project sales and service revenues was due to both an increase in the number of completed or in-process projects during the third quarter 2005 compared to the third quarter 2004 as well as normal quarter-to-quarter fluctuations inherent in its operations. Overall, PowerSecure's results for the third quarter 2005 reflect a 76% increase in the total number of distributed generation turn-key projects either completed or in progress, compared to the third quarter 2004, although the average project size decreased by 37%, resulting from a substantially increased number of sales of distributed generation systems that excluded a generator from the package, such as sales of PowerSecure's QuickPower system. As PowerSecure has increased the marketing of its systems and expanded the scope of its offerings and of its geographic marketing, it has experienced a major increase in the number of projects. However, many of the systems it sold in the third quarter 2005 were systems where the customer acquired or leased its own generator, the single biggest component in a complete distributed generation system, from another source. There is no assurance, however, that these recent trends in the number or size of PowerSecure projects will continue during the remainder of fiscal 2005 or thereafter, due to quarterly and annual fluctuations, as discussed below under "--Quarterly Fluctuations". PowerSecure's revenues are influenced by the number, size and timing of various projects and have fluctuated significantly in the past and are expected to continue to fluctuate significantly in the future.

Southern Flow's revenues decreased $120,000, or nearly 4%, during the third quarter 2005, as compared to the third quarter 2004. The decrease in Southern Flow's revenues was entirely attributable to the combined effects on Southern Flow's customers of Hurricanes Katrina and Rita. Southern Flow's Gulf Coast division offices and related assets experienced no major damage from the hurricanes. However, production assets owned by many of Southern Flow's Gulf Coast customers were heavily damaged and the affected assets may be out of service for indefinite periods. As a result, some Southern Flow services to its Gulf Coast customers are likely to remain curtailed until such time as damage can be repaired and normal operations can be restored. Based upon information provided by its customers, Southern Flow currently expects that Gulf Coast operations will continue to be impaired throughout the remainder of 2005 but should return to normal levels by early 2006. We estimate that Southern Flow's third quarter 2005 revenues and segment profit were reduced by approximately $300,000 as a result of the effects of Hurricanes Katrina and Rita and we expect a similar effect in the fourth quarter of 2005.

Metretek Florida's revenues increased $209,000, or 26%, during the third quarter 2005 compared to the third quarter 2004. The increase in Metretek Florida's revenues during the third quarter 2005 compared to the third quarter 2004 was due, in part, to shipments that had been deferred from the first half of 2005 due to delays related to the transition of production activities from internal to external contract manufacturers. As discussed below under "--Quarterly Fluctuations", Metretek Florida's revenues have fluctuated significantly in the past and are expected to continue to fluctuate significantly in the future.

Other revenues increased $35,000 during the third quarter 2005, as compared to the third quarter 2004. This increase was comprised principally of increased fee revenue earned by

MGT, which is the managing trustee of MM 1995-2, in the third quarter 2005 compared to the third quarter 2004.

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

	QUARTER ENDED SEPTEMBER 30, 2005	QUARTER ENDED SEPTEMBER 30, 2004	QUARTER-OVER-QUARTER DIFFERENCE $	QUARTER-OVER-QUARTER DIFFERENCE %
	(IN THOUSANDS)			
COSTS AND EXPENSES:				
Costs of Sales and Services				
Southern Flow	$2,414	$2,366	$ 48	2%
PowerSecure	4,305	3,809	496	13%
Metretek Florida	427	391	36	9%
Total	7,146	6,566	580	9%
General and administrative	2,008	1,675	333	20%
Selling, marketing and service	692	483	209	43%
Depreciation and amortization	135	142	(7)	-5%
Reserarch and development	189	172	17	10%
Interest, finance charges and other	202	176	26	15%
Income taxes	2	12	(10)	-83%

Costs of sales and services include materials, personnel and related overhead costs incurred to manufacture products and provide services. The 9% increase in cost of sales and services for the third quarter 2005, compared to the third quarter 2004, was attributable almost entirely to increased revenues at PowerSecure and Metretek Florida.

The 13% increase in PowerSecure's costs of sales and services in the third quarter 2005 is almost entirely a direct result of the 17% increase in PowerSecure's revenues. PowerSecure's gross profit margin increased to 28.0% during the third quarter 2005, as compared to 25.4% during the third quarter 2004, reflecting a higher level of revenues from shared savings projects, professional services, monitoring and other service related activities that generally result in higher margins to PowerSecure.

The 2% increase in Southern Flow's costs of sales and services in the third quarter 2005 despite an overall 4% decrease in Southern Flow's revenues is due to the cost structure of Southern Flow's service operations which remains generally fixed, over short-term periods, relative to fluctuations in its service related revenues. As a result, Southern Flow's gross profit margin decreased to 22.0% for the third quarter 2005, compared to 26.4% during the third quarter 2004, due to the $300,000 estimated reduction in revenues attributable to the effects of the hurricanes without any significant reduction in costs over the same period.

The 9% increase in Metretek Florida's costs of sales and services in the third quarter 2005 was likewise a direct result of the 26% increase in Metretek Florida's revenues. Metretek Florida's gross profit margin increased to 57.2% for the third quarter 2005, compared to 50.5% for the third quarter 2004. The improved gross profit margin for the third quarter 2005 reflects cost efficiencies achieved from the transition of production activities from internal to external contract manufacturers and other cost reduction measures taken in connection with the restructuring of Metretek Florida's business.

General and administrative expenses include personnel and related overhead costs for the support and administrative functions. The 20% increase in general and administrative expenses in the third quarter 2005, as compared to the third quarter 2004, was due almost entirely to increases in personnel and related overhead costs associated with the development and growth of PowerSecure's business.

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 43% increase in selling, marketing and service expenses in the third quarter 2005, as compared to the third quarter 2004, was due primarily to increases in personnel and commission costs at Metretek Florida as well as increased personnel and business development expenses associated with the development and growth of the business of PowerSecure during the third quarter 2005.

Depreciation and amortization expenses include the depreciation of property, plant and equipment and the amortization of certain intangible assets including capitalized software development costs and other intangible assets that do not have indefinite useful lives. The 5% decrease in depreciation and amortization expenses in the third quarter 2005, as compared to the third quarter 2004, was due primarily to the offsetting effects of a reduction in depreciable assets at Metretek Florida offset by an increase in depreciable equipment at PowerSecure.

Research and development expenses, all of which relate to activities at Metretek Florida, include payments to third parties, wages and related expenses for personnel, materials costs and related overhead costs related to product and service development, enhancements, upgrades, testing and quality assurance. The 10% increase in research and development expenses in the third quarter 2005, as compared to the third quarter 2004, reflects additional personnel and associated costs at Metretek Florida.

Interest, finance charges and other expenses include interest and finance charges on our credit facility as well as other non-operating expenses. The 15% increase in interest, finance charges and other expenses in the third quarter 2005, as compared to the third quarter 2004, reflects additional interest costs related to a significant PowerSecure shared savings project loan that commenced in May 2005 and the $32,600 credit facility termination fee paid to Wells Fargo in September 2005. These interest costs were partially offset by reduced interest charges at Metretek Florida from lower levels of debt outstanding during the third quarter 2005, as compared the third quarter 2004.

Income tax expenses include state income taxes in various state jurisdictions in which we have taxable activities. We incur no federal income tax expense because of our consolidated net operating losses. The decrease in income taxes in the third quarter 2005, as compared to the third quarter 2004, was due to a decrease in state income taxes incurred by Southern Flow, primarily in Louisiana.

NINE MONTH PERIOD 2005 COMPARED TO NINE MONTH PERIOD 2004

Revenues. Our consolidated revenues for the nine month period 2005 increased $6,055,000, or 23%, compared to the nine month period 2004. The increase was due to an increase in revenues at each of our operating subsidiaries.

PowerSecure's revenues increased $5,867,000, or 43%, during the nine month period 2005 compared to the nine month period 2004. The increase in PowerSecure's revenues during the nine month period 2005 compared to the nine month period 2004 was due to a $5,288,000 increase in distributed generation turn-key system project sales and services together with an increase of $579,000 in revenues from shared savings projects, professional services, monitoring and other service related revenues, due to an increased marketing focus on such projects and services. PowerSecure's increase in distributed generation turn-key system project sales and service revenues was due entirely to both an increase in the number of completed or in-process projects during the nine month period 2005 compared to the nine month period 2004 as well as normal quarter-to-quarter fluctuations inherent in its operations. Overall, PowerSecure's results for the nine month period 2005 reflect a 98% increase in the total number of distributed generation turn-key projects either completed or in progress, compared to the nine month period 2004, although the average project size decreased by 29%, resulting from a substantially increased number of sales of distributed generation systems that excluded a generator from the package, such as sales of PowerSecure's QuickPower system. As PowerSecure has increased the marketing of its systems and expanded the scope of its offerings and of its geographic marketing, it has experienced a major increase in the number of projects. However, many of the systems it sold in the nine month period 2005 were systems where the customer acquired or leased its own generator, the single biggest component in a complete distributed generation system, from another source. There is no assurance, however, that these recent trends in the number or size of PowerSecure projects will continue during the remainder of fiscal 2005 or thereafter, due to quarterly and annual fluctuations, as discussed below under "--Quarterly Fluctuations". PowerSecure's revenues are influenced by the number, size and timing of various projects and have fluctuated significantly in the past and are expected to continue to fluctuate significantly in the future.

Southern Flow's revenues increased $139,000, or less than 2%, during the nine month period 2005, as compared to the nine month period 2004. The increase in Southern Flow's revenues was primarily attributable to a generally improved market for its services due principally to a higher level of natural gas prices. The positive effects of improved market conditions for its services in the first seven months of 2005 were largely offset by the combined effects on Southern Flow's customers of Hurricanes Katrina and Rita during August and September 2005. Southern Flow's Gulf Coast division offices and related assets experienced no major damage from the hurricanes. However, production assets owned by many of Southern Flow's Gulf Coast customers were heavily damaged and the affected assets may be out of service for indefinite periods. As a result, some Southern Flow services to its Gulf Coast customers are likely to remain curtailed until such time as damage can be repaired and normal operations can be restored. Based upon information provided by its customers, Southern Flow currently expects that Gulf Coast operations will continue to be impaired throughout the

remainder of 2005 but should return to normal levels by early 2006. We estimate that Southern Flow's nine month period 2005 revenues and segment profit were reduced by approximately $300,000 as a result of the effects of Hurricanes Katrina and Rita and we expect a similar effect in the fourth quarter of 2005.

Metretek Florida's revenues increased $122,000, or 5%, during the nine month period 2005 compared to the nine month period 2004. The increase in Metretek Florida's revenues during the nine month period 2005 compared to the nine month period 2004 was due, in part, to new products introduced during the period. As discussed below under "--Quarterly Fluctuations", Metretek Florida's revenues have fluctuated significantly in the past and are expected to continue to fluctuate significantly in the future.

Other revenues decreased $73,000 during the nine month period 2005, as compared to the nine month period 2004. This decrease was comprised principally of non-recurring fee revenue recorded by MGT in the nine month period 2004 for which there was no similar fee revenue in the nine month period 2005.

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

	NINE MONTHS ENDED SEPTEMBER 30,		PERIOD-OVER-PERIOD DIFFERENCE	
	2005	2004	$	%
	(IN THOUSANDS)			
COSTS AND EXPENSES:				
Costs of Sales and Services				
Southern Flow	$ 7,232	$ 7,071	$ 161	2%
PowerSecure	14,445	9,925	4,520	46%
Metretek Florida	1,168	1,171	(3)	0%
Total	22,845	18,167	4,678	26%
General and administrative	5,817	4,859	958	20%
Selling, marketing and service	1,989	1,493	496	33%
Depreciation and amortization	393	406	(13)	-3%
Reserarch and development	515	501	14	3%
Interest, finance charges and other	495	344	151	44%
Income taxes	16	36	(20)	-56%

The overall 26% increase in cost of sales and services for the nine month period 2005, compared to the nine month period 2004, was attributable almost entirely to increased revenues at Southern Flow and PowerSecure.

The 46% increase in PowerSecure's costs of sales and services in the nine month period 2005 is almost entirely a direct result of the 43% increase in PowerSecure's revenues. PowerSecure's gross profit margin decreased to 26.0% during the nine month period 2005, as compared to 27.3% during the nine month period 2004, reflecting recent cost increases in both key equipment components and outsourced installation and construction costs that were not passed on to certain large customers, principally during the first six months of the nine month period 2005, compared to the nine month period 2004. As noted previously, PowerSecure's

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gross profit margin was 28.0% during the third quarter 2005.

The 2% increase in Southern Flow's costs of sales and services in the nine month period 2005 is the result of the 1% increase in its revenues. Southern Flow's gross profit margin decreased to 25.3% for the nine month period 2005, compared to 25.9% during the nine month period 2004, which was partially due to the effects of Hurricanes Katrina and Rita, but still within the range of normal fluctuations for Southern Flow.

The less than 1% decrease in Metretek Florida's costs of sales and services in the nine month period 2005 was a direct result of cost efficiencies achieved from the transition of production activities from internal to external contract manufacturers. As a result, Metretek Florida's gross profit margin increased to 53.5% for the nine month period 2005, compared to 51.0% for the nine month period 2004.

The 20% increase in general and administrative expenses in the nine month period 2005, as compared to the nine month period 2004, was due primarily to increases in personnel and related overhead costs associated with the development and growth of PowerSecure's business. In addition, smaller increases in personnel and related overhead costs at Southern Flow and Metretek Florida also contributed to the overall increase in general and administrative expense during the nine month period 2005, as compared to the nine month period 2004.

The 33% increase in selling, marketing and service expenses in the nine month period 2005, as compared to the nine month period 2004, was due primarily to increased personnel and business development expenses associated with the development and growth of the business of PowerSecure as well as increased personnel and business development expenses at Metretek Florida during the nine month period 2005.

The 3% decrease in depreciation and amortization expenses in the nine month period 2005, as compared to the nine month period 2004, primarily reflects a reduction in depreciable assets at Metretek Florida partially offset by an increase in depreciable equipment at PowerSecure in the latter portions of fiscal 2004 and during the nine month period 2005.

The 3% increase in research and development expenses in the nine month period 2005, as compared to the nine month period 2004, primarily reflects additional personnel and associated costs at Metretek Florida.

The 44% increase in interest, finance charges and other expenses in the nine month period 2005, as compared to the nine month period 2004, reflects interest on the $3 million class action settlement note that began accruing on July 1, 2004, additional interest costs related to two PowerSecure shared savings project loans that commenced in the latter half of fiscal 2004 and in the second quarter of 2005, respectively, the $32,600 credit facility termination fee paid to Wells Fargo in September 2005, and a generally higher level of interest rates on outstanding borrowings during the respective periods.

The decrease in income taxes in the nine month period 2005, as compared to the nine

month period 2004, was due to a decrease in state income taxes incurred by Southern Flow, primarily in Louisiana.

QUARTERLY FLUCTUATIONS

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

- the size, timing and terms of sales and orders, including customers delaying, deferring or canceling purchase orders or making smaller purchases than expected;
- the effects of severe weather conditions, such as Hurricanes Katrina and Rita, on the demand requirements of our customers;
- our ability to obtain adequate supplies of key components and materials for our products on a timely and cost-effective basis;
- our ability to implement our business plans and strategies and the timing of such implementation;
- the timing, pricing and market acceptance of our new products and services such as Metretek Florida's new M2M offerings;
- the pace of development of our new businesses and the growth of their markets;
- changes in our pricing policies and those of our competitors;
- variations in the length of our product and service implementation process;
- changes in the mix of products and services having differing margins;
- changes in the mix of international and domestic revenues;
- economic conditions in the energy industry, especially in the natural gas and electricity sectors including the effect of cyclical changes in energy prices;
- the life cycles of our products and services;
- budgeting cycles of utilities and other major customers;
- general economic and political conditions;
- the resolution of pending and any future litigation and claims;
- the effects of governmental regulations and regulatory changes in our markets;
- changes in the prices charged by our suppliers;
- our ability to make and obtain the expected benefits from acquisitions of technology or businesses, and the costs related to such acquisitions;
- changes in our operating expenses; and
- the development and maintenance of business relationships with strategic partners.

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

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

Over PowerSecure's five year operating history, its revenues, costs, gross margins, cash flow, net income and other operating results have varied from quarter-to-quarter, period-to-period and year-to-year for a number of reasons, including the factors mentioned above, and we expect such fluctuations to continue in the future. PowerSecure's revenues depend in large part upon the timing and the size of projects awarded to PowerSecure, and to a lesser extent the timing of the completion of those projects. In addition, distributed generation is an emerging market and PowerSecure is a new competitor in the market, so there is no established customer base on which to rely or certainty as to future contracts. As PowerSecure develops new related lines of business, revenues and costs will fluctuate. Another factor that could cause material fluctuations in PowerSecure's quarterly results is the amount of recurring, as opposed to non-recurring, sources of revenue. Through September 30, 2005, the majority of PowerSecure's revenues constituted non-recurring revenues.

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

Metretek Florida has historically derived most of its revenues from sales of its products and services to the utility industry. Metretek Florida has experienced variability in its operating results on both an annual and a quarterly basis due primarily to utility purchasing patterns and delays of purchasing decisions as a result of mergers and acquisitions in the utility industry and changes or potential changes to the federal and state regulatory frameworks within which the utility industry operates. The utility industry, both domestic and foreign, is generally characterized by long budgeting, purchasing and regulatory process cycles that can take up to several years to complete. In addition, Metretek Florida has only a limited operating history with its new M2M and telemetry business, and its operating results in this new business may fluctuate significantly as it develops this business.

Due to all of these factors and the other risks discussed in this Report and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2004, you should not rely on quarter-to-quarter, period-to-period or year-to-year comparisons of our results of operations as an indication of our future performance. Quarterly, period, or annual comparisons of our operating results are not necessarily meaningful or indicative of future performance.

LIQUIDITY AND CAPITAL RESOURCES

Capital Requirements. We require capital primarily to finance our:

- operations;
- inventory;
- accounts receivable;
- research and development efforts;
- property and equipment acquisitions, including investments in shared savings projects;
- software development;
- debt service requirements;
- liabilities of our discontinued MCM operations; and
- business and technology acquisitions and other growth transactions.

Cash Flow. We have historically financed our operations and growth primarily through a combination of cash on hand, cash generated from operations, borrowings under credit facilities, borrowings on shared savings projects, borrowings on a term loan to fund our acquisition of additional interests in our unconsolidated affiliate, and proceeds from private and public sales of equity. As of September 30, 2005, we had working capital of $3,946,000, including $649,000 in cash and cash equivalents, compared to working capital of $5,117,000 on December 31, 2004, which included $2,951,000 in cash and cash equivalents. As of September 30, 2005, we had $2,589,000 of additional borrowing capacity from our credit facilities available to support working capital needs, compared to $639,000 of additional borrowing capacity at December 31, 2004.

Net cash provided by operating activities was $285,000 in the nine month period 2005, consisting of approximately $1,527,000 of cash provided by operations, before changes in assets and liabilities, approximately $566,000 of cash used in changes in working capital and other asset and liability accounts, and approximately $676,000 of cash used by discontinued operations of MCM. This compares to net cash used in operating activities of $1,483,000 in the nine month period 2004, consisting of approximately $1,254,000 of cash provided by operations, before changes in assets and liabilities, approximately $1,761,000 of cash used in changes in working capital and other asset and liability accounts, and approximately $976,000 of cash used by discontinued operations of MCM.

Net cash used in investing activities was $987,000 in the nine month period 2005, as compared to net cash used by investing activities of $4,029,000 in the nine month period 2004.

The majority of the net cash used by investing activities during the nine month period 2005 was attributable to equipment purchases for two shared savings distributed generation projects. Net cash used in investing activities during the nine month period 2004 included the purchase of a $1,000,000 restricted certificate of deposit in connection with the waiver and amendment of certain loan covenant compliance requirements for Metretek Florida. In addition during the nine month period 2004, we purchased additional equity interests in our unconsolidated affiliate for $956,000 and used $2,065,000 to purchase equipment items, including $1,724,000 of capital expenditures for three PowerSecure "company-owned" distributed generation projects.

Net cash used by financing activities was $1,600,000 in the nine month period 2005, compared to net cash provided by financing activities of $11,148,000 in the nine month period 2004. The majority of the net cash used by financing activities during the nine month period 2005 was attributable to principal payments on debt obligations, and cash payments made on our preferred stock redemptions. The majority of the net cash provided by financing activities in the nine month period 2004 was attributable to $9,831,000 net proceeds from a Private Placement of our Common Stock in May 2004, $1,213,000 proceeds from two loans to fund the purchase of equipment for two company-owned distributed generation projects, and $961,000 proceeds from a bank term loan used to finance the acquisition of the additional equity interests in our unconsolidated affiliate.

Our research and development expenses totaled $515,000 in the nine month period 2005 compared to $501,000 in the nine month period 2004. All of our nine month period 2005 research and development expenses were directed toward the enhancement and support of Metretek Florida's business, including the development of its M2M communications products. During the remainder of fiscal 2005, we plan to continue our research and development efforts to enhance our existing products and services and to develop new products and services. We anticipate that our research and development expenses in fiscal 2005 will total approximately $710,000, all of which will be directed to Metretek Florida's business.

Our capital expenditures in the nine month period 2005 were $929,000, the majority of which related to PowerSecure, including $439,000 of capital expenditures incurred in building three PowerSecure shared savings distributed generation projects. In the nine month period 2004, our capital expenditures were $2,078,000, including $1,724,000 of capital expenditures related to three PowerSecure shared savings distributed generation projects. We anticipate capital expenditures in fiscal 2005 of approximately $1.1 million, including $500,000 of capital invested in shared savings distributed generation projects. The remaining $600,000 in capital expenditures will benefit all of our key subsidiaries. The majority of costs incurred in PowerSecure's future shared savings projects are anticipated to be funded primarily through long-term financing arrangements provided through PowerSecure's major suppliers. However, we cannot provide any assurance that those financing arrangements will be sufficient to allow PowerSecure to meet our objectives for its growth and development without internal funding or will be on favorable terms.

Project Loans. We have three shared savings project loans outstanding to Caterpillar Financial Services Corporation ("Caterpillar") in the aggregate amount of $1,265,000 at September

30, 2005. The project loans are secured by the distributed generation equipment purchased from Caterpillar as well as the revenues generated by the PowerSecure projects. The project loans provide for 60 monthly payments of principal and interest (at rates ranging from 6.75% to 7.85%) in the aggregate amount of approximately $31,000 per month. We expect that monthly payments on the project loans will be funded through payments from customers utilizing the distributed generation equipment on their sites.

On May 9, 2005, Caterpillar offered PowerSecure a $5,000,000 line of credit to finance the purchase, from time to time, of Caterpillar generators to be used in PowerSecure projects, primarily in shared savings arrangements, pursuant to a letter by Caterpillar to PowerSecure containing the terms of this credit line. Under this line of credit, PowerSecure 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. With respect to any equipment financed by Caterpillar, PowerSecure must make a 10% cash down payment of the purchase price and grant to Caterpillar a first priority security interest in the equipment being financed as well as other equipment related to the project.

The line of credit expires on April 30, 2006 (subject to renewal, if requested by PowerSecure and accepted by Caterpillar in its sole discretion), or at an earlier date upon notice to PowerSecure 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 PowerSecure, but is not an unconditional binding commitment to provide such financing. The line of credit is contingent upon the continued credit-worthiness of PowerSecure in the sole discretion of Caterpillar. As of September 30, 2005, PowerSecure had $3.6 million available for additional equipment purchases under the Caterpillar line of credit.

Working Capital Credit Facility. On September 2, 2005, the Company, along with Southern Flow, PowerSecure and Metretek Florida, entered into a Credit Agreement (the "Credit Agreement") with First National Bank of Colorado (the "FNBC"), providing for a $4.5 million revolving credit facility (the "Credit Facility"). Southern Flow and PowerSecure are the borrowers under the Credit Facility. Amounts borrowed under the Credit Facility bear interest at a rate of prime plus one and a half percent (prime + 1.50%). The Credit Facility matures on September 1, 2007. The Credit Facility refinanced the Company's existing credit facility with Wells Fargo Business Credit, Inc. ("Wells Fargo"). The Credit Facility is expected to be used primarily to fund the operations and growth of PowerSecure, as well as the operations of Southern Flow and Metretek Florida.

The Credit Facility is structured in two parts: a $2.5 million facility for PowerSecure (the "PowerSecure Facility") and a $2.0 million facility for Southern Flow (the "Southern Flow Facility"). Borrowings under the PowerSecure Facility are limited to a borrowing base consisting of the sum of 75% of PowerSecure's eligible accounts receivable, plus 25% of the sum of PowerSecure's unbilled accounts receivable less the amount of PowerSecure's unearned revenues or advanced billings on contracts, plus 25% of PowerSecure's inventory. Borrowings under the Southern Flow Facility are limited to a borrowing base consisting of the sum of 80% of Southern Flow's eligible accounts receivable, plus 20% of Southern Flow's inventory, plus 70% of Metretek Florida's eligible accounts receivable. As of September 30, 2005, the aggregate borrowing base under the Credit Facility was $4,404,000 of which $1,815,000 had been borrowed, leaving $2,589,000 in unused Credit Facility availability.

The obligations of PowerSecure and Southern Flow, as borrowers, under the Credit Agreement are secured by security agreements (the "Security Agreements") by Southern Flow, PowerSecure and Metretek Florida and are guaranteed by the Company in a guaranty (the "Guaranty"). The Security Agreements grant to FNBC a first priority security interest in virtually all of the assets of each of the parties to the Credit Agreement.

The Credit Agreement contains customary representations and warranties and affirmative and negative covenants, including financial covenants pertaining to minimum cash flow coverage ratios and maximum debt to tangible net worth ratios of the Company and PowerSecure, minimum current assets to current liabilities ratios of PowerSecure and Southern Flow, as well as a minimum tangible net worth by Southern Flow. The Credit Agreement does not contain any financial covenants pertaining to Metretek Florida. The Credit Agreement contains other customary covenants that apply to the Company, PowerSecure, Southern Flow and Metretek Florida, limiting the incurrence of additional indebtedness or liens, restricting dividends and redemptions of capital stock, restricting their ability to engage in mergers, consolidations, sales and acquisitions, to make investments, to issue guarantees of other obligations, to engage in transactions with affiliates to or make restricted payments and other matters customarily restricted in secured loan agreements, without FNBC's prior written consent.

The Credit Agreement contains customary events of default, including payment defaults, breach of representations and warranties, covenant defaults, cross-defaults, certain bankruptcy or insolvency events, judgment defaults and certain ERISA-related events. The Credit Facility also contains an annual unused credit line fee.

In connection with entering the Credit Agreement described above, the Company terminated its credit facility with Wells Fargo (the "Wells Fargo Credit Facility"). The Wells Fargo Credit Facility was a $3.26 million secured revolving line of credit that previously constituted the Company's primary credit facility and was scheduled to expire on September 30, 2006. The Company paid Wells Fargo a $32,600 termination fee, representing one percent (1%) of the maximum line of $3,260,000.

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 total redemption obligation was approximately $6.2 million, of which a total of $5,795,000 has been paid through September 30, 2005.

Term Loan. CAC LLC has a term loan outstanding to a commercial bank in the amount of $679,000 at September 30, 2005. The term loan financed our purchase of additional equity

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interests in our unconsolidated affiliate, MM 1995-2, in fiscal 2004. The term loan is secured by our interests in MM 1995-2, and we provided a guaranty of $625,000 of the term loan. The term loan provides for 60 monthly payments of principal and interest (at a rate of 5.08%) in the amount of approximately $18,500 per month. We expect that monthly payments on the term loan will be funded through cash distributions from MM 1995-2.

Settlement Note. We have a settlement note outstanding in the amount of $1,875,000 at September 30, 2005 as a result of class action litigation that was settled in fiscal 2004. The settlement note bears interest at the rate of prime plus three percent, is payable in 16 quarterly installments of $187,500 principal plus accrued interest each, and is guaranteed by the 1997 Trust and by our subsidiaries.

Discontinued Operations of MCM. In connection with our sale of MCM to InstruTech Florida in fiscal 2004, InstruTech Florida issued to Metretek Florida a promissory note in the amount of $780,000. In addition, in connection with the sale to InstruTech Florida, we advanced $50,000 to InstruTech Florida under terms of a bridge loan.

The assets of the discontinued operations not included in the sale to InstruTech Florida, which consist principally of receivables and inventory, are being liquidated through collections of receivables and through subsequent sales of inventory to contract manufacturers, including InstruTech Florida, and to inventory liquidators.

On May 9, 2005, we received notice that InstruTech Florida intended to discontinue the acquired business. As a result, we took possession of the purchased equipment from InstruTech Florida and commenced liquidating the equipment. We also completed an estimate of the net recoverable value of the equipment, including the effect on the recovery of the note receivable from InstruTech and amounts advanced under terms of the bridge loan. Based upon this valuation, we recorded an additional provision for Loss on Disposal of MCM (and its remaining net assets) by $300,000 in the first quarter 2005.

We have updated our estimate of the net recovery values of MCM assets through September 30, 2005, and believe no additional losses on disposal will be required. However, we cannot provide any assurance of the amounts that will ultimately be recovered from the liquidation of the remaining inventory and equipment, and recovery of accounts receivable.

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. We are obligated to make future payments under the Credit Facility and other loans. In addition, we have obligations related to our discontinued MCM operations. Finally, we are required to make certain payments under the terms of the class action settlement note. The following table sets forth our contractual obligations and commercial commitments as of September 30, 2005:

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	PAYMENTS DUE BY PERIOD (1)				
	TOTAL	REMAINDER OF 2005	YEARS 2006-2007	YEARS 2008-2009	AFTER 2009

CONTRACTUAL OBLIGATIONS					
Credit Facility (2)	$1,815,000	$ --	$1,815,000	$ --	$ --
Capital Lease Obligations	9,000	2,000	7,000	--	--
Operating Leases	1,414,000	138,000	849,000	427,000	--
Series B Preferred Stock	443,000	443,000	--	--	--
Settlement Note	1,875,000	188,000	1,500,000	187,000	--
Term Loan	679,000	43,000	404,000	232,000	--
Project Loans	1,265,000	64,000	606,000	568,000	27,000
Discontinued operations (3)	41,000	41,000	--	--	--
Other Long-Term Obligations	231,000	3,000	228,000	--	--
Total	$7,772,000	$922,000	$5,409,000	$1,414,000	$27,000

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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, 2005, not projected borrowings under the Credit Facility.

(3) Represents accrued termination and shutdown costs of our discontinued MCM operations.

Off-Balance Sheet Arrangements. During the third quarter 2005, we did not engage in any material off-balance sheet activities or have any relationships or arrangements with unconsolidated entities established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Further, we have not guaranteed any obligations of unconsolidated entities nor do we have any commitment or intent to provide additional funding to any such entities.

Liquidity. Based upon our plans and assumptions as of the date of this Report, we currently believe that our capital resources, including our cash and cash equivalents, amounts available under our Credit Facility, along with funds expected to be generated from our operations, will be sufficient to meet our anticipated cash needs during the next 12 months, including our working capital needs, capital requirements and debt service commitments, other than the development of the shared savings business of PowerSecure. 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. 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.

For the following reasons, we may require additional funds, beyond our currently anticipated resources, to support our working capital requirements, our operations or our other cash flow needs:

- While we have reorganized our Metretek Florida business with the goal of making it cash

flow positive, the operations of Metretek Florida, and the discontinued operations of its MCM subsidiary, may require us to fund future operating losses or costs of business expansion.

- We may recover less than the full amount of the net value of the inventory, equipment and accounts receivable of the discontinued contract manufacturing operations, as recorded on our financial statements, reducing our expected cash flow therefrom.

- We expect that the costs of financing the continuing and anticipated development and growth of PowerSecure, including the equipment, labor and other capital costs of significant turn-key projects that arise from time to time depending on backlog and customer requirements, will, and that similar costs that would be associated with developing any future distributed generation systems for its shared savings business package, would, require us to raise significant additional funds, beyond our current capital resources.

- As our businesses grow, especially PowerSecure, our cash flow may fluctuate due to the timing of receipts from sales of products and services and the completion of projects, and despite increasing sales we could experience temporary shortages in liquidity as our cash flow is tied up in equipment and supplies, in accounts receivable and awaiting project completion.

- From time to time as part of our business plan, we engage in discussions regarding potential acquisitions of businesses and technologies. Our ability to finance any acquisition in the future will be dependent upon our ability to raise additional capital. As of the date of this report, we have not entered into any binding agreement or understanding committing us to any such acquisition, but we regularly engage in discussions related to such acquisitions.

- An adverse resolution to claims that may arise from time to time against us could significantly increase our cash requirements beyond our available capital resources.

- Unanticipated events, over which we have no control, could increase our operating costs or decrease our ability to generate revenues from product and service sales beyond our current expectations.

We may seek to raise any needed or desired additional capital from the proceeds of public or private equity or debt offerings at the Metretek Technologies level or at the subsidiary level or both, from asset or business sales, from traditional credit financings or from other financing sources. In addition, we continually evaluate opportunities to improve our credit facilities, through increased credit availability, lower debt costs or other more favorable terms. However, our ability to obtain additional capital or replace or improve our credit facilities when needed or desired will depend on many factors, including general economic and market conditions, our operating performance and investor and lender sentiment, and thus cannot be assured. In addition, depending on how it is structured, a financing could require the consent of

our current lender. Even if we are able to raise additional capital, the terms of any financings could be adverse to the interests of our stockholders. For example, the terms of a debt financing could restrict our ability to operate our business or to expand our operations, while the terms of an equity financing, involving the issuance of capital stock or of securities convertible into capital stock, could dilute the percentage ownership interests of our stockholders, and the new capital stock or other new securities could have rights, preferences or privileges senior to those of our current stockholders. We cannot assure you that sufficient additional funds will be available to us when needed or desired or that, if available, such funds can be obtained on terms favorable to us and our stockholders and acceptable to those parties who must consent to the financing. Our inability to obtain sufficient additional capital on a timely basis on favorable terms when needed or desired could have a material adverse effect on our business, financial condition and results of operations.

RECENT ACCOUNTING PRONOUNCEMENTS

In December 2004, the FASB issued its final standard on accounting for employee stock options, FAS No. 123 (Revised 2004), "Share-Based Payment" ("FAS No. 123(R)"). FAS No. 123(R) replaces FAS No. 123, "Accounting for Stock-Based Compensation" ("FAS No. 123"), and supersedes Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees". FAS No. 123(R) requires companies to measure compensation costs for all share-based payments, including grants of employee stock options, based on the fair value of the awards on the grant date and to recognize such expense over the period during which an employee is required to provide services in exchange for the award. The pro forma disclosures previously permitted under FAS No. 123 will no longer be an alternative to financial statement recognition.

In April 2005, the SEC amended Rule 4-01(a) of Regulation X under the Exchange Act to defer the effective date of FAS 123(R) to the first fiscal year beginning on or after June 15, 2005 (or December 15, 2005, for small business issuers). As so modified, FAS 123(R) is to become effective for all awards granted, modified, repurchased or cancelled on or after, and to unvested portions of previously issued and outstanding awards vesting on or after January 1, 2006. We are currently evaluating the effect of adopting FAS 123(R) on our financial position and results of operations, and we have not yet determined whether the adoption of FAS 123(R) will result in expenses in amounts that are similar to the current pro forma disclosures under FAS 123.

In March 2005, the SEC issued Staff Accounting Bulletin No. 107, "Share-Based Payment" ("SAB 107"). SAB 107 provides the SEC staff's position regarding the application of FAS 123(R), contains interpretive guidance related to the interaction between FAS 123(R) and certain SEC rules and regulations, and also provides the SEC staff's views regarding the valuation of share-based payment arrangements for public companies. We are currently assessing the impact of SAB 107 in conjunction with our evaluation of the impact of FAS 123(R).

In March 2005, the FASB issued Interpretation No. 47, "Accounting for Conditional Asset Retirement Obligations" ("FIN 47"). FIN 47 clarifies that the term "conditional asset retirement obligation" as used in FASB Statement No. 143, "Accounting for Asset Retirement Obligations," refers to a legal obligation to perform an asset retirement activity in which the timing and/or

method of settlement are conditional on a future event that may or may not be within the control of the entity. However, the obligation to perform the asset retirement activity is unconditional even though uncertainty exists about the timing or method of settlement. FIN 47 requires that the uncertainty about the timing or method of settlement of a conditional asset retirement obligation be factored into the measurement of the liability when sufficient information exists. FIN 47 also clarifies when an entity would have sufficient information to reasonably estimate the fair value of an asset retirement obligation. FIN 47 is effective for fiscal years ending after December 15, 2005, which will be our fiscal year. We are currently evaluating the impact of FIN 47 on our financial position and results of operations.

In May 2005, the FASB issued FAS No. 154, "Accounting Changes and Error Corrections" ("FAS 154"). FAS 154 changes the requirements for the accounting and reporting of a change in accounting principle, and applies to all voluntary changes in accounting principle as well as to changes required by an accounting pronouncement that does not include specific transition provisions. Previously, most changes in accounting principles were required to be recognized by way of including the cumulative effect of the changes in accounting principle in the income statement in the period of change. FAS 154 requires that such changes in accounting principle be retrospectively applied as of the beginning of the first period presented as if that accounting principle had always been used, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. FAS 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. However, FAS 154 does not change the transition provisions of any existing accounting pronouncements. We do not believe adoption of FAS 154 will have a material impact 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, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). From time to time in the future, we may make additional forward-looking statements in presentations, at conferences, in press releases, in other reports and filings and otherwise. Forward-looking statements are all statements other than statements of historical facts, including statements that refer to plans, intentions, objectives, goals, strategies, hopes, beliefs, projections, expectations or other characterizations of future events or performance, and assumptions underlying the foregoing. The words "may", "could", "should", "would", "will", "project", "intend", "continue", "believe", "anticipate", "estimate", "forecast", "expect", "plan", "potential", "opportunity" and "scheduled", variations of such words, and other similar expressions are often, but not always, used to identify forward-looking statements. Examples of forward-looking statements include statements regarding, among other matters, our plans, intentions, objectives, goals, strategies, beliefs, projections and expectations about the following:

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

- our products and services, market position, market share, growth and strategic

relationships;

- our business plans, strategies, goals and objectives;

- market demand for and customer benefits attributable to our products and services;

- industry trends and customer preferences;

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

- the sufficiency of funds, from operations, available borrowings and other capital resources, to meet our future working capital, capital expenditure, debt service and business growth needs;

- pending or potential business acquisitions, combinations, sales, alliances, relationships and other similar business transactions;

- our ability to successfully develop and operate our new businesses;

- the effects on our financial condition, results of operations and cash flows of the resolution of pending or threatened litigation; and

- future economic, business, market and regulatory conditions.

Any forward-looking statements we make are based on our current plans, intentions, objectives, goals, strategies, hopes, beliefs, projections and expectations, as well as assumptions made by and information currently available to management. You are cautioned not to place undue reliance on any forward-looking statements, any or all of which could turn out to be wrong. Forward-looking statements are not guarantees of future performance or events, but are subject to and qualified by substantial risks, uncertainties and other factors, which are difficult to predict and are often beyond our control. Forward-looking statements will be affected by assumptions we might make that do not materialize or that 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, the following:

- our history of losses and, notwithstanding our recent profitable quarters, no assurance of continued future profitability;

- our ability to maintain a sufficient amount of capital and liquidity to meet our operating and capital requirement and growth needs;

- the size, timing and terms of customer orders;

- our ability to successfully and timely develop, market, operate and expand PowerSecure's systems, including its products, services, and technologies;

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

- the effects of litigation and claims pending from time to time;

- the effects of changes in utility tariffs in the regions in which PowerSecure sells its distributed generation systems;

- the effects of changes in environmental laws, rules and regulations by federal, state or local governmental authorities or regulatory agencies on the economic viability of PowerSecure's distributed generation technology solution;

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

- our ability to develop, on a profitable basis, Metretek Florida's InvisiConnect business;

- our ability to recover value and receive proceeds from the disposition of the assets of the discontinued MCM contract manufacturing business;

- the complexity, uncertainty and time constraints associated with the development and market acceptance of new product and service designs and technologies;

- the effects of intense competition in our markets, including the introduction of competitors' products, services and technologies and our timely and successful response thereto, and our ability to successfully compete in those markets;

- utility purchasing patterns and delays and potential changes to the federal and state regulatory frameworks within which the utility industry operates;

- fluctuations in our operating results, and the long and variable sales cycles of many of our products and services;

- restrictions imposed on us and our ability to raise additional capital by the terms of our Credit Facility and the May 2004 private placement;

- the effect of rapid technologic changes on our ability to maintain competitive products, services and technologies;

- our ability to attract, retain and motivate key management, technical and other critical personnel;

- our ability to secure and maintain key contracts, business relationships and alliances;

- our ability to make successful acquisitions and in the future to successfully integrate and utilize any acquired product lines, key employees and businesses;

- changes in the energy industry in general, and technological and market changes in the natural gas and electricity industries in particular;

- the impact and timing of changes in energy prices, especially in the natural gas and electricity markets;

- our ability to manage the anticipated growth of PowerSecure;

- the capital resources, technological requirements and internal business plans of the natural gas and electricity utilities industry;

- general economic and business conditions, including downturns in market conditions;

- effects of changes in product mix on our expected gross margins and net income;

- risks inherent in international operations;

- risks associated with our management of private energy programs;

- unexpected events affecting our ability to obtain funds from operations, debt or equity to finance operations, pay interest and other obligations, and fund needed capital expenditures and other investments;

- our ability to protect our technology, including our proprietary information and our intellectual property rights;

- risks of physical injury and property damage inherent in natural gas and electrical operations;

- the effects of recent terrorist activities and military actions;

- the impact of current and future laws and government regulations affecting the energy industry in general and the natural gas and electricity industries in particular;

- the effect of changes in laws, regulations and financial accounting standards; and

- other risks, uncertainties and other factors that are discussed in this Report or that are discussed from time to time in our other reports and documents we file with or furnish

to the SEC and the exhibits to such filings, including but not limited to our Annual Report on Form 10-K for the fiscal year ended December 31, 2004.

Any forward-looking statements contained in this Report speak only as of the date of this Report, and any other forward-looking statements we make from time to time in the future speaks only as of the date it is made. We do not intend, and we undertake no duty or obligation, to update or revise any forward-looking statement for any reason, whether as a result of changes in our expectations or the underlying assumptions, the receipt of new information, occurrence of future or unanticipated events, circumstances or conditions or otherwise.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

Our exposure to market risk resulting from changes in interest rates relates primarily to income from our investments in short-term interest-bearing marketable securities, which is dependent upon the interest rate of the securities held, and to interest expenses attributable to our Credit Facility, which is based on floating interest rates as described in "Item 2. Management's Discussion and Analysis of Financial Conditions and Results of Operations" of this Report. However, we do not believe that changes in interest rates have had a material impact on us in the past or will have a material impact on us in the foreseeable future. For example, a change of 1% in the interest rate on either our investments or our borrowings would not have a material impact on our financial condition, results of operations or cash flow.

Since substantially all of our revenues, expenses and capital spending are transacted in U.S. dollars, we are not exposed to significant foreign exchange risk. While we are subject to some market risk from fluctuating commodity prices in certain raw materials we use, we do not believe that our exposure to commodity price changes is material.

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

ITEM 4. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of September 30, 2005, the end of the period covered by this Report. Based upon that evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods

specified in the SEC's rules and forms.

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

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the quarter ended September 30, 2005 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II
OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we are involved in disputes and legal proceedings. There has been no material change in our pending legal proceedings as described in "Item 3. Legal Proceedings" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2004. See Note 5, "Commitments and Contingencies," to our consolidated financial statements, which is contained in Item I of this Report and incorporated herein by reference.

ITEM 6. EXHIBITS

31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Filed herewith.)

31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Filed herewith.)

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

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

SIGNATURES

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

METRETEK TECHNOLOGIES, INC.

Date: November 14, 2005

By: /s/ W. Phillip Marcum
W. Phillip Marcum
President and Chief Executive Officer

Date: November 14, 2005

By: /s/ A. Bradley Gabbard
A. Bradley Gabbard
Executive Vice President
and Chief Financial Officer