SOTHEBYS
Form 4
April 01, 2015

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith, Jr. Thomas S.

(Last) (First) (Middle)

1334 YORK AVE

(Street)

NEW YORK, NY 10021

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
SOTHEBYS [BID]

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	03/31/2015		A		158,638	A	(2)	158,638 (3)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units (4)	(5)	03/31/2015		A		47,070		(2)	(2)	Common Stock	47,070
Performance Share Units	(6)	03/31/2015		A		94,140		(6)	(2)	Common Stock	(6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith, Jr. Thomas S. 1334 YORK AVE NEW YORK, NY 10021	X		President and CEO	

Signatures

/s/ Thomas S. Smith, Jr.	04/01/2015
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Restricted stock award made pursuant to the Reporting Person's employment agreement with the issuer, dated March 13, 2015 (the "Employment Agreement"); service-based vesting only. A copy of the Employment Agreement is filed as Exhibit 10.1 to the issuer's Current Report on Form 8-K, filed with the Securities and Exchange Commission on March 18, 2015.

(2) Not Applicable

(3) Consists of unvested restricted stock shares only.

(4) Restricted stock unit award, to be settled in shares of issuer common stock; service-based vesting only. The number of restricted stock units awarded was calculated based on the terms of the Employment Agreement.

(5) 1-for-1

(6) This award was made pursuant to the Employment Agreement and the Second Amended and Restated Sotheby's Restricted Stock Unit Plan, as amended, and vests based on a graduated schedule of pre-determined levels of stock price appreciation above a price of $42.49 per share as well as a separate service-based vesting requirement, as described in the Employment Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. made by and information currently available to management. 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 and expectations 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, those described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, as amended or supplemented in subsequently filed Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as other risks, uncertainties and factors discussed elsewhere in this report, in documents that we include as exhibits to or incorporate by reference in this report, and in other reports and documents we from time to time file with or furnish to the Securities and Exchange Commission. In light of these risks and uncertainties, you are cautioned not to place undue reliance on any forward-looking statements that we make.

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

Overview

PowerSecure International, Inc., based in Wake Forest, North Carolina, is a leading provider of Energy and Smart Grid Solutions to electric utilities, and their commercial, institutional, and industrial customers. Our Energy and Smart Grid Solutions segment provides products and services in the areas of Interactive Distributed Generation (IDG), Utility Infrastructure, and Energy Efficiency, and our Energy

Table of Contents

Services segment provides services to the oil and natural gas industry through our Southern Flow and WaterSecure business units.

Through our PowerSecure, Inc. subsidiary we operate our Energy and Smart Grid Solutions segment and focus on three of these areas: Interactive Distributed Generation, Utility Infrastructure, and Energy Efficiency.

Our Interactive Distributed Generation business involves manufacturing, installing, and operating electric generation equipment located at the facility where the power is used, including commercial, institutional, and industrial operations, generally on behalf of electric utilities. Our equipment provides a dependable backup power supply during power outages, and provides a more efficient and environmentally friendly source of power during high cost periods of peak power demand. Our Interactive Distributed Generation systems contain our proprietary electronic controls, which enable our systems to be monitored around the clock by our smart grid monitoring center, protecting our customers operations from power outages and the costs of those outages. Through our monitoring center, we also forecast utilities peak demand periods, and electronically deploy our systems during these periods to power the customers operations.

Our Interactive Distributed Generation systems are sold to customers utilizing two basic economic models, each of which can vary depending on the specific customer and application. Our primary transaction is a project-based model whereby we sell the distributed generation system to the customer, which we refer to as a project-based or a customer-owned model. For distributed generation systems sold under a project-based model, the customer is investing the up-front capital to acquire ownership of the distributed generation system. Our revenues and profits from the sale of the system are recognized over the period during which the system is installed. We will also usually receive a modest amount of on-going monthly revenue to monitor the system for backup power and peak shaving purposes, as well as to maintain the system. A second distributed generation business model that represents an increasing portion of our revenues is a structure which generates long-term recurring revenues, which we refer to as our recurring revenue model or a PowerSecure-owned model. For distributed generation systems deployed under this model, we retain ownership of the distributed generation system after it is installed at the customer s site. Because of this, we invest the capital required to design and build the system, and our revenues are derived from regular fees paid over the life of the recurring revenue contract by the utility or the customer, or both, for access to the system for standby power and peak shaving. The life of these recurring revenue contracts is typically between five to fifteen years. The fees that generate our revenues in the recurring revenue model are generally paid to us on a monthly basis and are set at a level that provides us with attractive returns on the capital we invest in installing and maintaining the system. For some recurring revenue contracts, referred to as shared savings recurring revenue contracts, all, or some portion, of the fees are paid out of the peak shaving savings the system generates for the customer.

Our Utility Infrastructure business is focused on helping electric utilities design, build, upgrade, and maintain infrastructure that enhances the efficiency of their grid systems. Through our UtilityServices business, we provide transmission and distribution system construction and maintenance products and services, install advanced metering and efficient lighting, and emergency storm restoration services. Additionally, through our UtilityEngineering and PowerServices consulting engineering firms, we provide utilities with a wide range of engineering and design services, as well as consulting services for regulatory and rate design matters.

26

Table of Contents

Revenues for our UtilityEngineering and PowerServices businesses are earned, billed, and recognized based on the number of hours invested in the particular projects and engagements they are serving. Similar to most traditional consulting businesses, these hours are billed at rates that reflect the general technical skill or experience level of the consultant or supervisor providing the services. In some cases, our engineers and consultants are engaged on an on-going basis with utilities, providing resources to supplement utilities internal engineering teams over long-term time horizons. In other cases, our engineers and consultants are engaged to provide services for very specific projects and assignments.

Revenues for our UtilityServices business are generally earned, billed, and recognized in two primary models. Under the first model, we have regular, on-going assignments with utilities to provide regular maintenance and upgrade services. These services are earned, billed, and recognized either on a fixed fee basis, based on the number of work units we perform, such as the number of transmission poles we upgrade, or on an hourly fee basis, based on the number of hours we invest in a particular project, plus amounts for the materials we utilize and install. Under the second model, we are engaged to design, build and install large infrastructure projects, including substations, transmission lines, and similar infrastructure, for utilities and their customers. In these types of projects we are generally paid a fixed price for the project, plus any modifications or scope additions. We recognize revenues from these projects on a percentage-of-completion basis as they are completed. In addition to those primary models, in some cases, we are engaged by utilities and their customers to build or upgrade transmission and distribution infrastructure that we own and maintain. In those cases, we receive fees over a long-term contract for the customer to have access to the infrastructure to transmit or receive power.

Our Energy Efficiency area is focused on providing energy solutions to commercial, institutional, and industrial customers that deliver strong returns on investment by reducing energy costs, improving their operations, and benefiting the environment. Our primary business in this area is our EfficientLights business, and our primary product is our EfficientLights LED-based lights that reduce the energy and maintenance costs for refrigerated cases in grocery, drug, and convenience stores. Additionally, we are in the process of developing other LED-based lighting products, including additional in-store retail lighting, and LED-based street lights and security lights. Our other business in this area is our EnergyLite business, which designs and installs cost-effective energy improvement systems for general lighting, building controls and other facility upgrades.

We generate revenues in our EfficientLights business through the sale of our proprietary LED lights. From time-to-time we will also provide installation services, although that is not a significant portion of our business. We will also assist our customers in receiving utility incentives for LED lighting. Our customers are primarily large retail chains, and their installations of EfficientLights have been across various numerous stores within their store base over a diverse geographic scope. We also sell our LED lights to, and through, original equipment manufacturers, or OEMs, of refrigerator and freezer cases. We expect our customer base and sales channels to continue to grow and develop as LED technology continues to be more widely adopted. As we bring additional products to market, including our LED-based street light, we expect to employ a similar business model, although for the street light our customers will likely include utilities, municipalities, and broad categories of retailers.

Our Energy Services segment includes our Southern Flow Companies, Inc. and WaterSecure Holdings, Inc. subsidiaries, and the focus of this segment is on business opportunities in the energy services field.

Our Southern Flow business provides a variety of oil and natural gas measurement services principally to customers involved in the business of oil and natural gas production, gathering, transportation and processing, with a focus on the natural gas market. Southern Flow s measurement services are used by producers and pipeline companies to verify volumes of natural gas custody transfers. Southern Flow s field services include the installation, testing, calibration, sales and maintenance of measurement equipment and instruments, as well as laboratory analysis of natural gas and natural gas liquids chemical and energy content. As an integral part of these services, Southern Flow maintains a comprehensive inventory of natural gas meters and metering parts for resale. Southern Flow derives its revenues entirely from the sale of its services to its customers.

We also conduct our Energy Services operations through our WaterSecure business. Through WaterSecure, we own approximately 40% of the equity interests of MM 1995-2, an unconsolidated business. Equity income at our Energy Services segment consists of our minority ownership interest in the earnings of the WaterSecure operations. Our equity income is a direct function of the net income of the WaterSecure operations as well as changes in our ownership interest. The WaterSecure operations own and operate water processing and disposal facilities in northeastern Colorado, and the business serves natural gas production companies in that area. The WaterSecure operations primarily operate under long term contracts to process and dispose of water utilized in customers natural gas production operations. This processing utilizes techniques that are environmentally responsible, and the quality of the services of the WaterSecure operations and the location of its facilities provides it with a strong position in its markets.

Recent Developments

On May 6, 2010, we announced that our PowerSecure subsidiary had been awarded $15.0 million of new orders for Interactive Distributed Generation (IDG) smart grid power systems and utility infrastructure projects. The IDG systems will be deployed in partnership with utilities to support manufacturers, hospitals, and municipal facilities across the country, including large installations in Colorado, Oklahoma, and Georgia. This $15.0 million of new business is included in our revenue backlog as described below.

On April 30, 2010, through our PowerSecure subsidiary, which owned two-thirds of the equity interests in EfficientLights, we exercised our option and acquired the remaining one-third minority interest in EfficientLights. The minority interests in EfficientLights were previously owned by the founder, who is also the President of EfficientLights, and five other key employees of EfficientLights. EfficientLights markets and sells LED-based lights that reduce the energy and maintenance costs for refrigerated cases in grocery, drug, and convenience stores, and is in the process of developing other LED-based lighting products, including additional in-store retail lighting, and LED-based parking lot lights, street lights and security lights. As a result, EfficientLights has become a wholly-owned subsidiary of our PowerSecure subsidiary and there will no longer be a reduction in our net income for net income attributable to the noncontrolling interest after the date of acquisition. Our PowerSecure subsidiary acquired the minority interest in EfficientLights in exchange for 1,025,641 shares of our common stock.

On April 1, 2010, we launched an expansion of our LED lighting business through the formation and acquisition of a 67% controlling interest in Innovative Electronic Solutions Lighting, LLC, a Delaware limited liability company (IES), which acquired substantially all of the assets and business of a leading LED lighting development company, Innovative Electronic Solutions, LLC, in order to accelerate the expansion of new LED lighting products and to capitalize on the growing marketplace for

LED lighting. The new business will design and manufacture new LED-based lighting products (light emitting diode based products) for commercial, industrial, and retail customers. The business will include turn-key product development, design and manufacturing of solid state LED-based lights and their components, including power drivers, light engines, and thermal management solutions.

IES s expertise and technology enables the design and manufacture of high quality LED lighting products with strong competitive advantages driven by designs that maximize the energy efficiency savings for given light outputs. IES manufacturing operations are located in the Raleigh, N.C. area.

Our PowerSecure subsidiary owns 67% of the membership interests in, and controls the management of, IES. Our PowerSecure subsidiary contributed approximately $4.4 million to IES to fund the capitalization of IES and the acquisition by IES of substantially all of the assets and business of the seller as well as the assumption by IES of the seller s current liabilities. In connection with its sale and contribution of substantially all of its asset and business to IES, the seller received the remaining 33% membership interests in IES.

Both our PowerSecure subsidiary and the seller are subject to various buy-sell rights and obligations with respect to their equity interests in IES, including various call, put and drag-along rights and obligations. Commencing in 2012, our PowerSecure subsidiary has the right to purchase the minority interest in IES held by the seller and thus increase its ownership of IES to 100%, through the issuance and delivery of shares of our common stock in an amount based on a formula derived from the value of our stock using our E.P.S multiple (or if we do not have positive net income, then our revenue multiple) applied to IES s minority interest, subject to a minimum value of $10 million.

Due to an increase in revenues in our PowerSecure subsidiary, our consolidated revenues during the first quarter 2010 increased by $5.0 million, representing a 25.1% increase compared to our first quarter 2009 consolidated revenues. The primary drivers of this first quarter year-over-year revenue increase were increases in our Energy Efficiency business revenues of 93.9%, which was a result of a 104.2% increase in our EfficientLights LED lighting product revenues, as well as increases in our Interactive Distributed Generation business revenues of 41.6%. These increases were partially offset by a modest decrease in our Energy Services segment revenues, as our Southern Flow revenues decreased by 6.5% on a year-over-year basis. Our record first quarter 2010 gross margin as a percentage of revenue of 38.9% represents the fourth consecutive quarter of sequential and year-over-year increases in this statistic. These gross margin gains were driven by a combination of a favorable mix of projects period-to-period, and favorable cost of sales resulting from a focus on project cost management. We expect our gross margins to be lower in the near term, however, as several high margin projects have been completed, or are near completion, as of the end of our first quarter of 2010.

During the first quarter 2010, we expanded our investment in operating infrastructure, including personnel, vehicles and facilities, to support business growth and new product development activities. Additionally, our operating expenses increased due to increases in selling expense due to higher revenue, increases in compensation expense, and increases in depreciation from capital deployed to support our growing recurring revenue business. As a result, our total operating expenses during the first quarter 2010 increased by $1.6 million, or 21.9%, compared to our first quarter 2009. We expect our operating expenses to increase somewhat from our first quarter 2010 levels in the near-term as we continue to support and invest in the growth of our business. Over the long-term, we expect our operating expenses to further increase as we continue to invest in and support our long-term growth. As a result of higher oil prices and stabilizing conditions in the natural gas markets, our first quarter 2010 management fees and equity income from the WaterSecure operations increased by a combined $0.6 million compared to the first quarter 2009. In total, our consolidated net income was $1.4 million during the first quarter 2010, as compared to net loss of $1.1 million during the first quarter 2009.

Due to the continued growth and development of our EfficientLights operations in 2009 and early 2010, we recorded a reduction to net income attributable to PowerSecure International, Inc. common stockholders in the amount of $0.2 million representing the noncontrolling member s 33% interest in the net income of EfficientLights during the first quarter 2010 compared to a similar reduction of less than $0.1 million during the first quarter 2009. As a result of the reductions to net income for the noncontrolling member s interest in EfficientLights, the net income attributable to PowerSecure International, Inc. common stockholders was $1.2 million in the first quarter 2010, as compared to a net loss attributable to PowerSecure International, Inc. common stockholders of $1.1 million in the first quarter 2009.

As discussed below under Fluctuations, our financial results will fluctuate from quarter to quarter and year to year. Thus, there is no assurance that our past results, including the results of our year ended December 31, 2009 or our quarter ended March 31, 2010, will be indicative of our future results, especially in light of the current significant downturn in the economy and crisis negatively affecting the credit and capital markets.

Backlog

As of the date of this report, our revenue backlog expected to be recognized after March 31, 2010 is $117 million. This includes revenue related to the new business announcement made by us on May 6, 2010, and compares to the $120 million of revenue backlog we reported on March 11, 2010 (the date we last reported our backlog). Our revenue backlog and the estimated timing of revenue recognition is outlined below, including project-based revenues expected to be recognized as projects are completed, and recurring revenues expected to be recognized over the life of the contracts:

Revenue Backlog to be recognized after March 31, 2010

Description	Anticipated Revenue	Estimated Primary Recognition Period
Project-based Revenue Near term	$52 Million	2Q10 through 4Q10
Project-based Revenue Long term	$13 Million	1Q11 through 2Q12
Recurring Revenue	$52 Million	2Q10 through 2019
Revenue Backlog to be recognized after March 31, 2010	**$117 Million**	

Note: Anticipated revenue and estimated primary recognition periods are estimates subject to risks and uncertainties and subject to change. Consistent with past practice, these figures are not intended to constitute the Company s total revenue over the indicated time periods, as the Company has additional, regular on- going revenues. Examples of additional, regular recurring revenues include revenues from the Company s Southern Flow business, engineering fees, and service revenue, among others. Numbers may not add due to rounding.

Orders in our backlog are subject to delay, deferral, acceleration, resizing, or cancellation from time to time by our customers, subject to contractual rights. Given the irregular sales cycle of customer orders, and especially of large orders, our revenue backlog at any given time is not necessarily an accurate indication of our future revenues.

Table of Contents

Operating Segments

We conduct our operations through two operating segments: Energy and Smart Grid Solutions, and Energy Services. Our reportable segments are strategic business units that offer different products and services and serve different customer bases. They are managed separately because each business has a different customer base, requires different technology and personnel, and has different marketing strategies.

Energy and Smart Grid Solutions

Through our PowerSecure subsidiary we serve utilities and commercial, institutional, and industrial customers in the areas of Interactive Distributed Generation, Utility Infrastructure and Energy Efficiency. Each of these PowerSecure subsidiary business units operates in a distinct market with distinct technical disciplines, but share a common or complementary customer base with other PowerSecure subsidiary products and services and which we grow through shared resources and customer relationships. Accordingly, these units are included within our Energy and Smart Grid Solutions segment results.

Energy Services

Through our Southern Flow and WaterSecure subsidiaries we serve customers in the oil and natural gas production business with our measurement services and products, and water processing and disposal services. 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. WaterSecure, through its equity investment in MM 1995-2, provides water processing and disposal for oil and natural gas producers.

Results of Operations

First Quarter 2010 Compared to First Quarter 2009

Revenues

Our segment revenues are generated entirely by sales and services provided by our PowerSecure subsidiary (which constitutes our Energy and Smart Grid Solutions segment) and our Southern Flow subsidiary (which constitutes our Energy Services segment). The following table summarizes our segment revenues for the periods indicated (dollars in thousands):

	Quarter Ended March 31,		Period-over-Period Difference	
	2010	**2009**	**$**	**%**
Segment Revenues:				
Energy and Smart Grid Solutions	$ 20,460	$ 15,215	$ 5,245	34.5%
Energy Services	4,214	4,505	(291)	-6.5%
Total	$ 24,674	$ 19,720	$ 4,954	25.1%

Our consolidated revenues for the first quarter 2010 increased $5.0 million, or 25.1%, compared to the first quarter 2009 due primarily to an increase in our Energy and Smart Grid Solutions segment revenues, partially offset by a small decrease in sales and service revenues of our Energy Services segment.

Our Energy and Smart Grid Solutions segment distributed generation revenues are very heavily affected by the number, size and timing of our Interactive Distributed Generation projects as well as the percentage of completion of in-process projects, and the percentage of turn-key as opposed to recurring revenue projects. Our Interactive Distributed Generation sales have fluctuated significantly in the past and are expected to continue to fluctuate significantly in the future. Our Energy and Smart Grid Solutions segment revenues increased by $5.2 million, or 34.5%, during the first quarter 2010 compared to the first quarter 2009. The increase in those revenues in the first quarter 2010 over the first quarter 2009 was primarily attributable to a 104.2% increase in revenues from our EfficientLights LED lighting technology products, and a 41.6% increase in revenues from our Interactive Distributed Generation products brought about with gradual improvements in economic conditions and increased business investment spending by customers and potential customers, partially offset by a 45.8% decrease in switchgear product revenues.

The future level of our revenues will depend on the timing and degree of the recovery of the economy, the health of the credit markets and the return to higher levels of customer spending for capital improvements and energy efficiency, as well as our ability to secure new significant purchase orders. The level and timing of our future revenues will also be affected by the amount and proportion of revenues coming from Interactive Distributed Generation system recurring revenue projects, which results in revenue being recognized over a longer period compared to project-based sales.

Assuming the recent economic recovery continues, we currently expect our Energy and Smart Grid Solutions segment revenue to show higher levels of revenue during the second half of 2010, and beyond, but the absolute pace of our revenue growth will depend on how quickly economic conditions improve and customers resume pre-recession levels of spending on capital improvements and energy efficiency.

Our Energy Services segment sales and service revenue decreased 6.5%, during the first quarter 2010, as compared to the first quarter 2009, due to a combined decrease in field and service related revenues, together with a decrease in equipment sales. The continued relatively low natural gas prices negatively affected our Energy Services segment sales and service revenues during the first quarter 2010, and although market conditions have stabilized, we expect that relatively low natural gas prices will continue to negatively affect our Energy Services segment in the foreseeable future. In addition, our Energy Services revenues are significantly affected by severe weather conditions, the extent of which is unpredictable for any particular period. See Fluctuations below.

Gross Profit and Gross Profit Margins

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

Table of Contents

	Quarter Ended March 31,		Period-over-Period Difference	
	2010	2009	$	%
Segment Cost of Sales and Services:				
Energy and Smart Grid Solutions	$ 11,907	$ 10,441	$ 1,466	14.0%
Energy Services	3,176	3,405	(229)	-6.7%
Total	$ 15,083	$ 13,846	$ 1,237	8.9%
Segment Gross Profit:				
Energy and Smart Grid Solutions	$ 8,553	$ 4,774	$ 3,779	79.2%
Energy Services	1,038	1,100	(62)	-5.6%
Total	$ 9,591	$ 5,874	$ 3,717	63.3%
Segment Gross Profit Margins:				
Energy and Smart Grid Solutions	41.8%	31.4%		
Energy Services	24.6%	24.4%		
Total	38.9%	29.8%		

Costs of sales and services include materials, personnel and related overhead costs incurred to manufacture products and provide services. The 8.9% increase in our consolidated cost of sales and services for the first quarter 2010, compared to the first quarter 2009, was attributable almost entirely to the costs associated with the 25.1% increase in sales, partially offset by the factors discussed below leading to the improvement in our gross profit margin.

The 14.0% increase in our Energy and Smart Grid Solutions segment cost of sales and services in the first quarter 2010 was driven by a 34.5% increase in our Energy and Smart Grid Solutions segment sales and services revenue, partially offset by the factors discussed below leading to the improvement in our Energy and Smart Grid Solutions segment gross profit margin. Our Energy and Smart Grid Solutions segment gross profit increased $3.8 million, or 79.2%, in the first quarter 2010, compared to the first quarter 2009. Additionally, our Energy and Smart Grid Solutions segment gross profit margin increased by 10.4 percentage points in the first quarter 2010 over the first quarter 2009, to 41.8%. A total of $1.7 million, or 44.7%, of the gross profit increase was driven by the increase in our Energy and Smart Grid Solutions segment s revenue that is spread over the fixed cost components of our cost of sales, and $2.1 million, or 55.3%, of the gross profit increase was driven by a more favorable mix of higher margin projects and favorable cost of sales resulting from a focus on project cost management. Given that several projects with high gross profit margins were nearing completion or were completed in the first quarter 2010, it is likely that gross profit margins for this segment will be lower in the near-term compared to the first quarter 2010.

The 6.7% decrease in our Energy Services segment costs of sales and services in the first quarter 2010 is primarily the result of the costs avoided associated with the 6.5% decrease in its sales and service revenues. Our Energy Services segment gross profit margin increased to 24.6% for the first quarter 2010, compared to 24.4% during the first quarter 2009. The slight increase in our Energy Services segment gross profit margin was due to improved efficiencies in the utilization of field personnel in the first quarter 2010 compared to the first quarter 2009.

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

Table of Contents

The absolute level of revenue achieved in any particular period, given that portions of our cost of sales are relatively fixed over the near-term;

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

Our ability to manage our materials and labor costs;

The costs to maintain and operate distributed generation systems we own in conjunction with recurring revenue contracts, including the price of fuel;

The geographic density of our projects;

The mix of higher and lower margin products and services;

The selling price of products and services sold to customers, and the revenues we expect to generate from recurring revenue projects;

The price of oil and natural gas, the financial health of our customer base, and the level of new oil and natural gas production activity in our operating geography;

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

Other factors described below under Fluctuations.

Some of these factors are not within our control, and we cannot provide any assurance that we can continue to improve upon those factors that are within our control, especially given the current economic climate as well as our movement to an expected higher percentage of recurring revenue projects. Moreover, our gross revenues are likely are likely to fluctuate from quarter to quarter and from year to year, as discussed in Fluctuations below. Accordingly, there is no assurance that our future gross profit margins will improve or even remain at historic levels in the future, and will likely decrease if revenues decrease.

*Operating Expense*s

Our operating expenses include general and administrative expense, selling, marketing and service expense, depreciation and amortization, and research and development. The following table sets forth our consolidated operating expenses for the periods indicated (dollars in thousands):

	Quarter Ended March 31,		Period-over-Period Difference	
	2010	**2009**	**$**	**%**
Consolidated Operating Expenses:				
General and administrative	$ 7,326	$ 6,040	$ 1,286	21.3%
Selling, marketing and service	1,053	831	222	26.7%
Depreciation and amortization	657	542	115	21.2%
Total	$ 9,036	$ 7,413	$ 1,623	21.9%

Costs related to personnel, including wages, stock compensation, bonuses and commissions, are the most significant component of our operating expenses. During the first quarter 2010, we expanded our investment in personnel driven by increasing levels of revenue, investments in new business opportunities, and an increase in the number of expected projects. By contrast, in 2009, as a result of weak economic conditions, we took actions to control our costs and reduce our operating expenses. These measures included staff reductions and compensation measures such as reductions in certain bonus plans and other employee incentives, and other sales and general and administrative spending reductions. In 2010 and beyond, if economic conditions continue to improve, we expect demand for our business to expand allowing us to grow our business and to invest in future business opportunities.

General and Administrative Expenses. General and administrative expenses include personnel wages, benefits, stock compensation, and bonuses and related overhead costs for the support and administrative functions. The 21.3% increase in our consolidated general and administrative expenses in the first quarter 2010, as compared to the first quarter 2009, was due to investment in personnel and other administrative expenses to support our increasing levels of revenue and investments in new business opportunities. The following table provides further detail of our general and administrative expenses by segment (dollars in thousands):

	Quarter Ended March 31,		Period-over-Period Difference	
	2010	**2009**	**$**	**%**
Segment G&A Expenses:				
Energy and Smart Grid Solutions:				
Personnel costs	$ 3,450	$ 2,922	$ 528	18.1%
Vehicle lease and rental	561	323	238	73.7%
Insurance	211	266	(55)	-20.7%
Rent-office and equipment	199	168	31	18.5%
Professional fees and consulting	166	43	123	286.0%
Development costs	19	20	(1)	-5.0%
Travel	252	186	66	35.5%
Other	721	485	236	48.7%
Energy Services	420	514	(94)	-18.3%
Unallocated Corporate Costs	1,327	1,113	214	19.2%
Total	$ 7,326	$ 6,040	$ 1,286	21.3%

The increase in our Energy and Smart Grid Solutions segment personnel costs during the first quarter 2010, as compared to the first quarter 2009, was due to staffing increases to support growth at our PowerSecure subsidiary. Other general and administrative expenses including vehicle lease and rental, professional and consulting fees, travel and other expenses similarly increased to support our growth and expectations regarding future growth. We expect our Energy and Smart Grid Solutions general and administrative expenses to increase somewhat from our first quarter 2010 levels in the near-term as we continue to support the near-term growth of our business. Over the long-term, we expect our expenses in these areas to further increase at our Energy and Smart Grid Solutions segment as we continue to invest in and support long-term growth.

Our Energy Services segment general and administrative expenses include similar personnel and related overhead costs incurred for the support and administrative functions of our Energy Services segment. The decrease in our Energy Services segment general and administrative expense during the first quarter 2010, as compared to the first quarter 2009 was due to actions taken in 2009 to control our costs and reduce our operating expenses as a result of weak economic conditions and continued relatively low natural gas prices which have negatively affected operations of our Southern Flow subsidiary. We expect general and administrative expenses at our Energy Services segment to increase over the near-term as we take actions intended to stimulate growth in this segment. Over the long-term, we expect anticipated growth initiatives at our Southern Flow subsidiary will increase its revenue growth and expand its markets and business opportunities and will likely result in increased general and administrative expenses in the future.

Unallocated corporate general and administrative expenses include similar personnel costs as described above as well as costs incurred for the benefit of all of our business operations, such as legal, Sarbanes-Oxley, public company reporting, director expenses, accounting costs, and stock compensation expense on our stock options and restricted stock grants which we do not allocate to our operating segments. Overall, these costs increased during the first quarter 2010 as compared to the first quarter 2009 due to increased personnel costs, reinstatement of bonus compensation that had been voluntarily waived in 2009, and stock compensation costs associated with the expected achievement of 2010 performance targets associated with performance-based stock awards.

Selling, Marketing and Service Expenses. Selling, marketing and service expenses consist of personnel and related overhead costs, including commissions for sales and marketing activities, together with travel, advertising and promotion costs. The 26.7% increase in selling, marketing and service expenses in the first quarter 2010, as compared to the first quarter 2009, was due to increases in sales compensation expense driven by the current period increases in revenues as well as increases in advertising, promotion, and travel to stimulate revenue growth and respond to an increasing level of sales opportunities at our Energy and Smart Grid Solutions segment. The following table provides further detail of our segment selling, marketing and service expenses (dollars in thousands):

	Quarter Ended March 31,		**Period-over-Period Difference**	
	2010	**2009**	**$**	**%**
Segment Selling, Marketing and Service:				
Energy and Smart Grid Solutions:				
Salaries	$ 499	$ 456	$ 43	9.4%
Commission	286	219	67	30.6%
Travel	165	129	36	27.9%
Advertising and promotion	117	37	80	216.2%
Bad debt expense (recovery)	(20)	(15)	(5)	33.3%
Energy Services	6	5	1	20.0%
Total	$ 1,053	$ 831	$ 222	26.7%

In the future, we expect our near-term and long-term Energy and Smart Grid Solutions segment selling, marketing and services expenses to grow in order to reflect, drive and support future growth.

Depreciation and Amortization Expenses. Depreciation and amortization expenses include the depreciation of property, plant and equipment and the amortization of certain intangible assets including capitalized software development costs and other intangible assets. The 21.2% increase in depreciation and amortization expenses in the first quarter 2010, as compared to the first quarter 2009, primarily reflects depreciation and amortization of capital investments at both our Energy and Smart Grid Solutions segment and our Energy Services segment throughout 2009 and early 2010. As a result, we incurred a $103, or 22.3%, increase in depreciation and amortization expense at our Energy and Smart Grid

Table of Contents

Solutions segment and a $12, or 19.7% increase in depreciation and amortization expenses at our Energy Services segment in the first quarter 2010, compared to the first quarter 2009.

Other Income and Expenses

Our other income and expenses include equity income and management fees earned by our Energy Services segment as managing trustee of MM 1995-2 relating to the WaterSecure operations, along with interest income, interest expense and income taxes. The following table sets forth our other income and expenses for the periods indicated, by segment (dollars in thousands):

	Quarter Ended March 31,		**Period-over-Period Difference**	
	2010	**2009**	**$**	**%**
Other Segment Income and (Expenses):				
Energy and Smart Grid Solutions:				
Interest income and other income	$	$ 3	$ (3)	-100.0%
Interest expense	(70)	(107)	37	34.6%
Segment total	(70)	(104)	34	
Energy Services:				
Equity income	1,030	477	553	115.9%
Management fees	154	105	49	46.7%
Interest income and other income	2		2	nm
Segment total	1,186	582	604	
Unallocated Corporate:				
Interest income and other income	30	50	(20)	-40.0%
Interest expense	(71)	(67)	(4)	-6.0%
Income tax benefit (provision)	(226)	(24)	(202)	-841.7%
Segment total	(267)	(41)	(226)	
Total	$ 849	$ 437	$ 412	

Equity Income. Equity income at our Energy Services segment consists of our minority ownership interest in the earnings of the WaterSecure operations. Our equity income is a direct function of the net income of the WaterSecure operations. During the first quarter 2010, our equity income increased by $0.6 million, or 115.9%, over the first quarter 2009. The performance of the WaterSecure operations, and our related equity income, was favorably affected by stabilizing conditions in the natural gas markets and increases in oil prices in the first quarter 2010 compared to the first quarter 2009.

Management Fees. Management fees at our Energy Services segment consist entirely of fees we earn as the managing trustee of the WaterSecure operations. These fees, to a large extent, are based on a percentage of the revenues of the WaterSecure operations. Stabilizing conditions in the natural gas markets and increases in oil prices in the first quarter 2010 compared to the first quarter 2009, have positively affected the revenues of the WaterSecure operations in 2010. As a direct result, our Energy Services segment management fees increased in the first quarter 2010 by 46.7% compared to the first quarter 2009.

Interest Income and Other Income. Interest income and other income for each segment consists of interest we earn on the interest-bearing portion of our cash and cash equivalent balances. In total, interest income and other income decreased by $21 during the first quarter 2010, as compared to the first

37

Table of Contents

quarter 2009. This decrease was attributable to a decline in our interest income resulting from both a decline in our interest-bearing cash and cash equivalent balances as well as declining interest rates earned on our cash and cash equivalent balances in the first quarter 2010 compared to the first quarter 2009. Our future interest income will depend on our cash and cash equivalent balances, which will increase and decrease depending upon our profit, capital expenditures, and our working capital needs, and future interest rates.

Interest Expense. Interest expense for each segment consists of interest and finance charges on our credit facilities and capital leases. In total, interest expense decreased by $33 during the first quarter 2010, as compared to the first quarter 2009. The decrease in our Energy and Smart Grid Solutions segment interest expense reflects the reduction in balances outstanding on our capital lease obligation due to regular payments made on our capital leases over the preceding year. We expect our future interest and finance charges to increase over time as a result of anticipated borrowings under our credit facility to fund future working capital needs and recurring revenue projects at our Energy and Smart Grid Solutions segment.

Income Taxes. Historically, our federal income tax expense has been modest, generally limited to federal alternative minimum tax, because of our consolidated net operating losses in prior years that were used to offset taxable income in current years. Our income tax provision includes the effects of changes in the valuation allowance for our net deferred tax asset, state income taxes in various state jurisdictions in which we have taxable activities, federal alternative minimum tax, and expenses associated with uncertain tax positions that we have taken or expense reductions from tax positions as a result of a lapse of the applicable statute of limitations. The increase in our first quarter 2010 income tax provision compared to our the first quarter 2009 income tax provision was due to our net income in the first quarter 2010 compared to our net loss in the first quarter 2009, and the resulting increases in both our federal alternative minimum tax and state income tax.

Noncontrolling Interest. Until April 30, 2010, we owned the controlling, but not the entire, interest in EfficientLights, the financial results of which are consolidated into our financial results. The noncontrolling member s 33% interest in the income of EfficientLights is reflected as a reduction of net income attributable to PowerSecure International, Inc. shareholders in our consolidated statement of operations. The noncontrolling interest in the income of EfficientLights increased by $0.2 million in the first quarter 2010 compared to the first quarter 2009 as a result of the growth and profitability of EfficientLights commencing in 2009 and continuing into 2010. Upon exercising our option to acquire the minority interest position in EfficientLights on April 30, 2010, there will be no further noncontrolling interest in EfficientLights reduction to net income attributable to PowerSecure shareholders after that date.

Fluctuations

Our revenues, expenses, margins, net income, cash flow, cash, working capital debt, and balance sheet positions, 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 effects of general economic conditions, including the current significant downturn in the economy and financial crisis in the capital and credit markets, and the strong likelihood of continuing future economic and market challenges negatively impacting our business and our

revenues and profit, including the negative impact these conditions will have on the timing of and amounts of orders from our customers, and on our access to capital to finance our business;
the size, timing and terms of sales and orders, including large customer orders, as well as the effects of the timing of project phases of completion, customers delaying, deferring or canceling purchase orders or making smaller purchases than expected;
our ability to increase our revenues through long-term recurring revenue projects, recognizing that increasing revenues from recurring revenue projects will require significant up-front capital expenditures and will protract revenue and profit recognition, while increasing our gross margins over the long-term, as well as our ability to sell, complete, and recognize satisfactory levels of quarterly revenue and profits related to our project-based sales, in order to maintain current profits, cash flow, and to satisfy our financial covenants in our debt facilities and successfully finance the recurring portion of our business model;
our ability to obtain adequate supplies of key components and materials of suitable quality for our products on a timely and cost-effective basis, including the impact of potential supply line constraints, substandard parts, and fluctuations in the cost of raw materials and commodity prices;
the performance of our products, services and technologies, and the ability of our systems to meet the performance standards they are designed and built to deliver to our customers, including but not limited to our recurring revenue projects for which we retain the on-going risks associated with ownership of the systems;
our ability to access significant capital resources on a timely basis in order to fulfill large customer orders and finance capital required for recurring revenue projects;
our ability to implement our business plans and strategies and the timing of such implementation;
the pace of revenue and profit realization from our new businesses and the development and growth of their markets;
the timing, pricing and market acceptance of our new products and services;
changes in our pricing policies and those of our competitors;
variations in the length of our sales cycle and product and service delivery and construction process;
changes in the mix of products and services having differing margins;
changes in our operating expenses, including prices for materials, labor, and other components of our products and services, warranty expense, fuel prices (including diesel, natural gas, and gasoline, among others) and our ability to hedge our fuel cost, exchange rates, as well as unforeseen or unanticipated expenses;
changes in our valuation allowance for our net deferred tax asset, and the resulting impact on current tax expense, future tax expense, and balance sheet account balances;
the effects of severe weather conditions, such as hurricanes, on the business operations of our customers and the potential effect on our results of operations;
the life cycles of our products and services, and competitive alternatives in the marketplace;
budgeting cycles of utilities and other industrial, commercial, and institutional customers,

Table of Contents

including impacts of the current downturn in the economy and the difficult capital markets and their impact on capital projects and other spending items;

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

the development and maintenance of business relationships and on-going sales with strategic partners, including utilities and large customers, and our ability to continue to expand our customer base in each of our business areas due to being dependent on a relatively small number of customers;

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

changes in the prices charged by our suppliers;

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

the effects of litigation, claims and other proceedings; and

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

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

Our revenues and other operating results are heavily dependent upon the size and timing of customer orders, payments, and the timing of the completion of those projects. The timing of large individual sales, and of project completion, is difficult for us to predict. Because our operating expenses are based on anticipated revenues and because a high percentage of these are relatively fixed, a shortfall or delay in recognizing revenue could cause our operating results to vary significantly from quarter-to-quarter and could result in significant operating losses or declines in profit margins 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 or declines in profit margins in that quarter.

As we develop new related lines of business, our revenues and costs will fluctuate as it takes time for revenues to develop, but also requires start-up expenses. Another factor that could cause material fluctuations in our quarterly results is the amount of recurring, as opposed to project-based, sources of revenue for our distributed generation projects. To date, the majority of our Energy and Smart Grid Solutions segment revenues have consisted of project-based distributed generation revenues, which are recognized as the project is completed. However, we have focused marketing efforts on developing more sales under our recurring revenue model, for which the costs and capital is invested initially and the related revenue and profit is recognized over the life of the contract, generally five to fifteen years, and this delays recognition of revenue and net income as we implement an increased number of these recurring revenue projects, particularly in the near-term.

Our Energy Services segment operating results will vary as a result of fluctuations in energy prices. For example, during 2007-2008 the high price of natural gas led to an increase in production activity by Southern Flow s customers, resulting in higher revenues and net income. However, in 2009 declining prices of natural gas led to a decline in production activity by Southern Flow s customers,

Table of Contents

resulting in reduced revenue growth and lower net income. Since energy prices tend to be cyclical, rather than stable, future cyclical changes in energy prices are likely to affect our Energy Services segment s future revenues and net income. In addition, Southern Flow s Gulf Coast customers are exposed to the risks of hurricanes and tropical storms, which can cause fluctuations in Southern Flow s results of operations, adversely affecting results during hurricane season due to the effects on our customers and operations, and then potentially enhancing results after the season due to rebuilding and repair efforts which require our services. Results from our WaterSecure operations also fluctuate significantly with changes in oil and natural gas prices and oil and natural gas production in Colorado.

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 year ended December 31, 2009, quarter-to-quarter, period-to-period or year-to-year comparisons of our results of operations should not be relied on as an indication of our future performance. Quarterly, period or annual comparisons of our operating results are not necessarily meaningful or indicative of future performance.

Liquidity and Capital Resources

Overview

We have historically financed our operations and growth primarily through a combination of cash on hand, cash generated from operations, borrowings under credit facilities, leasing, and proceeds from private and public sales of equity. On a going forward basis, we expect to require capital primarily to finance our:

- operations;
- inventory;
- accounts receivable;
- property and equipment expenditures, including capital expenditures related to recurring revenue projects;
- additional equity investments in our WaterSecure operations;
- software purchases or development;
- debt service requirements;
- lease obligations;
- restructuring obligations;
- deferred compensation obligations; and
- business and technology acquisitions and other growth transactions.

Working Capital

At March 31, 2010, we had working capital of $48.3 million, including $16.6 million in cash and cash equivalents, compared to working capital of $48.2 million, including $20.2 million in cash and cash equivalents. Changes in the components of our working capital from December 31, 2009 to March 31, 2010 and from December 31, 2008 to March 31, 2009 are explained in greater detail below. At both March 31, 2010 and December 31, 2009, we had $50.0 million of additional borrowing capacity from our undrawn credit facility. However, the availability of this capacity under our credit facility includes restrictions on the use of proceeds, and is dependent upon our ability to satisfy certain financial and operating covenants, as discussed below.

Cash Flows

The following table summarizes our cash flows for the periods indicated (dollars in thousands):

	Quarter Ended March 31, 2010	2009
Net cash flows used in operating activities	$ (1,805)	$ (499)
Net cash flows used in investing activities	(1,404)	(648)
Net cash used in financing activities	(347)	(216)
Net decrease in cash and cash equivalents	$ (3,556)	$ (1,363)

Cash Used in Operating Activities

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

Cash used in operating activities of $1.8 million for the first quarter 2010 included the effects of the following:

- our net income of $1.4 million;
- non-cash charges of $0.7 million in depreciation and amortization;
- stock-based compensation expense of $0.5 million;
- cash distributions to the noncontrolling member of EfficientLights of $0.6 million;
- non-cash equity income from our WaterSecure operations of $1.0 million partially offset by cash distributions from those operations of $0.8 million;
- an increase of $1.2 million in accounts receivable;
- an increase of $4.4 million in inventories;
- a decrease of $0.4million in other current assets and liabilities
- an increase of $5.3 million of accounts payable;
- a decrease of $3.5 million of accrued expenses; and
- cash payments of $0.2 million on our restructuring obligations.

Cash used in operating activities of $0.5 million in the first quarter 2009 included the effects of the following:

- our net loss of $1.1 million;
- non-cash charges of $0.5 million in depreciation and amortization;
- stock-based compensation expense of $0.4 million;

Table of Contents

- cash distributions from our WaterSecure operations of $0.6 million partially offset by non-cash equity income from those operations of $0.5 million;
- a decrease of $4.9 million in accounts receivable;
- an increase of $0.8 million in inventories;
- a decrease of $0.6 million in other current assets and liabilities
- a decrease of $2.0 million of accounts payable;
- a decrease of $2.6 million of accrued expenses; and
- cash payments of $0.5 million on our restructuring obligations.

Cash Used in Investing Activities

Cash used in investing activities was $1.4 million and $0.6 million for the first quarter 2010 and first quarter 2009, respectively. Historically, our principal cash investments have related to the purchase of equipment used in our production facilities, the acquisitions of certain contract rights, the acquisition and installation of equipment related to our recurring revenue sales, and the acquisition of businesses or technologies. During the first quarter 2010, we used $0.5 million to purchase and install equipment at our recurring revenue distributed generation sites and $0.6 million at our PowerSecure and Southern Flow subsidiaries principally to acquire operational assets. During the first quarter 2009, we used $0.4 million to purchase and install equipment at our recurring revenue distributed generation sites and $0.2 million at our PowerSecure and Southern Flow subsidiaries principally to acquire operational assets.

Cash Used in Financing Activities

Cash used in financing activities was $0.3 million in the first quarter 2010 and cash used in financing activities was $0.2 million in the first quarter 2009. During the first quarter 2010, we used $0.2 million to repay our capital lease obligations. During the first quarter 2009, we used $0.2 million to repay our capital lease obligations.

Capital Spending

Our capital expenditures during the first quarter 2010 were approximately $1.4 million, of which we used $0.5 million to purchase and install equipment at our recurring revenue distributed generation sites, and $0.6 million to purchase equipment and other capital items at our PowerSecure and Southern Flow subsidiaries. Our capital expenditures during the first quarter 2009 were approximately $0.6 million, of which we used $0.4 million to purchase and install equipment at our recurring revenue distributed generation sites, and $0.2 million to purchase equipment and other capital items at our PowerSecure and Southern Flow subsidiaries.

We anticipate making capital expenditures of approximately $15 million in 2010, although customer demand for our Interactive Distributed Generation systems under recurring revenue contract arrangements, and economic and financial conditions could cause us to reduce or increase those capital expenditures. The vast majority of our capital spending has to date been and will continue to be used for investments in assets related to our recurring revenue projects as well as equipment to support the growth of our Energy and Smart Grid Solutions segment.

Table of Contents

Indebtedness

Line of Credit. We have an existing credit agreement with Citibank, N.A., as the administrative agent, and SunTrust Bank and BB&T, providing for a $50.0 million senior, first-priority secured revolving and term credit facility. Obligations under the credit facility are guaranteed by all of our active subsidiaries and secured by all of our assets and the assets of our active subsidiaries.

We may, from time to time, request an increase in the aggregate revolving commitment amount by up to $15.0 million without the prior consent of the lenders provided that each lender has the unilateral right to determine whether it agrees to increase its revolving commitment and that no lender is required to increase its individual pro rata commitment amount without such lender s consent.

The credit facility, as a revolving credit facility, matures and terminates on November 13, 2011. However, we have the option prior to that maturity date to convert a portion of outstanding principal balance, in an amount not to exceed the present value of estimated annual contract revenues receivable under the initial term of contracts for recurring revenue projects executed after December 31, 2007, into a non-revolving term loan for a two year period expiring November 12, 2013, making quarterly payments based upon a four year fully amortized basis.

We intend to use the proceeds available under the credit facility to finance our PowerSecure subsidiary s recurring revenue projects as well as to finance capital expenditures, working capital, acquisitions, and general corporate purposes. Our outstanding borrowings under the credit facility at any time, the proceeds of which were used for working capital purposes and not in connection with recurring revenue projects, cannot exceed $15.0 million.

Outstanding balances under the credit facility bear interest, at our discretion, at either the London Interbank Offered Rate for the corresponding deposits of U. S. Dollars plus an applicable margin, which is on a sliding scale ranging from 175 basis points to 300 basis points based upon the our leverage ratio, or at Citibank s alternate base rate plus an applicable margin, on a sliding scale ranging from 0 basis points to 125 basis points based upon our leverage ratio. Our leverage ratio is the ratio of our funded indebtedness as of a given date to our consolidated EBITDA as defined in the credit agreement for the four consecutive quarters ending on such date. Citibank s alternate base rate is equal to the higher of the Federal Funds Rate as published by the Federal Reserve of New York plus 0.50%, and Citibank s prime commercial lending rate.

The credit facility is not subject to any borrowing base computations or limitations, but does contain certain financial covenants. Our maximum leverage ratio cannot exceed 3.25. Our minimum fixed charge coverage ratio must be in excess of 1.50, where the fixed charge coverage ratio is defined as the ratio of the aggregate of our trailing 12 month consolidated EBITDA plus our lease or rent expense minus our taxes based on income and payable in cash, divided by the sum of our consolidated interest charges plus our lease or rent expenses plus our scheduled principal payments and dividends, computed over the previous period. Also, our minimum asset coverage must be in excess of 1.25, where our asset coverage is defined as the summation of 80% of the book value of accounts receivable plus 60% of the book value of inventory plus 50% of the book value of net fixed assets, divided by total funded debt outstanding. In addition, we are required to maintain a minimum consolidated tangible net worth, computed on a quarterly basis, equal to approximately $42.8 million, plus 50% of our net income each year ending after December 31, 2007, with no reduction for any net loss in any year, plus 100% of any equity we raise through the sale of equity interests, less the amount of any non-cash charges or losses. Finally, our debt to worth ratio, which is the ratio of our total consolidated indebtedness to our consolidated tangible net worth, cannot exceed 1.5 to 1.0 at the end of any quarter. At March 31, 2010,

Table of Contents

we were in compliance with these financial covenants.

Under the credit facility, our cumulative capital expenditures beginning in 2008 cannot exceed the sum of $5.0 million plus $1.25 million per quarter, on a cumulative basis, plus an allowance for our PowerSecure subsidiary recurring revenue projects generated after December 31, 2007. The credit facility contains other representations and warranties and affirmative and negative covenants, including restrictions with respect to liens, indebtedness, loans and investments, material changes in our business, asset sales or leases or transfers of assets, restricted payments such as distributions and dividends, mergers or consolidations and transactions with affiliates.

Upon the sale of any of our assets or the assets of our subsidiaries other than in the ordinary course of business or the public or private sale of any of our equity or debt or the equity or debt of our subsidiaries other than equity issuances where the aggregate net equity proceeds do not exceed $10.0 million, we are required to use the net proceeds thereof to repay any indebtedness then outstanding under the credit facility, except for certain reinvestment provisions.

Our obligations under the credit facility are secured by guarantees and security agreements by each of our active subsidiaries, including but not limited to our PowerSecure subsidiary, Southern Flow and WaterSecure. The guarantees guaranty all of our obligations under the credit facility, and the security agreements grant to the lenders a first priority security interest in virtually all of the assets of each of the parties to the credit agreement.

The credit agreement also 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.

At March 31, 2010, there were no balances outstanding under the credit facility and we had $50.0 million available to borrow. However, the availability of this capital under our credit facility includes restrictions on the use of proceeds, and is dependent upon our ability to satisfy certain financial and operating covenants, as described above.

Capital Lease Obligations. In December 2008, we entered into a sale and leaseback transaction with SunTrust Equipment Finance and Leasing, an affiliate of SunTrust bank, resulting in the sale of distributed generation equipment placed in service at customer locations and a lease of the equipment from SunTrust. We received $5.9 million from the sale of the equipment which we are repaying under the terms of the lease with monthly payments of $0.1 million of principal and interest over a period of 84 months. At the expiration of the term of the lease, we have the option to purchase the equipment for $1, assuming no default under the lease by us has occurred and is then continuing. The lease is guaranteed by us under an equipment lease guaranty. The lease and the lease guaranty constitute permitted indebtedness under our current credit agreement, under which an affiliate of the lessor is one of the lenders.

Proceeds of the lease financing have been and continue to be used to finance our PowerSecure subsidiary s recurring revenue projects as well as to finance capital expenditures and working capital. We account for the lease financing as a capital lease in our consolidated financial statements in accordance with generally accepted accounting principles.

The lease provides our PowerSecure subsidiary with limited rights, subject to the lessor s approval which will not be unreasonably withheld, to relocate and substitute equipment during its term. The lease contains customary representations and warranties, covenants relating to the use and

Table of Contents

maintenance of the equipment, indemnification, events of default, including payment defaults, breach of representations and warranties, covenant defaults, cross-defaults, certain bankruptcy or insolvency events, customary for leases of this nature. The lease also grants to the lessor certain remedies upon a default, including the right to cancel the lease, to accelerate all rent payments for the remainder of the term of the lease, to recover liquidated damages, or to repossess and re-lease, sell or otherwise dispose of the equipment.

Under the lease guaranty, we have unconditionally guaranteed the obligations of our PowerSecure subsidiary under the lease for the benefit of the lessor.

Our capital lease obligations at March 31, 2010 and December 31, 2009 was $5.0 million and $5.2 million, respectively, and consist of our obligations under the equipment lease described above as well as various other miscellaneous lease obligations.

Restructuring Obligations. During 2007, we incurred restructuring charges for severance and associated costs related to certain organizational changes focused on accelerating our growth, and especially the growth of our Energy and Smart Grid Solutions segment. The remaining balance of our payment obligations at March 31, 2010 in the amount of $0.1 million relating to these organizational changes, which balance consists entirely of severance costs to our former Chief Executive Officer, will be paid in April 2010.

Preferred Stock Redemption. The terms of our Series B preferred stock required us to redeem all shares of our Series B preferred stock that remained outstanding on December 9, 2004 at a redemption price equal to the liquidation preference of $1,000 per share plus accumulated and unpaid dividends. Our remaining redemption obligation at March 31, 2010, to holders of outstanding shares of Series B preferred stock that have not been redeemed, is $0.1 million.

Contractual Obligations and Commercial Commitments

We incur various contractual obligations and commercial commitments in our normal course of business. We lease certain office space, operating facilities and equipment under long-term lease agreements; to the extent we borrow under our credit facility, we are obligated to make future payments under that facility; we have a deferred compensation obligation; we incurred restructuring obligations in 2007; and in 2009 we entered into a non-compete agreement providing for on-going payments. At March 31, 2010, we also have a liability for unrecognized tax benefits and related interest and penalties totaling $1.5 million. We do not expect a significant payment related to these obligations within the next year and we are unable to make a reasonably reliable estimate if and when cash settlement with a taxing authority would occur. Accordingly, the information in the table below, which is as of March 31, 2010, does not include the liability for unrecognized tax benefits (dollars in thousands):

Table of Contents

	Payments Due by Period				
	Total	Remainder of 2010	1 - 3 Years	4 - 5 Years	More than 5 Years
Contractual Obligations					
Credit facility (1)	$	$	$	$	$
Capital lease obligations (2)	5,843	763	2,033	2,032	1,015
Operating leases	4,423	947	1,936	1,352	188
Deferred compensation (3)	2,661				2,661
Non-compete agreement	500		200	200	100
Restructuring obligations	77	77			
Series B preferred stock	104	104			
Total	$ 13,608	$ 1,891	$ 4,169	$ 3,584	$ 3,964

(1) Total repayments are based upon borrowings outstanding as of March 31, 2010, not actual or projected borrowings after such date. Repayments do not include interest that may become due and payable in any future period.

(2) Repayment amounts include interest on the capital lease obligation.

(3) Total amount represents our expected obligation on the deferred compensation arrangement and

does not include the value of the restricted annuity contract, or interest earnings thereon, that we purchased to fund our obligation.

Off-Balance Sheet Arrangements

During the first quarter 2010, we did not engage in any material off-balance sheet activities or have any relationships or arrangements with unconsolidated entities established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Further, we have not guaranteed any obligations of unconsolidated entities nor do we have any commitment or intent to provide additional funding to any such entities.

Liquidity

Based upon our plans and assumptions as of the date of this report, we believe that our capital resources, including our cash and cash equivalents, amounts available under our credit facility, along with funds expected to be generated from our operations, will be sufficient to meet our anticipated cash needs, including for working capital, capital spending and debt service commitments, for at least the next 12 months. However, any projections of future cash needs and cash flows are subject to substantial risks and uncertainties. See Cautionary Note Regarding Forward-Looking Statements below in this item and Part II, Item 1A. Risk Factors below. Although we believe that we have sufficient capital to fund our activities for at least the next 12 months, our future cash resources and capital requirements may vary materially from those now planned. Our ability to meet our capital needs in the future will depend on many factors, including the effects of the current economic and financial crisis, the timing of sales, the mix of products, the amount of recurring revenue projects, our ability to meet our financial covenants under our credit facility, unanticipated events over which we have not control increasing our operating costs or reducing our revenues beyond our current expectations, and other factors listed under Fluctuations above. For these reasons, we cannot provide any assurance that our actual cash

47

Table of Contents

requirements will not be greater than we currently expect or that these sources of liquidity will be available when needed.

We also continually evaluate opportunities to expand our current, or to develop new, products, services, technology and businesses that could increase our capital needs. In addition, from time to time we consider the acquisition of, or the investment in, complementary businesses, products, services and technology that might affect our liquidity requirements. We may seek to raise any needed or desired additional capital from the proceeds of public or private equity or debt offerings at the parent 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 lending group. 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 provide any assurance 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.

Critical Accounting Policies

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

We have identified the accounting principles which we believe are most critical to understanding our reported financial results by considering accounting policies that involve the most complex or subjective decisions or assessments. These accounting policies described below include:

Table of Contents

- revenue recognition;
- allowance for doubtful accounts;
- inventories;
- warranty reserve;
- impairment of long-lived assets;
- deferred tax valuation allowance;
- uncertain tax positions;
- costs of exit or disposal activities and similar nonrecurring charges; and
- stock-based compensation.

These accounting policies are described in our Annual Report on Form 10-K for the year ended December 31, 2009 in Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations.

Recent Accounting Pronouncements

Accounting for Transfers of Financial Assets In June 2009, the FASB issued new guidance on the accounting for the transfers of financial assets. The new guidance, which is now part of ASC 860, *Transfers and Servicing*, requires additional disclosures for transfers of financial assets, including securitization transactions, and any continuing exposure to the risks related to transferred financial assets. There is no longer a concept of a qualifying special-purpose entity, and the requirements for derecognizing financial assets have changed. The adoption of the new guidance on January 1, 2010 had no effect on our financial position or results of operations or on our financial statement disclosures.

Variable Interest Entities In June 2009, the FASB issued revised guidance on the accounting for variable interest entities. The revised guidance, which is now part of ASC 810-10, *Consolidation*, reflects the elimination of the concept of a qualifying special-purpose entity and replaces the quantitative-based risks and rewards calculation of the previous guidance for determining which company, if any, has a controlling financial interest in a variable interest entity. The revised guidance requires an analysis of whether a company has: (1) the power to direct the activities of a variable interest entity that most significantly impact the entity s economic performance and (2) the obligation to absorb the losses that could potentially be significant to the entity or the right to receive benefits from the entity that could potentially be significant to the entity. An entity is required to be re-evaluated as a variable interest entity when the holders of the equity investment at risk, as a group, lose the power from voting rights or similar rights to direct the activities that most significantly impact the entity s economic performance. Additional disclosures are required about a company s involvement in variable interest entities and an ongoing assessment of whether a company is the primary beneficiary. The adoption of the new guidance on January 1, 2010 had no effect on our financial position or results of operations or on our financial statement disclosures.

Table of Contents

Multiple Deliverable Revenue Arrangements In October 2009, the FASB issued ASU No. 2009-13, *Multiple Deliverable Revenue Arrangements A Consensus of the FASB Emerging Issues Task Force*, which updates ASC 605, *Revenue Recognition*. ASU No. 2009-13 provides application guidance on whether multiple deliverables exist, how the deliverables should be separated and how the consideration should be allocated to one or more units of accounting. This update establishes a selling price hierarchy for determining the selling price of a deliverable. The selling price used for each deliverable will be based on vendor-specific objective evidence, if available, third-party evidence if vendor-specific objective evidence is not available, or estimated selling price if neither vendor-specific or third-party evidence is available. We will be required to apply the new guidance prospectively for revenue arrangements entered into or materially modified after January 1, 2011; however, early application is permitted. We are currently evaluating the effect that this update may have on our financial position or results of operations or on our financial statement disclosures.

Software Elements in Revenue Arrangements In October 2009, the FASB issued ASU No. 2009-14, *Certain Revenue Arrangements That Include Software Elements*, updating ASC 985, *Software*. This update provides new standards that amend the scope of previous software revenue guidance by excluding non-software components of tangible products and certain software components of tangible products. These new standards are effective for our fiscal year beginning January 1, 2011; however, early adoption is permitted. We are currently evaluating the effect that this update may have on our financial position or results of operations or on our financial statement disclosures.

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 and commodity prices, which may adversely affect our financial condition, results of operations and cash flow.

Interest Rate Risk. 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 Condition and Results of Operations of this report. Our lease with SunTrust is at a fixed interest rate and thus not impacted by changes in interest rates.

At March 31, 2010, our cash and cash equivalent balance was approximately $16.6 million and our credit facility had a zero balance. Our cash equivalents are invested in either bank deposits, money market or U.S. government mutual funds, short-term time deposits, and government agency and corporate obligations, or similar kinds of instruments, the income of which generally increases or decreases in proportion to increases or decreases, respectively, in interest rates. We do not believe that changes in interest rates have had a material impact on us in the past or are likely to have a material impact on us in the foreseeable future. For example, a change of 1% (100 basis points) in the interest rate on either our investments or any future reasonably likely borrowings would not have a material impact on our financial condition, results of operations or cash flow. While we believe we have our cash and cash equivalents invested in relatively risk-free investments, the current capital market crisis make it difficult to accurately assess the risk of each of our holdings. This risk includes, but is not limited to, bank deposits in excess of FDIC insurance limits.

Commodity Price Risk. From time to time we are subject to market risk from fluctuating commodity prices in certain raw materials we use in our products and diesel fuel we use to power our generators. To date, in our Energy and Smart Grid Solutions segment, we have managed this risk by using alternative raw materials acceptable to our customers or we have been able to pass these cost increases to our customers. While we do not believe that changes in commodity prices have had a material impact on us in the past, commodity price fluctuations could have a material impact on us in the future, depending on the magnitude and timing of such fluctuations. The impact of these fluctuations could result in an increase in our operating costs and expenses and reduction in our gross margins and income due to increases in the price and costs of engines, generators, copper, aluminum, electrical components, labor, electricity, diesel fuel, gasoline, oil and natural gas. In our Energy Services segment, we have on-going commodity price risk primarily related to the price of oil and natural gas. Movements in prices of these commodities can materially impact our results in this segment.

Foreign Exchange Risk. Since substantially all of our revenues, expenses and capital spending are transacted in U.S. dollars, we face minimal exposure to adverse movements in foreign currency exchange rates. However, as our international operations expand in the future as we expect, then our exposure to foreign currency risks will increase, which could affect our business. In addition, because our EfficientLights business purchases component parts manufactured in China, then to the extent the U.S. Dollar exchange rate with the Chinese Yuan changes significantly, our business and results could be materially impacted.

We do not use derivative financial instruments to manage or hedge our exposure to interest rate changes, foreign currency exchange risks 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 the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of March 31, 2010, the end of the period covered by this report. Based upon management s evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that, as of March 31, 2010, our disclosure controls and procedures were designed at the reasonable assurance level and were effective at the reasonable assurance level to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

We regularly review our system of internal control over financial reporting and make changes to our processes and systems to improve controls and increase efficiency, while ensuring that we maintain an effective internal control environment. Changes may include such activities as implementing new, more efficient systems, consolidating activities and migrating processes. There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended March 31, 2010 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

Limitations in Control Systems

Our controls and procedures were designed at the reasonable assurance level. However, because of inherent limitations, any system of controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving the desired objectives of the control system. In addition, the design of a control system must reflect the fact that there are resource constraints, and management must apply its judgment in evaluating the benefits of controls relative to their costs. Further, no evaluation of controls and procedures can provide absolute assurance that all errors, control issues and instances of fraud will be prevented or detected. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls and procedures is also based in part on certain assumptions regarding the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Table of Contents

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, 2009.

Item 1A. Risk Factors

Our business and operating results are subject to many risks, uncertainties and other factors. If any of these risks were to occur, our business, affairs, assets, financial condition, results of operations, cash flows and prospects could be materially and adversely affected. These risks, uncertainties and other factors include the information discussed elsewhere in this report as well as the risk factors set forth in Item 1A. Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, which have not materially changed as of the date of this report.

Item 5. Other Information

None.

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.)

Table of Contents

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.

	POWERSECURE INTERNATIONAL, INC.
Date: May 6, 2010	By: /s/ Sidney Hinton Sidney Hinton President and Chief Executive Officer
Date: May 6, 2010	By: /s/ Christopher T. Hutter Christopher T. Hutter Executive Vice President, Chief Financial Officer, Treasurer and Assistant Secretary

54