LIME ENERGY CO.
Form 10-Q
August 19, 2013
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

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

For the quarterly period ended June 30, 2013

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

For the transition period from to

Commission file number 001-16265

LIME ENERGY CO.

(Exact name of registrant as specified in its charter)

Delaware	**36-4197337**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

16810 Kenton Drive, Suite 240, Huntersville, NC 28078
(Address of principal executive offices, including zip code)

(704) 892-4442
(Registrant s telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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

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

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

Large Accelerated Filer o	Accelerated Filer o	Non-Accelerated Filer o	Smaller reporting company x

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

25,152,693 shares of the registrant s common stock, $.0001 par value per share, were outstanding as of August 12, 2013.

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LIME ENERGY CO.

FORM 10-Q

For The Quarter Ended June 30, 2013

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PART I - FINANCIAL INFORMATION

ITEM 1. Financial Statements

Lime Energy Co.

Condensed Consolidated Balance Sheets

(in thousands)

	June 30, 2013 (Unaudited)	December 31, 2012 (1)
Assets		
Current Assets		
Cash and cash equivalents	$ 2,061	$ 2,392
Restricted cash	500	500
Accounts receivable, net	9,188	9,917
Inventories	14	17
Costs and estimated earnings in excess of billings on uncompleted contracts	5,665	3,685
Prepaid expenses and other	525	504
Current assets of discontinued operations	2,970	10,891
Total Current Assets	20,923	27,906
Net Property and Equipment	5,168	5,224
Long-Term Receivables	328	214
Deferred Financing Costs, Net	186	212
Long-Term Assets of Discontinued Operations	26	5,581
Intangibles, Net		10
Goodwill	6,009	6,009
	$ 32,640	$ 45,156

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Lime Energy Co.

Condensed Consolidated Balance Sheets

(in thousands, except share data)

	June 30, 2013 (Unaudited)	December 31, 2012 (1)
Liabilities and Stockholders Equity		
Current Liabilities		
Current maturities of long-term debt	$ 3,330	$ 3,405
Accounts payable	10,855	5,100
Accrued expenses	3,501	3,243
Billings in excess of costs and estimated earnings on uncompleted contracts	1,821	1,506
Customer deposits	190	41
Other current liabilities	3,118	2,029
Current liabilities of discontinued operations	2,116	12,517
Total Current Liabilities	24,931	27,841
Long-Term Debt, less current maturities	5,264	4,748
Other Long-Term Liabilities	1,493	3,241
Long-Term Liabilities of Discontinued Operations		5
Total Liabilities	31,688	35,835
Stockholders Equity		
Common stock, $.0001 par value; 50,000,000 shares authorized 25,152,693 and 25,036,719 issued and outstanding as of June 30, 2013 and December 31, 2012, respectively	2	2
Additional paid-in capital	191,788	191,411
Accumulated deficit	(190,838)	(182,092)
Total Stockholders Equity	952	9,321
	$ 32,640	$ 45,156

See accompanying notes to condensed consolidated financial statements

(1) Derived from audited financial statements in the Company s annual report on Form 10-K for the year ended December 31, 2012

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Lime Energy Co.

Unaudited Condensed Consolidated Statements of Operations

(in thousands, except per share data)

	Three Months Ended June 30, 2013 (Unaudited)	Three Months Ended June 30, 2012 (Unaudited)	Six Months Ended June 30, 2013 (Unaudited)	Six Months Ended June 30, 2012 (Unaudited)
Revenue	$ 13,741	$ 10,120	$ 25,740	$ 21,645
Cost of sales	9,780	8,134	19,157	17,609
Gross Profit	3,961	1,986	6,583	4,036
Selling, general and administrative	5,798	5,264	12,040	10,585
Amortization of intangibles	4	71	10	141
Operating loss	(1,841)	(3,349)	(5,467)	(6,690)
Other Income (Expense)				
Interest income	12	23	26	48
Interest expense	(304)	(90)	(621)	(167)
Total other (expense) income	(292)	(67)	(595)	(119)
Loss from continuing operations	(2,133)	(3,416)	(6,062)	(6,809)
Discontinued Operations:				
Income (loss) from operation of discontinued business	95	(1,245)	(2,684)	(2,040)
Net loss	$ (2,038)	$ (4,661)	$ (8,746)	$ (8,849)
Basic and diluted loss per common share from Continuing operations	$ (0.08)	$ (0.14)	$ (0.24)	$ (0.28)
Discontinued operations	0.00	(0.05)	(0.11)	(0.09)
Basic and Diluted Loss Per Common Share	$ (0.08)	$ (0.19)	$ (0.35)	$ (0.37)
Weighted Average Common Shares Outstanding	25,153	24,470	25,157	24,222

See accompanying notes to condensed consolidated financial statements

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Lime Energy Co.

Unaudited Condensed Consolidated Statement of Stockholders Equity

(in thousands)

	Common Shares	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders Equity
Balance, December 31, 2012	**25,037**	**$ 2**	**$ 191,411**	**$ (182,092)**	**$ 9,321**
Share based compensation			377		377
Shares issued for benefit plans and option exercises	116				
Net loss				(8,746)	(8,746)
Balance, June 30, 2013	**25,153**	**$ 2**	**$ 191,788**	**$ (190,838)**	**$ 952**

See accompanying notes to condensed consolidated financial statements.

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Lime Energy Co.

Unaudited Condensed Consolidated Statements of Cash Flows

(in thousands)

	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Cash Flows From Operating Activities				
Net Loss	$ (2,038)	$ (4,661)	$ (8,746)	$ (8,849)
Adjustments to reconcile net loss to net cash used in operating activities:				
Provision for bad debt	131	488	341	528
Share-based compensation	195	922	377	1,475
Depreciation and amortization	264	470	532	920
PIK notes issued for interest	384		384	
Amortization of deferred financing costs	26	11	52	28
Amortization of original issue discount	66		132	
Issuance of stock in exchange for services received				20
Loss on disposition of property and equipment			13	
Changes in assets and liabilities:				
Accounts receivable	(91)	400	274	10,318
Inventories	3		3	(11)
Costs and estimated earnings in excess of billings on uncompleted contracts	(1,219)	376	(1,980)	(374)
Prepaid expenses and other	(16)	(38)	(21)	145
Assets of discontinued operations	342	872	1,594	666
Accounts payable	3,339	3,385	5,755	(3,425)
Accrued expenses	(201)	471	258	(1,136)
Billings in excess of costs and estimated earnings on uncompleted contracts	(73)	(1,258)	315	(2,471)
Other current liabilities	(283)	(131)	(510)	(139)
Liabilities of discontinued operations	(1,075)	(3,577)	(600)	(4,361)
Net cash used in operating activities	(246)	(2,270)	(1,827)	(6,666)
Cash Flows From Investing Activities				
Proceeds from sale of ESCO business			1,860	
Purchases of property and equipment	(100)	(499)	(287)	(733)
Increase in restricted cash		224		225
Net cash (used in) provided by investing activities	(100)	(275)	1,573	(508)
Cash Flows From Financing Activities				
Payments of long-term debt	(30)	(63)	(77)	(126)
Proceeds from issuance of common stock		2,550		2,550
Proceeds from issuance of shares for benefit plans				80
	(30)	2,487	(77)	2,504

Net cash (used in) provided by financing activities								
Net Decrease in Cash and Cash Equivalents		(376)		(58)		(331)		(4,670)
Cash and Cash Equivalents, at beginning of period		2,437		3,678		2,392		8,290
Cash and Cash Equivalents, at end of period	$	2,061	$	3,620	$	2,061	$	3,620

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	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Supplemental Disclosure of Cash Flow Information:				
Cash paid during the period for interest (in thousands):				
Continuing operations	$ 36	54	$ 86	110
Discontinued operations		1	1	1

See accompanying notes to condensed consolidated financial statements.

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Lime Energy Co.

Notes to Unaudited Condensed Consolidated Financial Statements

Note 1 Basis of Presentation

The accompanying unaudited condensed consolidated financial statements (the Financial Statements) of Lime Energy Co. (Lime Energy and, together with its subsidiaries, the Company , we , us or our) have been prepared in accordance with Rule 10-01 of Regulation S-X promulgated b the Securities and Exchange Commission (the SEC) and, therefore, do not include all information and footnotes necessary for a fair presentation of financial position, results of operations and cash flows in conformity with accounting principles generally accepted in the United States of America (GAAP). In our opinion, however, the Financial Statements contain all adjustments, consisting only of normal recurring adjustments, necessary to present fairly our financial position, results of operations and cash flows as of and for the interim periods.

The Financial Statements have been prepared on the going concern basis which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company s ability to continue as a going concern is ultimately dependent on its ability to achieve profitability before it exhausts its currently available capital, shed non-core assets and/or obtain additional funding. Management has decided to focus its resources on its rapidly growing utility business and to reduce overhead costs to the extent possible. Consistent with this strategy, on February 28, 2013, it sold its public sector business. Management has also indicated that it continues to closely monitor and forecast its cash requirements and is prepared to attempt to raise additional capital if they foresee a need to do so to fund day-to-day operations. The Company has historically funded its operations through the issuance of additional equity and secured debt. However, there is no assurance that the Company will continue to be successful in obtaining additional funding in the future or improve its operating results. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may results from the possible inability of the Company to continue as a going concern.

The results of operations for the three-month and six-month periods ended June 30, 2013 and 2012 are not necessarily indicative of the results to be expected for the full year.

The December 31, 2012 balance sheet data was derived from audited financial statements, but does not include all disclosures required by GAAP.

For further information, refer to the audited financial statements and the related footnotes included in the Lime Energy Co. Annual Report on Form 10-K for the year ended December 31, 2012.

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Notes to Unaudited Condensed Consolidated Financial Statements

Note 2 - Share-Based Compensation

A committee of the Board of Directors grants stock options and restricted stock under the Company s 2008 Long Term Incentive Plan, as amended (the Plan). All of the options have been granted at a price equal to or greater than the market price of the Company s stock on the date of grant. Substantially all stock option grants outstanding under the Plan vest ratably over three years and expire 10 years from the date of grant. In addition to the Plan, the Company gave employees the right to purchase shares at a discount to the market price under its employee stock purchase plan (ESPP). The ESPP was suspended in August 2012 after the registration statement supporting the ESPP went stale due to the Company s failure to file its second quarter quarterly report. The ESPP expired on December 31, 2012 and has not been renewed.

During the second quarter of 2010, the Company issued options to certain employees that vest upon achievement of certain financial objectives in combination with a minimum market price for its common stock during a five-year period (the Cliff Options). The Company assesses the probability of achieving these objectives at the end of each month and recognizes expense accordingly.

In addition to the Plan and the ESPP, the Board of Directors grants restricted stock to non-employee directors under the Company s 2010 Non-Employee Director Stock Plan (the Directors Plan). Restricted stock granted to date under the Directors Plan vest 50% upon grant and 50% on the first anniversary of the grant date if the director is still serving on the Board of Directors on the vesting date.

The Company accounts for employee share-based awards in accordance with Accounting Standards Codification (ASC) 718. This pronouncement requires companies to measure the cost of employee service received in exchange for a share-based award based on the fair value of the award at the date of grant, with expense recognized over the requisite service period, which is generally equal to the vesting period of the grant.

The following table summarizes the Company s total share-based compensation expense for the three-month and six-month periods ended June 30, 2013 and 2012:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	**2012**	**2013**	**2012**
Stock options	$ 110	$ 670	$ 235	$ 1,057
Restricted stock	85	242	142	377
Employee Stock Purchase Plan		11		41

	$ 195	$ 923	$ 377	$ 1,475

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Notes to Unaudited Condensed Consolidated Financial Statements

The Company uses an enhanced Hull-White trinomial model to value its employee options. The weighted-average, grant-date fair value of stock options granted to employees and the weighted-average significant assumptions used to determine those fair values, using an enhanced Hull-White trinomial model for stock options under ASC 718, are as follows:

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2013 (1)	**2012 (1)**	**2013 (1)**	**2012**
Weighted average fair-value per option granted				$ 1.68
Significant assumptions (weighted average):				
Risk-free rate				0.01%
Dividend yield				0.00%
Expected volatility				71.7%
Expected life (years)				6.0
Expected turn-over rate				5.00%
Expected exercise multiple				2.20

(1) No options were issued during these periods

The risk-free interest rate is based on the U.S. Treasury Bill rates at the time of grant. The dividend yield reflects the fact that the Company has never paid a dividend on its common stock and does not expect to in the foreseeable future. The Company estimated the volatility of its common stock at the date of grant based on the historical volatility of its stock. The expected term of the options is based on the simplified method as described in the Staff Accounting Bulletin No. 107, which is the average of the vesting term and the original contract term. The expected turnover rate represents the expected forfeitures due to employee turnover and is based on historical rates experienced by the Company. The expected exercise multiple represents the mean ratio of the stock price to the exercise price at which employees are expected to exercise their options and is based on an empirical study completed by S. Huddart and M. Lang (1996).

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Lime Energy Co.

Notes to Unaudited Condensed Consolidated Financial Statements

Option activity under the Company s stock option plans as of June 30, 2013 and changes during the three-month and six-month periods then ended are presented below:

	Shares	Exercise Price Per Share	Weighted Average Exercise Price
Outstanding at March 31, 2013	3,318,838	\$0.52 - \$263.55	$ 5.30
Granted			
Exercised			
Forfeited	(84,663)	\$3.26 - \$136.50	$ 6.89
Outstanding at June 30, 2013	3,234,175	\$0.52 - \$263.55	$ 5.26
Options exercisable at June 30, 2013	2,495,081	\$0.52 - \$263.55	$ 5.67

	Shares	Exercise Price Per Share	Weighted Average Exercise Price
Outstanding at December 31, 2012	3,559,258	\$0.52 - \$263.55	$ 5.28
Granted			
Exercised			
Forfeited	(325,083)	\$3.26 - \$136.50	$ 5.44
Outstanding at June 30, 2013	3,234,175	\$0.52 - \$263.55	$ 5.26
Options exercisable at June 30, 2013	2,495,081	\$0.52 - \$263.55	$ 5.67

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Notes to Unaudited Condensed Consolidated Financial Statements

The following table summarizes information about stock options outstanding at June 30, 2013:

	Options Outstanding				Options Exercisable			
Exercise Price	Number Outstanding at June 30, 2013	Weighted Average Remaining Contractual Life		Weighted Average Exercise Price	Number Exercisable at June 30, 2013		Weighted Average Exercise Price
$0.52 - $1.00	150,000	9.4 years	$	0.60	100,000	$	0.52
$1.01 - $4.00	666,722	6.0 years	$	3.35	507,223	$	3.37
$4.01 - $6.00	1,547,066	6.7 years	$	4.37	1,017,471	$	4.36
$6.01 - $7.00	85,714	3.0 years	$	6.79	85,714	$	6.79
$7.01 - $8.00	411,063	3.2 years	$	7.19	411,063	$	7.19
$8.01 - $12.00	371,356	3.6 years	$	10.69	371,356	$	10.69
$12.01 - $263.55	2,254	.5 years	$	194.03	2,254	$	194.03
$0.52 - $263.55	3,234,175	5.8 years	$	5.26	2,495,081	$	5.67

The aggregate intrinsic value of the outstanding options (the difference between the closing stock price on the last trading day of the second quarter of 2013 of $0.66 per share and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on June 30, 2013 was $14 thousand. The aggregate intrinsic value of exercisable options as of June 30, 2013 was $14 thousand. These amounts will change based on changes in the fair market value of the Company s common stock.

The compensation expense to be recognized in future periods related to the Company s employee options and restricted stock is as follows (in thousands):

As of June 30, 2013		Unrecognized Compensation Expense (in 000)	Weighted Average Remaining Life (in Months)
Stock options	$	245	12.0
Restricted stock	$	100	4.7

In addition, there was approximately $785 thousand of unrecognized expense related to the Cliff Options which may be recognized over the next 22 months if vesting requirements are met.

Note 3 Recent Accounting Pronouncements

The Company does not believe any recently issued, but not yet effective, accounting standards will have a material effect on the Company s consolidated financial position, results of operations, or cash flows.

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Notes to Unaudited Condensed Consolidated Financial Statements

Note 4 Earnings Per Share

The Company computes income or loss per share under ACS 260 Earnings Per Share, which requires presentation of two amounts: basic and diluted loss per common share. Basic loss per common share is computed by dividing income or loss available to common stockholders by the number of weighted average common shares outstanding, and includes all common stock issued. Diluted earnings include all common stock equivalents. The Company has not included the outstanding options or warrants as common stock equivalents in the computation of diluted loss per share for the three and six months ended June 30, 2013 and 2012, because the effect would be anti-dilutive.

The following table sets forth the weighted average shares issuable upon exercise of outstanding options and warrants as of June 30, 2013:

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2013	**2012**	**2013**	**2012**
Weighted average shares issuable upon exercise of outstanding options	3,279,180	4,484,132	3,301,548	4,486,921
Weighted average shares issuable upon exercise of outstanding warrants	4,880,403	135,953	4,880,403	135,953
Total	8,159,583	4,620,085	8,181,951	4,622,874

Note 5 Revolving Line of Credit

On March 9, 2011, the Company entered into a $7 million revolving line of credit agreement with American Chartered Bank. Availability under the line of credit was tied to eligible receivables and borrowings were secured by all the Company s assets. Borrowings were to incur interest at the Prime Rate, plus 0.625%, with a minimum rate of 4.675%, and had an unused fee of 0.30% per annum. The line contained covenants that required the Company to maintain a minimum current ratio of 1.55 to 1.0 or greater and a maximum tangible leverage ratio of 1.30 to 1.0. The line expired on March 9, 2013.

Note 6 Term Loan

On November 3, 2011, GES-Port Charlotte, LLC (GES), entered into a Loan Agreement with RBC Bank (USA) (RBC) (RBC was subsequently acquired by PNC Bank) under which GES borrowed $3.6 million (the Loan Agreement). The Loan Agreement matures on, and all outstanding balances are due and payable on, October 31, 2016. The Loan Agreement requires the monthly payment of interest and principal based on a 20-year amortization and a mandatory pre-payment at the end of each calendar year, commencing with the calendar year ending December 31, 2012, equal to 50% of GES s Excess Cash Flow. Excess Cash Flow is defined in the Loan Agreement as EBITDA less cash taxes paid, less Debt Service, and less up to $10,000 in capital expenditures. Debt Service is defined to equal the sum of (a) the total of principal and interest payments on funded debt (excluding excess cash flow mandatory prepayments), plus (b) any cash dividends or distributions (excluding the permitted distribution of the US

Lime Energy Co.

Notes to Unaudited Condensed Consolidated Financial Statements

Treasury Grant). No Excess Cash Flow payment was due for 2012. The loan carries an interest rate equal to 30-day LIBOR plus 500 basis points. As of June 30, 2013 the 30-day LIBOR rate was 0.1932%.

Borrowings pursuant to the Loan Agreement are secured by all of the assets of GES and guaranteed by Lime. The Loan Agreement contains customary events of default, including the failure to make required payments, borrower s failure to comply with certain covenants or other agreements, borrower s breach of the representations and covenants contained in the agreement, the filing or attachment of a lien to the collateral, the occurrence of a material adverse change, borrower s default of other certain indebtedness and certain events of bankruptcy or insolvency. Upon the occurrence and continuation of an event of default, amounts due under the Loan Agreement may be accelerated.

The Loan Agreement contains a covenant that requires GES to maintain a minimum Debt Service Coverage Ratio to 1.35 to 1.0. The Debt Service Ratio is defined as the ratio of (a) EBITDA, less cash taxes and unfunded capital expenditures to (b) Debt Service. As of December 31, 2012, the company was not in compliance with the debt Service Coverage Ratio. On January 4, 2013, PNC notified the Company that the loan was in default as a result of the failure to meet the minimum debt Coverage Ratio, but that it has chosen not to exercise its rights; however, it reserved the right to do so in the future. On July 2, 2013, PNC notified the Company that it was requiring the Company to start paying interest at the default rate of LIBOR plus 9.00% per annum. The Company remains current with all scheduled loan payments and is currently in discussions with PNC to forebear from taking any actions while the Company attempts to sell the asset. The entire balance of the note has been presented as a current liability in the accompanying financial statements due to the fact that the default was on-going and had not been waived by the bank.

The Company entered into an interest rate swap to fix the interest rate on $1.9 million of the principal amount of the term loan at 6.56% through October 2016. This interest rate swap is being carried at fair-market value on the Company s books, with changes in value included in interest expense. The mark-to-market value of the swap was a liability of $41,070 and $66,000 as of June 30, 2013 and December 31, 2012, respectively. The liability associated with the decline in the fair value has been included in accrued expense.

Note 7 Sale of ESCO Business

On February 28, 2013, the Company sold its ESCO business to Powersecure, Inc., a wholly-owned subsidiary of PowerSecure International, Inc. (Powersecure). The ESCO business, which represented the largest portion of the Company s public sector business, designed, installed and maintained energy conservation measures, primarily as a subcontractor to large energy service company providers (ESCOs), for the benefit of public sector, commercial, industrial and institutional customers as end users. The sale was structured as an asset sale. The total purchase price for the assets sold was $4.0 million in cash, subject to a working capital adjustment, and the assumption of approximately $9.8 million of liabilities, comprising certain other debts, liabilities and obligations relating to the acquired business and assumed contracts. After application of the working capital adjustment in accordance with the Purchase Agreement, the cash purchase price is approximately $1.9 million, subject to post-closing confirmation of the working capital adjustment, resulting in an effective purchase price, including the assumption of liabilities, of approximately $11.7 million. In connection with the acquisition of the ESCO business, PowerSecure assumed certain unfinished contracts and projects in the acquired business, along with the accounts receivables and accounts payables associated with those projects.

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Notes to Unaudited Condensed Consolidated Financial Statements

During the fourth quarter of 2012, utilizing the purchase price received for the sale of the ESCO business as an indication of its fair market value, the Company determined that its carrying value associated with the business exceeded the fair market value by approximately $3.2 million. Accordingly, it reduced the carrying value to the fair market value, recording a $3.2 million impairment loss in the process.

The value of assets and liabilities sold to Powersecure on February 28, 2013, were as follows (in thousands):

As of February 28, 2013

Accounts receivable	4,680
Retention receivable	1,048
Costs and estimated earnings in excess of billings on uncompleted contracts	591
Precontract cost	8
Goodwill	5,337
Total Assets	11,664
Accounts payable	1,226
Accrued expenses	133
Billings in excess of costs and estimated earnings on uncompleted contracts	8,432
Vehicle loans	11
Other liabilities	1
Total Liabilities	9,803

After adjusting the carrying value of the assets during the fourth quarter of 2012, the net carrying value of the assets and liabilities of the ESCO business was equal to the proceeds received for the sale of the business on February 28, 2013, therefore there was no gain or loss resulting from the sale recorded during the second quarter of 2013. However, the Asset Purchase agreement provided that within 90 days of the closing the seller provide the buyer a final calculation of the Closing Net Working Capital as of February 28, 2013. To the extent that this calculation showed an increase in the Closing Net Working Capital from the amount estimated on the closing date, the buyer would owe the seller an amount equal to the increase and to the extent the Closing Net Working Capital was less than the amount estimated on the closing date, the seller would owe the buyer an amount equal to the reduction. The calculation of the final Closing Net Working Capital was completed in August 2013 and it was determined that the buyer owed the seller an additional $128 thousand. This additional consideration has been included in the income from discontinued operations during the quarter ended June 30, 2013.

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Notes to Unaudited Condensed Consolidated Financial Statements

Note 8 Discontinued Operations

As discussed in Note 7, the Company sold the majority of its public sector business on February 28, 2013 to Powersecure. The Company retained contracts with certain customers of its public sector business that were largely complete or which it felt it would not be able to obtain the consent of the customer to transfer to a new owner. Once these contracts are completed, the Company will shut down the remaining public sector business. It expects this will occur before the end of 2013.

The loss from the operation of discontinued business reported in the accompanying financial statements includes the operation of the portion of the public sector business sold to Powersecure through February 28, 2013, as well as operation through June 30, 2013, of the portion of the public sector business retained by the company which it is in the process of exiting. The revenue and operating loss related to discontinued operations was as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	**2012**	**2013**	**2012**
Revenue	$ 230	$ 11,439	$ 2,890	$ 25,863
Operating income (loss)	$ 107	$ (1,245)	$ (2,658)	$ (2,040)

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Lime Energy Co.

Notes to Unaudited Condensed Consolidated Financial Statements

The assets and liabilities related to discontinued operations were as follows (in thousands):

	June 30, 2013	December 31, 2012
Accounts Receivable	1,886	9,664
Costs and estimated earnings in excess of billings on uncompleted contracts	952	1,210
Prepaid expenses and other	132	17
Total current assets	2,970	10,891
Deferred financing costs	26	51
Net Property and Equipment, net		193
Goodwill		5,337
Intangible assets		
Total long-term assets	26	5,581
Total Assets	2,996	16,472
Current portion of long-term debt		8
Accounts Payable	1,427	2,178
Accrued Expense	110	2,781
Billings in excess of costs and estimated earnings on uncompleted contracts	579	7,550
Total current liabilities	$ 2,116	$ 12,517
Long-Term Debt, less current portion		5
Total Liabilities	$ 2,116	$ 12,522

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Lime Energy Co.

Notes to Unaudited Condensed Consolidated Financial Statements

Note 9 Business Segment Information

The Company operates in two business segments: the Energy Efficiency Services segment and the Renewable Energy segment. In classifying its operational entities into a particular segment, the Company segregated its businesses with similar economic characteristics, products and services, production processes, customers, and methods of distribution into distinct operating groups.

The Energy Efficiency Services segment includes the Utility Program Management business. The services of this segment include program design, program management, marketing & customer recruitment, auditing and installation of energy conservation measures for small business customers of utilities or public utility commissions. This segment also includes its contract with the Army Corps of Engineers under its facilities repair and renewal program.

The Renewable Energy segment includes the operations of GES-Port Charlotte, which operates the Zemel Road landfill-gas electric generating facility located in Punta Gorda, Florida.

An analysis and reconciliation of the Company s business segment information to the respective information in the consolidated financial statements is as follows (in thousands):

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Lime Energy Co.

Notes to Unaudited Condensed Consolidated Financial Statements

	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Revenues:				
Energy Efficiency Services	$ 13,541	$ 9,902	$ 25,324	$ 21,172
Renewable Energy	200	218	416	473
Total	$ 13,741	$ 10,120	$ 25,740	$ 21,645
Operating Income (Loss):				
Energy Efficiency Services	$ 430	$ (355)	$ 177	$ (682)
Renewable Energy	(89)	159	(150)	(79)
Corporate	(2,182)	(3,153)	(5,494)	(5,929)
Total	$ (1,841)	$ (3,349)	$ (5,467)	$ (6,690)
Interest (Expense) Income, net	(292)	(67)	(595)	(119)
Loss from Continuing Operations	$ (2,133)	$ (3,416)	$ (6,062)	$ (6,809)

	June 30,	December 31,
[redacted]		
Total Assets:		
Energy Efficiency Services	$ 25,293	$ 23,394
Renewable Energy	3,789	4,178
Corporate	562	1,112
Discontinued Operations	2,996	16,472
Total	$ 32,640	$ 45,156

Note 10 Other Equity Issuances

(a) During the first quarter of 2013, the Company granted 132,540 shares of restricted stock to five of its outside directors pursuant to the 2010 Non-Employee Directors Stock Plan as compensation for their service on the Board, of which 13,254 were forfeited when a director resigned from the Board in March 2013. The shares granted under the 2010 Non-Employee Directors Stock Plan vest 50% upon grant and 50% on the first anniversary of the grant date if the director is still serving on the Company s board of directors on the vesting date.

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

You should read the following discussion regarding the Company along with our financial statements and related notes included in this quarterly report. This quarterly report, including the following discussion, contains forward-looking statements that are subject to risks, uncertainties and assumptions. Our actual results, performance and achievements in 2013 and beyond may differ materially from those expressed in, or implied by, these forward-looking statements. See Cautionary Note Regarding Forward-Looking Statements.

Overview

We are a leader in designing and implementing energy efficiency programs that enable our utility clients to reach their underserved markets and achieve their energy reduction goals. Utility-sponsored energy efficiency programs help reduce customer demand for electricity. Using less electricity when demand is high (like on a hot summer day) can mean fewer new power plants and a smaller electric distribution system, which saves money and benefits the environment. We offer utilities energy efficiency program delivery services targeted to their small and medium-sized business customers. Our programs help these businesses use less energy through the upgrade of existing equipment with new, more energy efficient equipment. This service allows the utility to delay investments in transmission and distribution upgrades and new power plants, while at the same time providing benefits to their clients in the form of lower energy bills, improved equipment reliability, reduced maintenance costs and a better overall operating environment.

Our nine energy efficiency programs operate exclusively within the utility sector and our clients include two of the five largest investor-owned utilities in the country. We focus on deploying direct install energy efficiency solutions for small and mid-size commercial and industrial business programs that improve energy efficiency, reduce energy-related expenditures and lessen the impact of energy use on the environment. Currently, these solutions include energy efficient lighting upgrades and energy efficient mechanical upgrades. We also have expertise in water conservation, building controls, refrigeration and facility weatherization. We are prepared to offer these measures should they become eligible within a utility program. Our small business direct install (SBDI) programs provide a cost-effective avenue for our utility clients to offer products and services to a hard-to-reach customer base, while satisfying aggressive state-mandated energy reduction goals. Our direct install model is a turnkey solution under which we contract with our utility clients to design and market their small and mid-size energy efficiency programs within a defined territory, perform the technical audits, sell the solution to the end-use customer and oversee the implementation of the energy efficiency measures. This model makes it easy and affordable for small businesses to upgrade to new, more energy efficient equipment.

We are also a qualified contractor under the Army Corps of Engineers Facility Repair and Renewal program (FRR). As part of this program we provide project investigation and design-build execution for all types of facility repairs, conversions, renovations, alterations, additions, construction and equipment installation in the federal buildings in the U.S. and its territories. Since late 2009, we have been awarded six FRR contracts with total contract value of $25.6 million.

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Results of Operations

Revenue

We generate the majority of our revenue from the sale of our services and the products that we purchase and resell to our clients. We charge our utility clients based on an agreed to rate schedule based on the item installed or the savings generated. Our contracts with the Army Corps of Engineers are all fixed-price contracts under which we bill the Army Corps on a monthly basis for work completed in the prior month as specified in the contract. A typical project for a small business utility client can take anywhere from a few hours to a few weeks to complete, whereas our projects for the Army Corps can take six months to two years to complete. Our revenues are somewhat seasonal with the strongest sales occurring in the second half of the year.

Gross Profit

Gross profit equals our revenue less costs of sales. The cost of sales for our business consists primarily of materials, our internal labor, including engineering, and the cost of subcontracted labor.

Gross profit is a key metric that we use to evaluate our performance. Gross profit depends in large part on the volume and mix of products and services that we sell during any given period.

Selling, General and Administrative Expenses

Selling, general and administrative expenses (SG&A) include the following components:

- direct labor and commission costs related to our employee sales force;
- costs of our non-production management, supervisory and staff salaries and employee benefits, including the costs of share-based compensation;
- costs related to insurance, travel and entertainment, office supplies and utilities;

- costs related to marketing and advertising our products;

- legal and accounting expenses; and

- costs related to administrative functions that serve to support our existing businesses, as well as to provide the infrastructure for future growth.

Amortization of Intangibles

When we acquire companies we allocate the purchase price to tangible assets (such as property, equipment, accounts receivable, etc.), and identifiable intangible assets (such as contract backlogs, customer lists, technology, trade name, etc.), with the balance recorded as goodwill. We amortize the value of certain intangible assets over their estimated useful lives as a non-cash expense.

Interest Expense, Net

Net interest expense consists of interest expense net of interest income. Net interest expense represents the interest costs associated with our subordinated convertible term notes (including amortization of the related debt discount and issuance costs), the term note used to finance the construction of the Zemel

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Road generating facility. Interest income includes earnings on our invested cash balances and amortization of the discount on our long-term receivables.

Three months Ended June 30, 2013 Compared to Three months Ended June 30, 2012

Consolidated Results (in thousands)

	Three Months Ended June 30,		Change	
	2013	2012	$	%
Revenue	$ 13,741	$ 10,120	$ 3,621	35.8%
Cost of sales	9,780	8,134	1,646	20.2%
Gross profit	3,961	1,986	1,975	99.4%
Selling, general and administrative expenses	5,798	5,264	534	10.1%
Amortization of intangibles	4	71	(67)	-94.4%
Operating loss	(1,841)	(3,349)	1,508	-45.0%
Interest expense, net	(292)	(67)	(225)	335.8%
Loss from continuing operations	(2,133)	(3,416)	1,283	-37.6%
Income (loss) from operation of discontinued business	95	(1,245)	1,340	-107.6%
Net loss	$ (2,038)	$ (4,661)	$ 2,623	-56.3%

The following table presents the percentage of certain items to revenue:

	Three Months Ended June 30,	
	2013	2012
Revenue	100.0%	100.0%
Cost of sales	71.2%	80.4%
Gross profit	28.8%	19.6%
Selling, general and administrative expenses	42.2%	52.0%
Amortization of intangibles	0.0%	0.7%
Operating loss	-13.4%	-33.1%
Interest expense, net	-2.1%	-0.7%
Loss from continuing operations	-15.5%	-33.8%

Income (loss) from operation of discontinued business	0.7%	-12.3%
Net loss	-14.8%	-46.1%

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Revenue. Our consolidated revenue increased $3.6 million, or 35.8%, to $13.7 million during the second quarter of 2013, from $10.1 million during the second quarter of 2012. Revenue from our utility business increased approximately $4.9 million, or 61%, which was partially offset by a decline in revenue from our FRR contract of approximately $1.3 million. Revenue from our utility business benefited from contributions from new utility programs started within the past year, including our contracts with Central Hudson, AEP Ohio, Duke Energy Progress and NStar and as well as increases in revenue from our existing programs with Long Island Power and the New Jersey s Clean Energy program. Revenue under the FRR program varies from period-to-period depending on the number of projects we are working on at any particular time and the stage the project is in. We were working on three projects during the second quarter of 2012 and four projects during the second quarter of 2013, however two of the four 2013 projects were in the design phase and one was in the close-out phase of construction, during which we generate significantly less revenue.

Gross Profit. Our gross profit for the second quarter of 2013 increased $2.0 million or 99.4%, to $4.0 million during the second quarter of 2013, when compared to the $2.0 million earned during the same period in 2012. This increase was the result of higher revenue and an improvement in our gross profit margin. Our gross profit margin increased from 19.6% during the second quarter of 2012 to 28.8% during the second quarter of 2013. This improvement in our gross profit margin was due to an increase in the portion of revenue derived from our utility business and improvements in the margins earned by this business resulting from improvements in operating efficiencies and increased revenue from our new programs. Our gross margins will fluctuate from period to period depending on the portion of our revenue derived from our lower margin FRR contract, the mix of individual utility projects contributing to revenue in a given period.

Selling, General and Administrative Expenses. Our selling, general and administrative expenses increased $534 thousand or 10.1%, to $5.8 million during the three-month period ended June 30, 2013, when compared to the $5.3 million of expense for same period during 2012. Costs related to the restatement we completed in July 2013 and the ongoing stockholder lawsuits were responsible for $287 of the increase in costs during 2013. The balance of the increase is associated with the new utility programs we have started up during the past year. Our SG&A as a percentage of revenue declined from 52% during the second quarter of 2012 to 42.2% during the second quarter of 2013 as new utility programs have begun to generate revenue to help offset their overhead costs. We expect continued improvements in this ratio as these new utility programs continued to ramp-up toward their steady-state level of operation during the second half of 2013.

Amortization of Intangibles. Amortization expense declined $67 thousand to $4 thousand during the second quarter of 2013 from $71 thousand during the second quarter of 2012. This decline was the result of our decision in the fourth quarter of 2012 to reduce the carrying value of assets of the Zemel Road facility to its estimated fair value. As part of this adjustment, we wrote off the intangible assets associated with this business. After this write-off, our only remaining intangible asset is certain software and technology acquired as part of the acquisition of Applied Energy Management, Inc. in June 2008, which became fully amortized during the second quarter of 2013.

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Interest Expense, Net. Net interest expense increased $225 thousand, to $292 thousand during the second quarter of 2013 when compared to $67 thousand during the second quarter of 2012. The components of interest expense for the three-month periods ended June 30, 2013 and 2012 are as follows (in thousands):

Three months ended June 30,		**2013**		**2012**
Line of credit	$		$	5
Term note		51		54
Subordinated notes		193		
Total contractural interest		244		59
Amortiztion of deferred issuance costs		13		11
Amortization of debt discount		67		
Increase in value of interest rate swap		(20)		20
Total interest expense	$	304	$	90

Total contractual interest and fees (the interest and fees on outstanding debt) increased $185 thousand, to $244 thousand during the second quarter of 2013, from $59 thousand during the second quarter of 2012. Interest expense associated with the subordinated notes which we issued in October 2012 was responsible for all of the increase in our interest expense relative to 2012. The interest on our term note declined $3 thousand dollars, due to reductions in the outstanding principal over the past year.

We have deferred certain costs associated with the issuance of the term loan and subordinated convertible notes. These costs are being amortized over the terms of the associated debt. We incurred $13 thousand and $11 thousand of amortization expense during three-month periods ended June 30, 2013 and 2012, respectively. In addition, the holders of the subordinated notes received warrants to purchase additional shares of our common stock. In recording the sale of the notes, we allocated the value of the proceeds to the notes and warrants based on their relative fair values. In doing so, we determined that the notes contained a beneficial conversion feature since value of the common stock into which the notes were convertible exceeded the value we allocated to the notes. The value of the warrants and the beneficial conversion feature have been recorded as a discount to the notes. This discount is being amortized over the term of the notes using the effective interest method. During the second quarter of 2013, we recorded $67 thousand of amortization on this discount.

In December 2011, we entered into an interest rate swap agreement to fix the interest rate on $1.9 million of the $3.6 million original balance on the term note. This interest rate swap was not designated for hedge accounting under ASC 815, therefore we record changes in its fair value as non-operating interest income or expense with an offsetting entry to a swap asset or swap liability. We recorded income of $20 thousand during the second quarter of 2013 due to an increase in the fair-market value of this interest rate swap during the period, whereas during the second quarter of 2012 we recorded $20 thousand of expense due to a decline in value of the swap.

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Our interest income declined $11 thousand to $12 thousand during the second quarter of 2013, from $23 thousand during the same period in 2012. Substantially all of the interest income during both periods was amortization of the discount on our long-term receivables. The decline in amortization was due to a reduction in our long-term receivables, which had historically been used by our C&I customers. We expect our long-term receivable balances to increase in the future due to increased use of extended payment terms by customers under some of our utility programs.

Six months Ended June 30, 2013 Compared to Six months Ended June 30, 2012

Consolidated Results (in thousands)

	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012	Change $	Change %
Revenue	$ 25,740	$ 21,645	$ 4,095	18.9%
Cost of sales	19,157	17,609	1,548	8.8%
Gross profit	6,583	4,036	2,547	63.1%
Selling, general and administrative expenses	12,040	10,585	1,455	13.7%
Amortization of intangibles	10	141	(131)	-92.9%
Operating loss	(5,467)	(6,690)	1,223	-18.3%
Interest expense, net	(595)	(119)	(476)	400.0%
Loss from continuing operations	(6,062)	(6,809)	747	-11.0%
Loss from operation of discontinued business	(2,684)	(2,040)	(644)	31.6%
Net loss	$ (8,746)	$ (8,849)	$ 103	-1.2%

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The following table presents the percentage of certain items to revenue:

	Six Months Ended June 30, 2013	2012
Revenue	100.0%	100.0%
Cost of sales	74.4%	81.4%
Gross profit	25.6%	18.6%
Selling, general and administrative expenses	46.8%	48.9%
Amortization of intangibles	0.0%	0.7%
Operating loss	-21.2%	-30.9%
Interest expense, net	-2.3%	-0.5%
Loss from continuing operations	-23.6%	-31.5%
Loss from operation of discontinued business	-10.4%	-9.4%
Net loss	-34.0%	-40.9%

Revenue. Our consolidated revenue increased $4.1 million, or 18.9%, to $25.7 million during the first half of 2013, from $21.6 million earned during the first six months of 2012. Revenue from our utility business increased approximately $7.3 million, or 43%, which was partially offset by a decline in revenue from our FRR contract of approximately $3.2 million. Revenue from our utility business benefited from contributions from new utility programs started within the past year, including our contracts with Central Hudson, AEP Ohio, Duke Energy Progress and NStar and as well as increases in revenue from our existing programs with Long Island Power and the New Jersey s Clean Energy program. Revenue under the FRR program declined due to fewer projects in active construction phases during 2013 than in 2012. We expect continued growth in the revenue from our utility business, as all of our new programs ramp up to a steady state of operation during the second half of 2013. We also expect increased revenue from the FRR contract during the second half of the year, as projects move from design to construction.

Gross Profit. Our gross profit for the six-month period ended June 30, 2013 increased $2.5 million or 63.1%, to $6.6 million, when compared to the $4.0 million earned during the same period in 2012. This increase was the result of higher revenue and an improvement in our gross profit margin. Our consolidated gross profit margin increased from 18.6% during the first half of 2012 to 25.6% during the first half of 2013. This improvement in our gross profit margin was due to an increase in the portion of revenue derived from our utility business and improvements in the margins earned by this business resulting from improvements in operating efficiencies and increased revenue from our new programs. We expect our gross margins will continue to fluctuate on a quarterly basis as a result of changes in our mix of business. However, we believe our gross margins should continue to exceed the levels earned during 2012, due to the changes we have implemented in our utility business and from contributions from new utility programs.

Selling, General and Administrative Expenses. Our selling, general and administrative expenses increased $1.5 million or 13.7%, to $12.0 million during the six-month period ended June 30, 2013, when compared to the $10.6 million of expense for same period during 2012. Included in the 2013 expenses was $1.6 million of costs related to the restatement we completed in July 2013 and the ongoing

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stockholder lawsuits. 2013 expense also includes the costs of new utility programs started during the past year. Our SG&A as a percentage of revenue declined from 48.9% during the first half of 2012, to 46.8% during the first half of 2013. Adjusting for the one-time restatement costs and legal fees, SG&A would have declined $110 thousand, or 40.7% of revenue. We expect continued improvements in this ratio as these new utility programs continued to ramp-up toward their steady state level of operation and the restatement and legal costs decline during the second half of 2013.

Amortization of Intangibles. Amortization expense declined $131 thousand to $10 thousand during the first half of 2013 from $141 thousand during the same period in 2012. This decline was the result of our decision in the fourth quarter of 2012 to reduce the carrying value of assets of the Zemel Road facility to its estimated fair value. As part of this adjustment, we wrote off the intangible assets associated with this business, thereby eliminating the related amortization expense. After this write-off, our only remaining intangible asset is certain software and technology acquired as part of the acquisition of Applied Energy Management, Inc. in June 2008, which became fully amortized during the second quarter of 2013.

Interest Expense, Net. Net interest expense increased $476 thousand, to $595 thousand during the first half of 2013 when compared to $119 thousand during the first half of 2012. The components of interest expense for the six-month periods ended June 30, 2013 and 2012 are as follows (in thousands):

Six months ended June 30,	**2013**	**2012**
Line of credit	$ 3	$ 11
Term note	101	108
Subordinated notes	384	
Total contractural interest	488	119
Amortiztion of deferred issuance costs	26	28
Amortization of debt discount	132	
Increase in value of interest rate swap	(25)	20
Total interest expense	$ 621	$ 167

Total contractual interest and fees (the interest and fees on outstanding debt) increased $369 thousand, to $488 thousand during the first half of 2013, from $119 thousand during the first half of 2012. Interest expense associated with the subordinated notes which we issued in October 2012 was responsible for all of the increase in our interest expense relative to 2012. The interest on our term note declined $7 thousand dollars, due to reductions in the outstanding principal over the past year.

We have deferred certain costs associated with the issuance of the term loan and subordinated convertible notes. These costs are being amortized over the terms of the associated debt. We incurred $26 thousand and $28 thousand of amortization expense during six-month periods ended June 30, 2013 and 2012, respectively. In addition, the holders of the subordinated notes received warrants to purchase additional shares of our common stock. In recording the sale of the notes, we allocated the value of the proceeds to the notes and warrants based on their relative fair values. In doing so, we determined that the notes contained a beneficial conversion feature since value of the common stock into which the notes were

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convertible exceeded the value we allocated to the notes. The value of the warrants and the beneficial conversion feature have been recorded as a discount to the notes. This discount is being amortized over the term of the notes using the effective interest method. During the first half of 2013, we recorded $132 thousand of amortization on this discount.

In December 2011, we entered into an interest rate swap agreement to fix the interest rate on $1.9 million of the $3.6 million original balance on the term note. This interest rate swap was not designated for hedge accounting under ASC 815, therefore we record changes in its fair value as non-operating interest income or expense with an offsetting entry to a swap asset or swap liability. We recorded income of $25 thousand during the first half of 2013 due to an increase in the fair-market value of this interest rate swap during the period, whereas during the first half of 2012 we recorded $20 thousand of expense due to a decline in value of the swap.

A decline in the amortization of the discount on our long-term receivables led to a $22 thousand decline in interest income during the first six months of 2013, to $26 thousand compared to $48 thousand earned during the first half of 2012. The decline in amortization was due to a reduction in our long-term receivables, which had historically been used by our C&I customers. We expect our long-term receivable balances to increase in the future due to increased use of extended payment terms by customers under some of our utility programs.

Liquidity and Capital Resources

As of June 30, 2013, we had cash and cash equivalents of $2.6 million (including restricted cash of $500 thousand), compared to $2.9 million (including $500 thousand of restricted cash) as of December 31, 2012. Our debt obligations as of June 30, 2013 consisted of a term loan of $3.3 million used to fund a portion of the Zemel Road generating facility, and $6.6 million of subordinated convertible notes.

Our principal cash requirements are for operating expenses, debt service, the funding of accounts receivable, and capital expenditures. We have financed our operations since inception primarily through the sale of equity, as well as through various forms of secured debt.

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Three months Ended June 30, 2013 Compared to Three months Ended June 30, 2012

The following table summarizes, for the periods indicated, selected items in our consolidated statements of cash flows (in thousands):

Three months ended June 30,	**2013**	**2012**
Net cash used in operating activities	$ (246)	$ (2,270)
Net cash used in investing activities	(100)	(275)
Net cash (used in) provided by financing activities	(30)	2,487
Net Decrease in Cash and Cash Equivalents	$ (376)	$ (58)
Cash and Cash Equivalents, at beginning of period	2,437	3,678
Cash and Cash Equivalents, at end of period	$ 2,061	$ 3,620

Net unrestricted cash declined $376 thousand during the three-month period ended June 30, 2013 as compared to decreasing $58 thousand during the same period in 2012.

Operating Activities

Operating activities consumed cash of $246 thousand during the three-month period ended June 30, 2013 as compared to consuming cash of $2.3 million during the same period of 2012.

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Whether cash is consumed or generated by operating activities is a function of the profitability of our operations and changes in working capital. To get a better understanding of cash sources and uses, our management splits the cash used or provided by operating activities into two pieces: the cash consumed or generated by operating activities before changes in assets and liabilities; and the cash consumed or generated from changes in assets and liabilities. By splitting the cash used or provided by operating activities this way our management believes it is easier to understand how much of our operating cash flow is the result of the Company s current period cash earnings or loss and how much of our operating cash flow is due to changes in working capital. These two measures are calculated as follows (in thousands):

Three months ended June 30,		**2013**		**2012**
Net Loss	$	(2,038)	$	(4,661)
Provision for bad debt		131		488
Share-based compensation		195		922
Depreciation and amortization		264		470
PIK notes issued for interest		384		
Amortization of deferred financing costs		26		11
Amortization of original issue discount		66		
Cash consumed by operating activities before changes in assets and liabilities	$	(972)	$	(2,770)
Changes in assets and liabilities, net of business acquisitions and dispositions:				
Accounts receivable	$	(91)	$	400
Inventories		3		
Costs and estimated earnings in excess of billings on uncompleted contracts		(1,219)		376
Prepaid and other		(16)		(38)
Assets of discontinued operations		342		872
Accounts payable		3,339		3,385
Accrued expenses		(201)		471
Billings in excess of costs and estimated earnings on uncompleted contracts		(73)		(1,258)
Other current liabilities		(283)		(131)
Liabilities of discontinued operations		(1,075)		(3,577)
Cash generated by changes in assets and liabilities	$	726	$	500

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The reconciliation to net cash used in operating activities as reported on our Consolidated Statement of Cash Flows is as follows (in thousands):

Three months ended June 30,	**2013**	**2012**
Cash consumed by operating activities before changes in assets and liabilities	$ (972)	$ (2,770)
Cash generated by changes in assets and liabilities	726	500
Net cash used in operating activities	$ (246)	$ (2,270)

The cash consumed by operating activities before changes in assets and liabilities decreased $1.8 million, to $1.0 million, during the second quarter of 2013 as compared to consuming $2.8 million during the second quarter of 2012. This improvement was the result of a reduction in the cash loss (net income excluding non-cash items) for the quarter.

Changes in assets and liabilities generated cash of approximately $726 thousand during the second quarter of 2013, compared to generating $500 thousand during the second quarter of 2012. This improvement was primarily the result of an improvement in our working capital management during the period.

Investing Activities

We consumed $100 thousand of cash in investing activities during the second quarter of 2013, compared to consuming $275 thousand during the second quarter of 2012. Almost all of the cash used during both periods was related to our continued investment in our utility business software platform as well as purchases of office equipment and computers for new utility programs.

Financing Activities

During the second quarter of 2013 financing activities consumed cash of $30 thousand compared to generating $2.5 million thousand during the year-earlier period. All of the cash used during the second quarter of 2013 was for scheduled principal payments on our debt. During the second quarter of 2012, we raised $2.6 million through the sale of our common stock. This was partially offset by scheduled principal payments of $63 thousand.

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Six months Ended June 30, 2013 Compared to Six months Ended June 30, 2012

The following table summarizes, for the periods indicated, selected items in our consolidated statements of cash flows (in thousands):

Six months ended June 30,	**2013**	**2012**
Net cash used in operating activities	$ (1,827)	$ (6,666)
Net cash provided by (used in) investing activities	1,573	(508)
Net cash (used in) provided by financing activities	(77)	2,504
Net Decrease in Cash and Cash Equivalents	$ (331)	$ (4,670)
Cash and Cash Equivalents, at beginning of period	2,392	8,290
Cash and Cash Equivalents, at end of period	$ 2,061	$ 3,620

Net unrestricted cash declined $331 thousand during the six-month period ended June 30, 2013 as compared to decreasing $4.7 million during the six-month period ended June 30, 2012.

Operating Activities

Operating activities consumed cash of $1.8 million during the first half of 2013 as compared to consuming cash of $6.7 million during the same period in 2012.

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Whether cash is consumed or generated by operating activities is a function of the profitability of our operations and changes in working capital. To get a better understanding of cash sources and uses, our management splits the cash used or provided by operating activities into two pieces: the cash consumed or generated by operating activities before changes in assets and liabilities; and the cash consumed or generated from changes in assets and liabilities. By splitting the cash used or provided by operating activities this way our management believes it is easier to understand how much of our operating cash flow is the result of the Company s current period cash earnings or loss and how much of our operating cash flow is due to changes in working capital. These two measures are calculated as follows (in thousands):

Six Months Ended June 30,		**2013**		**2012**
Net Loss	$	(8,746)	$	(8,849)
Provision for bad debt		341		528
Share-based compensation		377		1,475
Depreciation and amortization		532		920
PIK notes issued for interest		384		
Amortization of deferred financing costs		52		28
Amortization of original issue discount		132		
Issuance of stock in exchange for services received				20
Loss on disposition of property and equipment		13		
Cash consumed by operating activities before changes in assets and liabilities	$	(6,915)	$	(5,878)
Changes in assets and liabilities, net of business acquisitions and dispositions:				
Accounts receivable	$	274	$	10,318
Inventories		3		(11)
Costs and estimated earnings in excess of billings on uncompleted contacts		(1,980)		(374)
Prepaid and other		(21)		145
Assets of discontinued operations		1,594		666
Accounts payable		5,755		(3,425)
Accrued expenses		258		(1,136)
Billings in excess of costs and estimated earnings on uncompleted contracts		315		(2,471)
Other current liabilities		(510)		(139)
Liabilities of discontinued operations		(600)		(4,361