INTEGRATED ELECTRICAL SERVICES INC
Form 10-Q/A
December 16, 2004
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A

(Mark One)

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

For the Quarterly Period Ended June 30, 2004

OR

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

For the transition period from to .

Commission File No. 1-13783

INTEGRATED ELECTRICAL SERVICES, INC.

(Exact name of registrant as specified in its charter)

Delaware **(State or other jurisdiction of** **incorporation or organization)**	**76-0542208** **(I.R.S. Employer Identification No.)**
1800 West Loop South **Suite 500** **Houston, Texas** **(Address of principal executive offices)**	**77027-3233** **(zip code)**

Registrant s telephone number, including area code: (713) 860-1500

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

Indicated by checkmark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act) Yes x No ¨

The number of shares outstanding as of December 10, 2004 of the issuer s common stock was 36,390,398 and of the issuer s restricted voting common stock was 2,605,709.

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INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

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Explanatory Note:

This Form 10-Q/A is being filed to correct typographical errors that occurred within the statement of cash flows for the nine months ended June 30, 2004 in the initial filing on December 14, 2004. Additionally, the Company corrected the shares of common stock outstanding at December 10, 2004 on the cover of this Form 10-Q/A. All other condensed consolidated financial statements and disclosures are unchanged.

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INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(IN THOUSANDS, EXCEPT SHARE INFORMATION)

	September 30, 2003 (Audited) (Restated)	June 30, 2004 (Unaudited)
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 40,201	$ 13,290
Accounts receivable:		
Trade, net of allowance of $5,425 and $4,793 respectively	245,618	242,443
Retainage	68,789	71,230
Related party	67	36
Costs and estimated earnings in excess of billings on uncompleted contracts	46,999	50,946
Inventories	20,473	26,331
Prepaid expenses and other current assets	14,427	27,788
Total current assets	436,574	432,064
PROPERTY AND EQUIPMENT, net	52,697	46,893
GOODWILL, net	197,884	197,884
OTHER NON-CURRENT ASSETS	27,332	32,184
Total assets	$ 714,487	$ 709,025
LIABILITIES AND STOCKHOLDERS EQUITY		
CURRENT LIABILITIES:		
Current maturities of long-term debt	$ 256	$ 35,099
Accounts payable and accrued expenses	138,143	139,766
Billings in excess of costs and estimated earnings on uncompleted contracts	42,415	42,118
Total current liabilities	180,814	216,983
LONG-TERM BANK DEBT, net of current maturities		7,926
OTHER LONG-TERM DEBT, net of current maturities	195	101
SENIOR SUBORDINATED NOTES, net	247,927	173,226
OTHER NON-CURRENT LIABILITIES	20,644	34,108
Total liabilities	449,580	432,344
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS EQUITY:		
Preferred stock, $.01 par value, 10,000,000 shares authorized, none issued and outstanding		
Common stock, $.01 par value, 100,000,000 shares authorized, 38,439,984 shares issued	385	385
Restricted voting common stock, $.01 par value, 2,605,709 shares issued, authorized and outstanding	26	26
Treasury stock, at cost, 2,725,793 and 2,255,570 shares, respectively	(16,361)	(14,291)
Unearned restricted stock		(1,380)

Additional paid-in capital	427,709	429,291
Retained deficit	(146,852)	(137,350)
Total stockholders equity	264,907	276,681
Total liabilities and stockholders equity	$ 714,487	$ 709,025

The accompanying notes to condensed consolidated financial statements are an integral part of

these financial statements.

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INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(IN THOUSANDS, EXCEPT SHARE INFORMATION)

	Nine Months Ended June 30,	
	2003	2004
	(restated)	
	(Unaudited)	
Revenues	$ 1,066,887	$ 1,067,210
Cost of services	913,181	930,464
Gross profit	153,706	136,746
Selling, general and administrative expenses	114,272	109,871
Income from operations	39,434	26,875
Other (income)/expense:		
Interest expense	19,196	17,966
(Gain)/loss on sale of assets	204	(3)
Other (income)/expense, net	333	5,485
	19,733	23,448
Income before income taxes	19,701	3,427
Provision/(benefit) for income taxes	7,600	(6,075)
Net income	$ 12,101	$ 9,502
Basic earnings per share	$ 0.31	$ 0.25
Diluted earnings per share	$ 0.31	$ 0.24
Shares used in the computation of earnings per share (Note 5):		
Basic	39,188,518	38,529,576
Diluted	39,297,446	39,171,986

The accompanying notes to condensed consolidated financial statements are an integral part of

these financial statements.

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INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(IN THOUSANDS, EXCEPT SHARE INFORMATION)

	Three Months Ended June 30,	
	2003	2004
	(restated)	
	(Unaudited)	
Revenues	$ 375,303	$ 367,009
Cost of services	321,930	324,213
Gross profit	53,373	42,796
Selling, general and administrative expenses	38,193	38,512
Income from operations	15,180	4,284
Other (income)/expense:		
Interest expense	6,397	4,951
(Gain)/loss on sale of assets	234	(150)
Other income, net	(14)	188
	6,617	4,989
Income before income taxes	8,563	(705)
Provision for income taxes	3,303	(1,445)
Net income	$ 5,260	$ 740
Basic earnings per share	$ 0.14	$ 0.02
Diluted earnings per share	$ 0.13	$ 0.02
Shares used in the computation of earnings per share (Note 5):		
Basic	38,789,237	38,769,241
Diluted	39,161,593	39,432,344

The accompanying notes to condensed consolidated financial statements are an integral part of

these financial statements.

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INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF STOCKHOLDERS EQUITY

(IN THOUSANDS, EXCEPT SHARE INFORMATION)

	Common Stock		Restricted Voting Common Stock		Treasury Stock		Unearned Restricted Stock	Additional Paid-In Capital	Retained (Deficit)	Total Stockholders Equity
	Shares	Amount	Shares	Amount	Shares	Amount				
BALANCE, September 30, 2003 (restated)	38,439,984	$ 385	2,605,709	$ 26	(2,725,793)	$ (16,361)	$	$ 427,709	$ (146,852)	$ 264,907
Issuance of stock (unaudited)					8,098	41		17		58
Issuance of restricted stock (unaudited)							(1,992)	1,992		
Purchase of treasury stock (unaudited)					(549,200)	(4,340)				(4,340)
Issuance of stock under employee stock purchase plan (unaudited)					199,438	1,290		(638)		652
Exercise of stock options (unaudited)					811,887	5,079		255		5,334
Non-cash compensation (unaudited)							612	(44)		568
Net income (unaudited)									9,502	9,502
BALANCE, June 30, 2004 (unaudited)	38,439,984	$ 385	2,605,709	$ 26	(2,255,570)	$ (14,291)	$ (1,380)	$ 429,291	$ (137,350)	$ 276,681

The accompanying notes to condensed consolidated financial statements are an integral part of

these financial statements.

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INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(IN THOUSANDS)

	Nine Months Ended June 30,	
	2003	**2004**
	(restated)	
CASH FLOWS FROM OPERATING ACTIVITIES:	**(Unaudited)**	
Net income	$ 12,101	9,502
Adjustments to reconcile net income to net cash provided by operating activities		
Bad debt expense	1,046	2,152
Deferred income taxes	(281)	(6,490)
Depreciation and amortization	10,931	10,026
Loss (gain) on sale of property and equipment	204	(3)
Non-cash compensation expense		568
Gain on divestiture	(26)	
Changes in operating assets and liabilities, net of acquisitions and dispositions of businesses		
Accounts receivable	156	(1,560)
Inventories	3,216	(5,858)
Costs and estimated earnings in excess of billings on uncompleted contracts	4,103	(3,947)
Prepaid expenses and other current assets	12,267	(2,937)
Other noncurrent assets	2,255	1,274
Accounts payable and accrued expenses	4,688	4,528
Billings in excess of costs and estimated earnings on uncompleted contracts	(10,240)	(296)
Other current liabilities	185	
Other noncurrent liabilities	(4,706)	2,461
Net cash provided by operating activities	35,899	9,420
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sale of property and equipment	1,787	684
Purchases of property and equipment	(7,304)	(4,729)
Purchases of business, net of cash acquired	(2,723)	
Sale of business	1,084	
Investments in securities	(500)	(400)
Net cash used in investing activities	(7,656)	(4,445)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings	37	50,040
Repayments of debt	(16,176)	(82,386)
Purchase of treasury stock	(6,795)	(4,340)
Proceeds from exercise of stock options	2,112	5,354
Proceeds from issuance of stock		39
Proceeds from issuance of stock under employee stock purchase plan	821	652
Payments for debt issuance costs	(679)	(1,245)
Net cash used in financing activities	(20,680)	(31,886)

NET INCREASE IN CASH AND CASH EQUIVALENTS	7,563	(26,911)
CASH AND CASH EQUIVALENTS, beginning of period	32,779	40,201
CASH AND CASH EQUIVALENTS, end of period	$ 40,342	13,290
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for		
Interest	$ 12,321	14,207
Income taxes	$ 599	666

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INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(IN THOUSANDS)

	Three Months Ended June 30,	
	2003	**2004**
	(restated)	
	(Unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 5,260	740
Adjustments to reconcile net income to net cash provided by operating activities		
Provision for allowance for doubtful accounts	385	865
Depreciation and amortization	3,590	3,294
Loss (gain) on sale of property and equipment	234	(150)
Non-cash compensation expense		237
Deferred income tax benefit	(86)	1,738
Changes in operating assets and liabilities, net of acquisitions and dispositions of businesses		
Accounts receivable	(9,945)	(18,220)
Inventories	1,141	(2,514)
Costs and estimated earnings in excess of billings on uncompleted contracts	2,879	(1,724)
Prepaid expenses and other current assets	2,703	(1,262)
Other noncurrent assets	1,229	(1,749)
Accounts payable and accrued expenses	13,786	17,010
Billings in excess of costs and estimated earnings on uncompleted contracts	(4,258)	3,153
Other current liabilities	(177)	(50)
Other noncurrent liabilities	1,188	1,028
Net cash provided by operating activities	17,929	2,396
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sale of property and equipment	247	286
Purchases of property and equipment	(1,842)	(1,590)
Net cash used in investing activities	(1,595)	(1,304)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings	10	
Repayments of debt	(146)	(7,145)
Purchase of treasury stock	(3,419)	
Proceeds from exercise of stock options	2,112	300
Payments for debt issuance costs	(679)	
Net cash used in financing activities	(2,122)	(6,845)
NET INCREASE IN CASH AND CASH EQUIVALENTS	14,212	(5,753)
CASH AND CASH EQUIVALENTS, beginning of period	26,130	19,043
CASH AND CASH EQUIVALENTS, end of period	$ 40,342	13,290

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:			
Cash paid for			
Interest	$	261	727
Income taxes	$	599	340

The accompanying notes to condensed consolidated financial statements are an integral part of

these financial statements.

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INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2004

(UNAUDITED)

1. OVERVIEW

Integrated Electrical Services, Inc. (the Company or IES), a Delaware corporation, was founded in June 1997 to create a leading national provider of electrical services, focusing primarily on the commercial and industrial, residential, low voltage and service and maintenance markets.

The accompanying unaudited Condensed Consolidated Financial Statements (the Financial Statements) of the Company have been prepared in accordance with accounting principles generally accepted in the United States and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required for complete financial statements, and therefore should be reviewed in conjunction with the financial statements and related notes thereto contained in the Company s annual report for the year ended September 30, 2003, filed on Form 10-K with the Securities and Exchange Commission. In the opinion of management, all adjustments (primarily consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Actual operating results for the nine months ended June 30, 2004 are not necessarily indicative of the results that may be expected for the fiscal year ended September 30, 2004.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

For a description of these policies, refer to Note 2 of the Notes to the Consolidated Financial Statements included in the Company s Annual Report on Form 10-K for the year ended September 30, 2003.

SUBSIDIARY GUARANTIES

All of the Company s operating income and cash flows are generated by its 100% owned subsidiaries, which are the subsidiary guarantors of the Company s outstanding 9 3/8% senior subordinated notes due 2009 (the Senior Subordinated Notes). The Company is structured as a holding company and substantially all of its assets and operations are held by its subsidiaries. There are currently no significant restrictions on the Company s ability to obtain funds from its subsidiaries by dividend or loan. The parent holding company s independent assets, revenues, income before taxes and operating cash flows are less than 3% of the consolidated total. The separate financial statements of the subsidiary guarantors are not included herein because (i) the subsidiary guarantors are all of the direct and indirect subsidiaries of the Company; (ii) the subsidiary guarantors have fully and unconditionally, jointly and severally guaranteed the Senior Subordinated Notes; and (iii) the aggregate assets, liabilities, earnings and equity of the subsidiary guarantors is substantially equivalent to the assets, liabilities, earnings and equity of the Company on a consolidated basis. As a result, the presentation of separate financial statements and other disclosures concerning the subsidiary guarantors is not deemed material.

USE OF ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the use of estimates and assumptions by management in determining the reported amounts of assets and liabilities, disclosures of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Estimates are primarily used in the Company s revenue recognition of construction in progress, fair value assumptions in analyzing goodwill impairment, allowance for doubtful accounts receivable, realizability of deferred tax assets and self-insured claims liabilities.

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INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

JUNE 30, 2004

(UNAUDITED)

SEASONALITY AND QUARTERLY FLUCTUATIONS

The results of the Company s operations, primarily from residential construction, are seasonal, dependent upon weather trends, with higher revenues typically generated during the spring and summer and lower revenues during the fall and winter. The commercial and industrial aspect of its business is less subject to seasonal trends, as this work generally is performed inside structures protected from the weather. The Company s service business is generally not affected by seasonality. In addition, the construction industry has historically been highly cyclical. The Company s volume of business may be adversely affected by declines in construction projects resulting from adverse regional or national economic conditions. Quarterly results may also be materially affected by gross margins for both bid and negotiated projects, the timing of new construction projects and any acquisitions. Accordingly, operating results for any fiscal period are not necessarily indicative of results that may be achieved for any subsequent fiscal period.

NEW ACCOUNTING PRONOUNCEMENT

In January 2003, the Financial Accounting Standards Board issued Interpretation No. 46, Consolidation of Variable Interest Entities, (Interpretation 46). The objective of Interpretation 46 is to improve the financial reporting by companies involved with variable interest entities. Until Interpretation 46, one company generally has included another entity in its consolidated financial statements only if it controlled the entity through voting interest. Interpretation 46 changes that by requiring a variable interest entity to be consolidated by a company if that company is subject to a majority of the risk of loss from the variable interest entity s activities or entitled to receive a majority of the entity s residual returns or both. The consolidation requirements of Interpretation 46 apply immediately to variable interest entities created after January 31, 2003. The consolidation requirements apply to older entities in the first fiscal year or interim period ending after March 15, 2004. Certain disclosure requirements applied to all financial statements issued after January 31, 2003, regardless of when the variable interest entity was established. The Company has investments in two firms, EnerTech Capital Partners II, L.P. (EnerTech) and Energy Photovoltaics, Inc. (EPV) that were considered in light of this interpretation. The Company determined that EPV was an exception to the provisions of Interpretation 46, and that the Company is not the primary beneficiary of EnerTech and as such, the adoption of Interpretation 46 did not have an impact on the Company s results of operations or its financial position.

STOCK-BASED COMPENSATION

The Company accounts for its stock-based compensation arrangements using the intrinsic value method in accordance with the provisions of Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees (APB 25) and related interpretations. Under APB 25, if the exercise price of employee stock options equals the market price of the underlying stock on the date of grant, no compensation expense is recognized. The Company s stock options have all been granted with exercise prices at fair value, therefore no compensation expense has been recognized under APB 25 (See Note 7) During the nine months ended June 30, 2004, the Company recorded compensation expense of $0.6 million in connection with a restricted stock award (See note 7). Additionally, the Company recorded no compensation expense associated with our Employee Stock Purchase Plan which is defined as a non-compensatory plan pursuant to Financial Accounting Standards Board Interpretation No. 44 (See note 8).

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INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

JUNE 30, 2004

(UNAUDITED)

The following table illustrates the effect on net income and earnings per share assuming the compensation costs for IES stock option and purchase plans had been determined using the fair value method at the grant dates amortized on a pro rata basis over the vesting period as required under Statement of Financial Accounting Standards (SFAS) No. 123, Accounting for Stock-Based Compensation for the three and nine months ended June 30, 2003 and 2004 (in thousands, except for per share data):

	Three months ended June 30,		Nine months ended June 30,	
	2003	2004	2003	2004
Net income, as reported	$ 5,260	$ 740	$ 12,101	$ 9,502
Add: Stock-based employee compensation expense included in reported net income, net of related tax effects		137		329
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	421	267	1,552	809
Pro forma net income for SFAS No. 123	$ 4,839	$ 610	$ 10,549	$ 9,022
Earnings per share:				
Basic as reported	$ 0.14	$ 0.02	$ 0.31	$ 0.25
Basic pro forma for SFAS No. 123	$ 0.12	$ 0.02	$ 0.27	$ 0.23
Earnings per share:				
Diluted as reported	$ 0.13	$ 0.02	$ 0.31	$ 0.24
Diluted pro forma for SFAS No. 123	$ 0.12	$ 0.02	$ 0.27	$ 0.23

2. BUSINESS COMBINATIONS

Acquisition

On February 27, 2003, the Company purchased the assets of Riviera Electric LLC, an electrical contractor located in the state of Colorado, out of a bankruptcy auction of a prior competitor. The total consideration paid in this transaction was approximately $2.7 million, comprised entirely of cash, net of cash acquired. The fair value of the tangible net assets acquired exceeded the total consideration paid. As a result, the long-term fixed assets of the acquisition were reduced to zero. The purchase price was allocated as follows (in thousands):

Accounts receivable, net	$ 11,643
Retention	3,884
Costs and estimated earnings in excess of billings on uncompleted projects and other	922
Less: Accounts payable and accrued expenses	(10,214)
Less: Billings in excess of costs and estimated earnings on uncompleted projects and other	$ (3,512)
Cash paid, net of cash acquired	$ 2,723

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INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

JUNE 30, 2004

(UNAUDITED)

The unaudited pro forma data presented below reflect the results of operations of IES and the acquisition of Riviera Electric LLC assuming the transaction was completed on October 1, 2002 (in thousands):

	Nine Months Ended June 30, 2003
Revenues	$ 1,101,552
Net income	$ 12,985
Basic earnings per share	$ 0.33
Diluted earnings per share	$ 0.33

The unaudited pro forma data summarized above also reflects pro forma adjustments primarily related to reductions in general and administrative expenses for contractually agreed reductions in compensation programs and additional income tax expense based on the Company s effective income tax rate. The unaudited pro forma financial data does not purport to represent what the Company s combined results of operations would actually have been if such transactions had in fact occurred on October 1, 2002, and are not necessarily representative of the Company s results of operations for any future period.

Divestiture

On October 8, 2002, the Company sold all of the stock of one of its operating companies. The proceeds from the sale were $1.1 million in cash and 70,330 shares of the Company s common stock. The Company recorded a pre-tax gain of less than $0.1 million associated with this sale that is recorded in other income.

In connection with the disposition discussed above, the net pre-tax gain was determined as follows for the quarter ended December 31, 2002 (in thousands):

Book value of assets divested	$ 1,830
Liabilities divested	(502)

Net assets divested	1,328
Cash received	1,084
Common stock received	270
Total consideration received	1,354
Pre-tax gain	$ 26

3. RESTRUCTURING CHARGES

In October 2001, the Company began implementation of a workforce reduction program. The purpose of this program was to cut costs by reducing the number of administrative staff both in the field and at the home office. The total number of terminated employees was approximately 450. As a result of the program implementation, the Company recorded pre-tax restructuring charges of $5.6 million associated with 45 employees during the year ended September 30, 2002 and presented these charges as a separate component of the Company s results of operations for the period then ended. The charges were based on the costs of the workforce reduction program and included severance and other special termination benefits. The Company believes the reduction of these personnel resulted in annual savings of approximately $4.1 million in salaries and benefits.

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INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

JUNE 30, 2004

(UNAUDITED)

During the nine months ended June 30, 2004, the Company settled the remaining payments required under the restructuring agreements and reduced the restructuring accrual by $0.4 million, which is included as a reduction in selling, general, and administrative expenses. As of June 30, 2004, there are no amounts accrued and unpaid as a result of the restructuring.

4. DEBT

Credit Facility

On February 27, 2004, the Company amended and restated the $125.0 million revolving credit facility to a $125.0 million revolving credit facility and a $50.0 million term loan led by Bank One, NA (the Credit Facility). The Company used the proceeds from the term loan and available cash to redeem $75.0 million principal amount of the Company s long term bonds. Since February 27, 2004, and through December 10, 2004, the Company amended the Credit Facility four times. The amendments reduced the Credit Facility commitment, provided for covenants or waivers that permit the Company to file the Form 10-Q for the quarter ended June 30, 2004 on or before December 15, 2004, permitted the Company to issue senior convertible notes, specified mandatory debt reduction amounts by quarter, adjusted and redefined financial covenants on a monthly basis beginning December 31, 2004, increased pricing, established the borrowing base at 70 percent of qualifying receivables and permit the Company to release certain collateral related to bonded jobs to companies providing surety bonding. These amendments required the payments of fees upon their execution. These fees are capitalized as deferred financing costs and amortized over the life of the facility. The Credit Facility, as amended, matures on January 13, 2006. The Company has the ability to extend the facility until January 12, 2007 upon the payment of a fee if certain financial conditions are met. The term loan of the credit facility is due by September 30, 2005. At June 30, 2004, the term loan had outstanding borrowings of $42.9 million. Amounts borrowed under the Credit Facility, as amended, bear interest at an annual rate of the bank s prime rate plus two percent. Fees of one percent per annum are assessed on the outstanding borrowings as of the beginning of each quarter beginning January 1, 2005. The Company s direct and indirect subsidiaries guarantee the repayment of all amounts due under the facility and the facility is secured by a first perfected security interest in all the assets of the Company and those subsidiaries, including all of the outstanding capital shares of the capital stock of those subsidiaries. Among other restrictions, the financial covenants include minimum EBITDA requirements for core and all operations, a maximum senior secured debt to EBITDA ratio and a minimum interest coverage ratio.

As of June 30, 2004, the Company was in compliance with all financial covenants as they pertain to the Credit Facility, as amended.

As of June 30, 2004, the Company had $42.9 million outstanding under the term loan portion of its Credit Facility, no amounts outstanding under the revolving credit line portion of its Credit Facility, letters of credit outstanding under its Credit Facility of $25.8 million, $0.2 million of other borrowings and available borrowing capacity under its Credit Facility of $99.2 million.

Senior Subordinated Notes

The Company has outstanding two different issues of senior subordinated notes with similar terms. The notes bear interest at 9 $^{3}/8$% and will mature on February 1, 2009. We pay interest on the notes on February 1 and August 1 of each year. The notes are unsecured senior subordinated obligations and are subordinated to all of our existing and future senior indebtedness. The notes are guaranteed on a senior subordinated basis by all of the Company s subsidiaries. Under the terms of the notes, the Company is required to comply with various affirmative and negative covenants including (1) restrictions on additional indebtedness, and (2) restrictions on

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INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

JUNE 30, 2004

(UNAUDITED)

liens, guarantees and dividends. During the year ended September 30, 2002, the Company retired approximately $27.1 million of these senior subordinated notes. In connection with these transactions, the Company recorded a gain of $1.0 million. This gain is recorded in interest and other expense, net during the year ended September 30, 2002 in accordance with SFAS No. 145, Rescission of FASB Statements No. 4, 44 and 64, Amendment of FASB Statement No. 13, and Technical Corrections, which we adopted July 1, 2002. During the nine months ended June 30, 2004, the Company redeemed $75.0 million principal amount of the Company s senior subordinated notes, paying a call premium of 4.688%, or $3.5 million. This premium along with a write off of previously capitalized deferred financing costs of $1.6 million was recorded as a loss in other income and expense in accordance with SFAS No. 145. At June 30, 2004, the Company had $172.9 million in outstanding senior subordinated notes.

Debt consists of the following (in thousands):

	September 30, 2003	June 30, 2004
Secured Credit Facility and term loan with a group of lending institutions, due February 27, 2008, with a weighted average interest rate of 4.22%	$	$ 42,926
Senior Subordinated Notes, due February 1, 2009, bearing interest at 9.375% with an effective interest rate of 9.50%	137,885	62,885
Senior Subordinated Notes, due February 1, 2009, bearing interest at 9.375% with an effective interest rate of 10.00%	110,000	110,000
Other	451	200
Total debt	248,336	216,011
Less short-term debt and current maturities of long-term debt	(256)	(35,099)
Less unamortized discount on Senior Subordinated Notes	(3,198)	(2,442)
Add fair value of terminated interest rate hedge	3,240	2,783
Total long-term debt	$ 248,122	$ 181,253

5. EARNINGS PER SHARE

The following table reconciles the numerators and denominators of the basic and diluted earnings per share for the nine months ended June 30, 2003 and 2004 (in thousands, except share data):

	Nine Months Ended June 30,	
	2003	**2004**
	(restated)	
Numerator:		
Net income	$ 12,101	$ 9,502
Denominator:		
Weighted average shares outstanding basic	39,188,518	38,529,576
Effect of dilutive stock options	108,928	642,410
Weighted average shares outstanding diluted	39,297,446	39,171,986
Earnings per share:		
Basic	$ 0.31	$ 0.25
Diluted	$ 0.31	$ 0.24

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INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

JUNE 30, 2004

(UNAUDITED)

For the nine months ended June 30, 2003 and 2004, stock options of 4.6 million and 2.2 million, respectively, were excluded from the computation of diluted earnings per share because the options exercise prices were greater than the average market price of the Company s common stock.

The following table reconciles the numerators and denominators of the basic and diluted earnings per share for the three months ended June 30, 2003 and 2004 (in thousands, except share information):

	Three Months Ended June 30,	
	2003	2004
	(restated)	
Numerator:		
Net income	$ 5,260	$ 740
Denominator:		
Weighted average shares outstanding basic	38,789,237	38,769,241
Effect of dilutive stock options	372,356	663,103
Weighted average shares outstanding diluted	39,161,593	39,432,344
Earnings per share:		
Basic	$ 0.14	$ 0.02
Diluted	$ 0.13	$ 0.02

For the three months ended June 30, 2003 and 2004, stock options of 2.9 million and 2.2 million, respectively, were excluded from the computation of diluted earnings per share because the options exercise prices were greater than the average market price of the Company s common stock.

6. OPERATING SEGMENTS

The Company follows SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information (SFAS 131). Certain information is disclosed, per SFAS 131, based on the way management organizes financial information for making operating decisions and assessing performance.

The Company s reportable segments are strategic business units that offer products and services to two distinct customer groups. They are managed separately because each business requires different operating and marketing strategies. These segments, which contain different economic characteristics, are managed through geographical regions.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies. The Company evaluates performance based on income from operations of the respective business units prior to home office expenses. Management allocates costs between segments for selling, general and administrative expenses, goodwill impairment, depreciation expense, capital expenditures and total assets.

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INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

JUNE 30, 2004

(UNAUDITED)

Segment information for the nine months ended June 30, 2003 and 2004 is as follows (in thousands):

	Nine Months Ended June 30, 2003 (restated)			
	Commercial/ Industrial	Residential	Other	Total
Revenues	$ 861,864	$ 205,023	$	$ 1,066,887
Cost of services	752,128	161,053		913,181
Gross profit	109,736	43,970		153,706
Selling, general and administrative	75,265	24,949	14,058	114,272
Operating income	$ 34,471	$ 19,021	$ (14,058)	$ 39,434
Other data:				
Depreciation expense	$ 8,546	$ 926	$ 1,459	$ 10,931
Capital expenditures	4,475	548	2,281	7,304
Total assets	507,366	107,505	109,584	724,455

	Nine Months Ended June 30, 2004			
	Commercial/ Industrial	Residential	Other	Total
Revenues	$ 838,719	$ 228,491	$	$ 1,067,210
Cost of services	746,437	184,027		930,464
Gross profit	92,282	44,464		136,746
Selling, general and administrative	67,420	25,575	16,876	109,871
Operating income	$ 24,862	$ 18,889	$ (16,876)	$ 26,875
Other data:				
Depreciation expense	$ 7,429	$ 886	$ 1,711	$ 10,026
Capital expenditures	2,334	903	1,492	4,729

Total assets	512,123	107,708	89,194	709,025

Segment information for the three months ended June 30, 2003 and 2004 is as follows (in thousands):

	Three Months Ended June 30, 2003 (restated)			
	Commercial/ Industrial	Residential	Other	Total
Revenues	$ 305,613	$ 69,690	$	$ 375,303
Cost of services	266,999	54,931		321,930
Gross profit	38,614	14,759		53,373
Selling, general and administrative	25,143	8,090	4,960	38,193
Operating income	$ 13,471	$ 6,669	$ (4,960)	$ 15,180
Other data:				
Depreciation expense	$ 2,650	$ 423	$ 517	$ 3,590
Capital expenditures	1,222	188	432	1,842
Total assets	507,366	107,505	109,584	724,455

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INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

JUNE 30, 2004

(UNAUDITED)

	Three Months Ended June 30, 2004			
	Commercial/ Industrial	Residential	Other	Total
Revenues	$ 283,937	$ 83,072	$	$ 367,009
Cost of services	255,677	68,536		324,213
Gross profit	28,260	14,536		42,796
Selling, general and administrative	23,330	8,757	6,425	38,512
Operating income	$ 4,930	$ 5,779	$ (6,425)	$ 4,284
Other data:				
Depreciation expense	$ 2,413	$ 281	$ 600	$ 3,294
Capital expenditures	943	179	468	1,590
Total assets	512,123	107,708	89,194	709,025

The Company does not have significant operations or long-lived assets in countries outside of the United States.

7. 1999 INCENTIVE COMPENSATION PLAN

In November 1999, the Board of Directors adopted the 1999 Incentive Compensation Plan (the 1999 Plan). The 1999 Plan authorizes the Compensation Committee of the Board of Directors or the Board of Directors to grant employees of the Company awards in the form of options, stock appreciation rights, restricted stock or other stock based awards. The Company has up to 5.5 million shares of common stock authorized for issuance under the 1999 Plan.

In December 2003, the Company granted a restricted stock award of 242,295 shares under its 1999 Plan to certain employees. This award will vest in equal installments on December 1, 2004 and 2005, provided the recipient is still employed by the Company. The market value of the stock on the date of grant for this award was $2.0 million, which will be recognized as compensation expense over the related two year vesting period. During the nine months ended June 30, 2004, the Company amortized $0.6 million to expense in connection with this award.

8. EMPLOYEE STOCK PURCHASE PLAN

The Company has an Employee Stock Purchase Plan (the ESPP), which provides for the sale of common stock to participants as defined at a price equal to the lower of 85% of the Company s closing stock price at the beginning or end of the option period, as defined. The ESPP is intended to qualify as an Employee Stock Purchase Plan under Section 423 of the Internal Revenue Code of 1986, as amended. In the nine months ended June 30, 2003 and 2004, 248,982 and 199,438 shares were issued under the ESPP, respectively.

9. COMMITMENTS AND CONTINGENCIES

The Company and its subsidiaries are involved in various legal proceedings that have arisen in the ordinary course of business. While it is not possible to predict the outcome of such proceedings with certainty and it is possible that the results of legal proceedings may materially adversely affect us, in the opinion of the Company, all such proceedings are either adequately covered by insurance or, if not so covered, should not ultimately result in any liability which would have a material adverse effect on the financial position, liquidity or results of operations of the Company. The Company expenses routine legal costs related to such proceedings as incurred.

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INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

JUNE 30, 2004

(UNAUDITED)

On August 20, 2004, August 23, 2004, September 10, 2004, September 15, 2004, and October 4, 2004, Corinne Orem, Elaine English, Park Partners, L.P., Jack Zimny, and James Elmore, respectively, each filed a putative class action complaint against IES, and certain of our officers and directors, in the United States District Court for the Southern District of Texas, alleging that the defendants violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and seeking a class determination for purchasers of IES stock between November 10, 2003 and August 13, 2004. The complaints seek unspecified amounts of compensatory damages, interest and costs, including legal fees. On November 19, 2004, these cases were consolidated. A motion to appoint a lead plaintiff is pending before the Court, and once an appointment is made plaintiff will have sixty days to file a consolidated amended complaint. Defendants will have sixty days from the filing of this consolidated amended complaint to respond.

On September 3, 2004, Chris Radek filed a shareholder derivative action in the District Court of Harris County, Texas naming Herbert R. Allen, Richard L. China, William W. Reynolds, Britt Rice, David A. Miller, Ronald P. Badie, Donald P. Hodel, Alan R. Sielbeck, C. Byron Snyder, Donald C. Trauscht, and James D. Woods as individual defendants and IES as nominal defendant. In this derivative action, the plaintiff makes substantially similar claims as made in the putative class action complaints, and adds common law claims against the individual defendants. The complaint in the shareholder derivative actions seeks unspecified amounts of damages, interest and costs, including legal fees. By agreement, the Defendants will not respond to this action until the plaintiff files an amended petition.

The Company intends to vigorously contest these actions. However, because they are at an early stage, it is premature at this time to predict liability or to estimate the damages, or the range of damages, if any, that we might incur in connection with these actions. An adverse outcome in these actions could have a material adverse effect on our business, consolidated financial condition, results of operations or cash flows.

Some of the Company s customers require the Company to post letters of credit as a means of guaranteeing performance under its contracts and ensuring payment by the Company to subcontractors and vendors. If the customer has reasonable cause to effect payment under a letter of credit, the Company would be required to reimburse its creditor for the letter of credit. Depending on the circumstances surrounding a reimbursement to its creditor, the Company may have a charge to earnings in that period. To date the Company has not had a situation where a customer has had reasonable cause to effect payment under a letter of credit. At June 30, 2004, $1.7 million of the Company s outstanding letters of credit were to collateralize its customers.

Some of the underwriters of the Company s casualty insurance program require it to post letters of credit as collateral. This is common in the insurance industry. To date the Company has not had a situation where an underwriter has had reasonable cause to effect payment under a letter of credit. At June 30, 2004, $19.1 million of the Company s outstanding letters of credit were to collateralize its insurance program.

Many of the Company s customers require us to post performance and payment bonds issued by a surety. Those bonds guarantee the customer that the Company will perform under the terms of a contract and that it will pay its subcontractors and vendors. In the event that the Company fails to perform under a contract or pay subcontractors and vendors, the customer may demand the surety to pay or perform under the Company s bond. The Company s relationship with its sureties is such that it will indemnify the sureties for any expenses they incur in connection with any of the bonds they issues on the Company s behalf. To date, the Company has not incurred significant expenses to indemnify its sureties for expenses they incurred on the Company s behalf. As of June 30, 2004, the Company s cost to complete projects covered by surety bonds was approximately $192.8 million and utilized a combination of cash and letters of credit totaling $5.0 million to collateralize its bonding program.

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INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

JUNE 30, 2004

(UNAUDITED)

In April 2000, the Company committed to invest up to $5.0 million in EnerTech Capital Partners II L.P. (EnerTech). EnerTech is a private equity firm specializing in investment opportunities emerging from the deregulation and resulting convergence of the energy, utility and telecommunications industries. Through June 30, 2004, the Company had invested $3.1 million under the Company s commitment to EnerTech. The carrying value of this Enertech investment at September 30, 2003 and June 30, 2004 was $2.5 million and $2.6 million, respectively. This investment is accounted for on the cost basis of accounting and accordingly, the Company does not record unrealized losses for the EnerTech investment that it believes are temporary in nature. As of June 30, 2004, the unrealized losses related to the Company s share of the Enertech fund amounted to approximately $0.9 million, which it believes are temporary in nature. If facts arise that lead the Company to determine that such unrealized losses are not temporary, the Company would write down the investment in EnerTech through a charge to other expense during the period of such determination.

10. SUBSEQUENT EVENTS

Goodwill Impairment

On August 13, 2004, the Company announced that it would be unable to timely file results for the three months ended June 30, 2004 on Form 10-Q. There was also a possibility that factors surrounding certain material weaknesses in internal control may require a restatement of prior periods. Following this announcement, the Company s stock price declined 40 percent to $3.93 on August 16, 2004. The Company believes that this decline in stock price plus the jury verdict and uncertainties surrounding its ability to obtain surety bonds was reflective of a change in its operations that indicated that a possible impairment of the carrying amount of goodwill existed at September 30, 2004. Therefore, the Company performed a test for impairment and consequently recorded a charge of $99.8 million. This charge is included in arriving at income (loss) from operations for the year ended September 30, 2004. The impairment detailed by the Company s operating regions follows (amounts in millions):

Southeast	$ 28.8
Northeast	16.3
Gulf Plains	2.1
Central	51.0
West	1.6
Total	$ 99.8

As a result of these operating uncertainties, the Company decided to begin selling or divesting operations that were underperforming, and were heavily dependant on bonding or were in markets that continue to have weak economic forecasts. These operations accounted for $289.2 million in revenues and a loss of $13.1 million in operating income during the year ended September 30, 2004. The identification of the subsidiaries to sell or close required the Company to assess if further goodwill impairment exists. The Company determined that an impairment did exist and accordingly recorded an additional $7.3 million write off of goodwill in the first quarter of fiscal 2005. The impairment related to the Company s operating regions as follows (amounts in millions):

Northeast	$ 1.6
Gulf Plains	0.5
Central	1.1
West	4.1
Total	$ 7.3

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INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

JUNE 30, 2004

(UNAUDITED)

Discontinued Operations

Subsequent to September 30, 2004, the Company sold three operating units for total proceeds of $11.5 million. These subsidiaries had a combined revenues of $49.7 million, $46.1 million and $57.7 million and income from operations of $4.3 million, $3.1 million, and $1.1 million for the years ended September 30, 2002, 2003, and 2004, respectively.

Litigation Settlement

As previously reported pursuant to the Company s Current Report on Form 8-K dated October 4, 2004, on September 30, 2004, a verdict was rendered by a jury in a case pending in the 133rd District Court of Harris County, Texas involving a dispute arising from a failed attempted sale of the assets of a wholly owned subsidiary of the Company and an employment claim by a former officer of that subsidiary. The jury verdict, if judgment had been entered on that verdict, could have been for approximately $30,000,000. The parties settled the lawsuit post-verdict for a cash payment of $8,000,000. This settlement was entered on December 2, 2004 and the matter was resolved. This amount was accrued at September 30, 2004.

Amendments to the Credit Facility

On November 18, 2004, the Company obtained a third amendment to the Credit Facility effective on November 24, 2004 upon the initial funding of Senior Convertible Notes. The amendment modified certain provisions of the Credit Facility to permit the issuance of the Senior Convertible Notes, modified certain definitions, specified mandatory debt reduction amounts and required a fee.

On December 10, 2004, the Company obtained a fourth amendment to the Credit Facility, effective as of June 30, 2004 with respect tlor: black;"> Gain on life settlements, net

$

5,934,446

$

14,296,610

Interest and other income

17,734

36,471

TOTAL REVENUE

5,952,180

14,333,081

EXPENSES

Interest expense

8,438,930

6,985,470

Employee compensation and benefits

1,829,134

1,445,362

Legal and professional fees	1,164,521
	711,467
Other expenses	2,137,949
	1,537,582
TOTAL EXPENSES	13,570,534
	10,679,881

INCOME (LOSS) BEFORE INCOME TAXES

(7,618,354

)

3,653,200

INCOME TAX EXPENSE (BENEFIT)

(2,844,682

)

1,728,051

NET INCOME (LOSS)

(4,773,672

)

1,925,149

Loss (income) attributable to preferred shareholders

344,462

206,284

INCOME (LOSS) ATTRIBUTABLE TO COMMON SHAREHOLDERS

$

(4,429,210

)

$

2,131,433

NET INCOME (LOSS) PER COMMON SHARE

Basic

$

(0.75

)

$

0.36

Diluted

$

(0.75

)

$

0.27

WEIGHTED AVERAGE SHARES OUTSTANDING

Basic

5,941,790

5,870,193

Diluted

5,941,790

7,961,521

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GWG HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended December 31, 2015	December 31, 2014
REVENUE		
Gain on life settlements, net	$ 39,381,003	$ 30,416,127
Interest and other income	251,249	60,448
TOTAL REVENUE	39,632,252	30,476,575
EXPENSES		
Interest expense	31,587,960	26,716,798
Employee compensation and benefits	8,010,020	4,969,636
Legal and professional fees	3,152,783	2,339,235
Other expenses	7,784,350	4,815,434
TOTAL EXPENSES	50,535,113	38,841,103
(LOSS) INCOME BEFORE INCOME TAXES	(10,902,861)	(8,364,528)
Income tax (benefit) expense	(3,509,587)	(2,401,619)
NET LOSS	(7,393,274)	(5,962,909)
Income attributable to preferred shareholders	1,386,110	(138,374)
LOSS ATTRIBUTABLE TO COMMON SHAREHOLDERS	$ (6,007,164)	$ (6,101,283)
NET LOSS PER COMMON SHARE		
Basic	$ (1.02)	$ (1.24)
Diluted	$ (1.02)	$ (1.24)
WEIGHTED AVERAGE SHARES OUTSTANDING		
Basic	5,906,761	4,909,657
Diluted	5,906,761	4,909,657

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Non-GAAP Financial Measures

GWG uses non-GAAP financial measures for evaluating financial results, planning and forecasting, and maintaining compliance with covenants contained in borrowing agreements. The application of current GAAP standards during a period of significant growth in the Company's business, in which period the Company is building a large and actuarially diverse portfolio of life insurance, results in current period operating performance that may not be reflective of the Company's long-term earnings potential. Management believes that the Company's non-GAAP financial measures permit investors to better focus on this long-term earnings performance without regard to the volatility in GAAP financial results that can occur during this phase of growth.

Non-GAAP financial measures disclosed by GWG are provided as additional information to investors in order to provide an alternative method for assessing our financial condition and operating results. These non-GAAP financial measures are not in accordance with GAAP and may be different from non-GAAP measures used by other companies, including other companies within our industry. The presentation of non-GAAP financial information is not meant to be considered in isolation or as a substitute for comparable amounts prepared in accordance with GAAP. A reconciliation of GAAP to the non-GAAP financial measures described above can be found below.

Adjusted Non-GAAP Net Income. Our credit facility requires us to maintain a positive net income calculated on an adjusted non-GAAP basis. We calculate the adjusted net income by recognizing the actuarial gain accruing within our life insurance policies at the expected internal rate of return of the policies we own without regard to fair value. We net this actuarial gain against our adjusted costs during the same period to calculate our net income on a non-GAAP basis.

	Three Months Ended December 31, 2015	2014	Twelve Months Ended December 31, 2015	2014
GAAP net income	$ (4,773,672)	$ 1,925,149	$ (7,393,274)	$ (5,962,909)
Unrealized fair value gain(1)	(12,719,696)	(8,954,753)	(39,371,059)	(39,928,003)
Adjusted cost basis increase(2)	14,081,661	11,676,348	52,069,538	44,832,964
Accrual of unrealized actuarial gain(3)	10,148,988	7,217,742	31,565,766	30,426,909
Total adjusted non-GAAP income(4)	$ 6,737,279	$ 11,864,486	$ 36,870,970	$ 29,368,962
Adjustments to income	344,462	206,284	1,386,110	(138,374)
Non-GAAP income attributable to common shareholders	7,081,741	12,070,770	38,257,080	29,230,588
Net income per share:				
Basic	1.19	2.06	6.48	5.95
Diluted	0.88	1.52	4.79	4.04
Average shares outstanding:				
Basic	5,941,790	5,870,193	5,906,761	4,909,657
Diluted	8,024,807	7,961,521	7,979,841	7,227,787

(1) Reversal of unrealized fair value gain of life insurance policies for current period.

(2) Adjusted cost basis is increased to include those expenses which are not capitalized under GAAP

(3) Accrual of actuarial gain at expected internal rate of return based on the investment cost basis for the period.

(4) We must maintain an annual positive consolidated net income, calculated on a non-GAAP basis, to maintain compliance with our revolving credit facility with DZ Bank/Autobahn.

Non-GAAP Net Asset Value. The non-GAAP net asset value attempts to measure the economic value of the Company’s common equity by netting interest-bearing debt and the redemption value of the Company’s outstanding Series A preferred stock against the value of the Company’s portfolio of life insurance (discounted at our weighted-average cost of financing) and cash and cash equivalents at the end of the measurement period. Management believes this is a useful way to view the common equity value attributable to the current yield spread in the Company’s portfolio of life insurance.

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	As of December 31, 2015	As of December 31, 2014
Life insurance portfolio policy benefits	$ 944,844,000	$ 779,099,000
Discount rate of future cash flows	6.98 %	7.24 %
Net present value of life insurance policy benefits	$ 435,738,000	$ 347,786,000
Cash and cash equivalents	$ 36,767,000	$ 34,959,000
Interest bearing debt	$ (370,760,000)	$ (286,585,000)
Preferred stock redemption value	$ (22,949,000)	$ (22,596,000)
Net asset value	$ 78,796,000	$ 73,564,000
Per share	$ 13.26	$ 12.53
Shares outstanding (basic)	5,941,790	5,870,193

The weighted average cost of capital discount rate used in this calculation is separate and distinct from the discount rate used to determine the GAAP fair value of the portfolio of life insurance policies as described in our most recent form 10-K.

Non-GAAP Blended Portfolio Internal Rate of Return. The non-GAAP blended portfolio internal rate of return is calculated as the weighted average (by face amount of policy benefits) of (a) the internal rate of return attained on matured life insurance policy benefits received to date and (b) the expected internal rate of return on life insurance policies held in the portfolio. By weighting actual and expected results on our portfolio we can better measure and isolate the yield performance of the portfolio over time regardless of our current period GAAP results. This is especially important during the growth phase of the portfolio when the GAAP earnings from the portfolio may not be scaled relative to the Company’s total cost base.

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