

DISTRIBUTED ENERGY SYSTEMS CORP  
Form 8-K  
September 20, 2006

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

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 20, 2006 (September 18, 2006)

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**Distributed Energy Systems Corp.**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction)

**000-50453**  
(Commission File Number)

**20-0177690**  
(IRS Employer

of Incorporation

Identification No.)

**10 Technology Drive**

**Wallingford, Connecticut**  
(Address of Principal Executive Offices)

**06492**  
(Zip Code)

Registrant's telephone number, including area code: (203) 678-2000

(Former Name or Former Address, if Changed Since Last Report)

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## Edgar Filing: DISTRIBUTED ENERGY SYSTEMS CORP - Form 8-K

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into Material Definitive Agreement**

On September 18, 2006, Technology Drive LLC, a subsidiary of Proton Energy Systems, Inc., which is a subsidiary of Distributed Energy Systems Corp., entered into an Amendment to Construction Loan Agreement and a Pledge Agreement, each effective as of September 11, 2006, with Webster Bank, National Association. These amendments relate to a loan to Technology Drive from the bank made December 7, 2001 in the original principal amount of \$6,975,000. As of September 11, 2006, the outstanding principal balance of the loan was \$5,437,882. The effect of the amendments is to change the interest rate on the loan from LIBOR plus 237.5 basis points to LIBOR plus 200 basis points and to eliminate the requirement that Technology Drive maintain cash and marketable securities of \$20,000,000. The amendment further provides for the pledge by Technology Drive to the bank of an account with the bank having a balance equal to the amount payable under the loan.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

See Exhibit Index attached hereto.

SIGNATURE

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

DISTRIBUTED ENERGY SYSTEMS CORP.

Date: September 20, 2006

By: /s/ Robert B. Nieszczewski  
Robert B. Nieszczewski

Principal financial officer

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	Amendment to Construction Loan Agreement dated as of September 11, 2006 between Technology Drive LLC and Webster Bank, National Association
99.2	Pledge Agreement dated as of September 11, 2006 between Technology Drive LLC and Webster Bank, National Association