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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED JUNE 30, 2010
OR
TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

COMMISSION FILE NUMBER 001-32582

PIKE ELECTRIC CORPORATION

(Exact name of registrant as specified in its charter)

Delaware (State of incorporation)

20-3112047 (I.R.S. Employer Identification No.)

100 Pike Way, Mount Airy, NC 27030 (Address of principal executive office)

(336) 789-2171 (Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Table with 2 columns: Title of Each Class, Name of Each Exchange on Which Registered. Row: Common Stock, par value \$0.001, New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [ ] No [x]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [ ] No [x]

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

Indicate by check mark whether the registrant 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 [ ] No [x]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if smaller reporting company)

Smaller reporting company

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

The aggregate market value of voting and non-voting common equity held by non-affiliates of the registrant, as of December 31, 2009, was approximately \$167,528,657 based on the closing sales price of the common stock on such date as reported on the New York Stock Exchange.

The number of shares of the Registrant's common stock outstanding as of August 31, 2010 was 33,543,970.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

The definitive Proxy Statement for the 2010 Annual Meeting of Stockholders is incorporated by reference in Part III of this Form 10-K to the extent described herein.

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**PIKE ELECTRIC CORPORATION**  
**Annual Report on Form 10-K for the year ended June 30, 2010**

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## PART I

### ITEM 1. BUSINESS

#### Overview

Pike Electric is headquartered in Mount Airy, North Carolina and is one of the largest providers of energy solutions for investor-owned, municipal and co-operative utilities in the United States. Our comprehensive services include siting, permitting, engineering, design, installation, maintenance and repair of power delivery systems, including renewable energy projects. Our common stock is traded on the New York Stock Exchange under the symbol "PIKE."

Pike Electric was founded by Floyd S. Pike in 1945 and later incorporated in North Carolina in 1968. We reincorporated in Delaware on July 1, 2005, in connection with our August 2005 initial public offering ("IPO").

We completed three acquisitions during fiscal 2009 and fiscal 2010 that extended our footprint and energy solutions portfolio, each of which was funded from cash generated from existing operations.

- On September 1, 2008, we acquired Shaw Energy Delivery Services, Inc., formerly an affiliate of The Shaw Group. This acquisition enabled Pike to expand its operations into engineering, design, procurement and construction management services and expand its geographic presence through engineering offices in Charlotte, NC, Austin, TX, San Ramon, CA, Portland, OR and Pittsburgh, PA. In addition, the acquisition added a talented workforce and equipment for transmission projects up to 345 kilovolt ("kV"), substation construction and engineering capabilities up to 500kV and an operational team focused on renewable energy projects.
- On June 30, 2009, we acquired Facilities Planning & Siting, PLLC, a transaction that added the combined talents of civil engineers, GIS analysts, landscape architects and environmental experts. This acquisition enabled Pike to provide siting and planning capabilities at the conceptual stage of its customer's projects, and consequently provides Pike with the ability to fully integrate environmental, engineering, real estate, economic, regulatory and community expertise into planning, siting and routing projects.
- On June 30, 2010, we acquired Klondyke Construction LLC ("Klondyke") based in Phoenix, AZ. Klondyke provides construction and maintenance services primarily associated with electric substation, transmission and distribution infrastructure. Klondyke also constructs renewable energy generation facilities. Klondyke's range of construction services related to substation, transmission and distribution infrastructure complements our west coast engineering capabilities and enables the continued expansion of engineering, procurement and construction ("EPC") services.

Prior to the above acquisitions, we were a specialty contractor for utilities focused on transmission and distribution powerline maintenance and construction. Over the last two fiscal years, we have repositioned Pike as an energy solutions company providing a diverse service offering to our customers for their outsourcing needs. We continue to develop our diverse service offerings and remain focused on distribution services which still provide the majority of our revenues. We are currently pursuing international opportunities, both individually and through partnerships, that would utilize our distribution construction, engineering and procurement service offerings.



Our service offering includes the following:

Service	Revenue Category	Description
Planning & Siting	Engineering and Substation	Our planning and siting process leverages technology and the collection of environmental, cultural, land use and scientific data to facilitate successful right-of-way negotiations and permitting for powerlines, substations, pipelines and renewable energy installations.
Engineering & Design	Engineering and Substation	We provide design, EPC, owner engineer, project management, multi-entity coordination, grid integration, balance-of-plant (“BOP”) and Thermal Rate solutions for individual or turnkey powerline, substation and renewable energy projects.
Transmission and Distribution Construction	Overhead Distribution and Other, Underground Distribution and Transmission	<p>We provide overhead and underground powerline construction, upgrade and extension services (predominately single-pole and H-frame wood, concrete or steel poles) for distribution networks and transmission lines with voltages up to 345 kV, energized maintenance work for voltages up to 500kV.</p> <p>Overhead services consist of construction, repair and maintenance of wire and components in energized overhead electric distribution and transmission systems.</p> <p>Underground services range from simple residential installations, directional boring, duct bank and manhole installation, to the construction of complete underground distribution facilities.</p>
Substation Construction	Engineering and Substation	<p>We provide substation construction and service.</p> <p>Substation services include: construction of new substations, existing substation upgrades, relay testing, commissioning, emergency outage response and Smart Grid component installation.</p>
Renewables	Depending on project, can be any type of core revenue	We provide a total energy solution platform, including preliminary studies, planning, siting and permitting, engineering and design, construction, procurement and grid interconnection.
Storm Restoration Services	Storm Restoration Services	Storm restoration involves the repair or reconstruction of any part of a distribution or sub-500 kV transmission network, including substations, power lines, utility poles or other components, damaged during snow, ice or wind storms, flash floods, hurricanes, tornadoes or other natural disasters. We are a recognized leader in storm restoration, due to our ability to rapidly mobilize thousands of existing employees and equipment within 24 hours, while maintaining a functional force for unaffected customers.

## Industry Overview

The electrical industry is comprised of investor-owned, municipal and co-operative utilities, independent power producers and independent transmission companies, with three distinct functions: generation, distribution and transmission. The electric transmission and distribution infrastructure is the critical network that connects power from generators to residential, commercial and industrial end users. Electric transmission refers to power lines and substations through which electricity is transmitted over long distances at high voltages (over 69 kV) and lower voltage lines that connect high voltage transmission infrastructure to local distribution networks. Electric distribution refers to the local distribution network, including related substations that step down voltages to distribution levels, which provide electricity to end users over shorter distances.

We believe there are significant opportunities for our business and the services we provide due to the following factors:

***Deterioration of U.S. transmission and distribution infrastructure.*** Long-term increases in electricity demand, the increasing age of U.S. electricity infrastructure due to historically insufficient investment and geographic shifts in population have stressed the current electricity infrastructure and increased the need for new maintenance, upgrades and expansion. Further, current federal legislation requires the power industry to meet federal reliability standards for its transmission and distribution systems.

***Expanded development of energy sources.*** We expect to benefit from the development of new sources of electric power generation. Twenty-nine states and Washington D.C. have adopted mandatory Renewable Portfolio Standards, or RPS, programs that require a certain percentage of electric power to come from renewable sources, and five other states have enacted non-binding RPS-like goals. In addition, the U.S. House of Representatives recently passed the Combined Efficiency and Renewable Electricity Standard (“CERES”) that would impose renewable energy standards on utilities nationally. Additionally, several of the provisions of the American Recovery and Reinvestment Act of 2009 (“ARRA”) include incentives for investments in renewable energy, energy efficiency and related infrastructure. The future development of new traditional power generation facilities, as well as renewable energy sources, will require new or expanded transmission infrastructure to transport power to demand centers. Renewable energy in particular often requires significant transmission infrastructure due to the remote location of renewable sources of energy.

***Increased outsourcing of infrastructure services.*** Due to cost control initiatives, the ability to improve service levels and aging workforce trends, utilities have increased the outsourcing of their electricity infrastructure maintenance and construction services needs. We believe that a majority of utility infrastructure services are still conducted in-house and that our customers, especially electric utilities, will expand outsourcing of utility infrastructure services over time. Outsourced service providers are often able to provide the same services at a lower cost because of their specialization, larger scale and ability to better utilize their workforce and equipment across a larger geographic footprint.

## Business Strategy

We continue to expand our market presence, geographic footprint and service offerings as one of the nation’s premiere energy solutions providers. Our business strategies center on diverse service offerings, safety, customer service, geographic expansion, and organic and strategic growth.

- ***Diversification of Services.*** We provide the following services as part of our comprehensive energy solutions platform: planning and siting, engineering and design, construction, renewables, and storm restoration services. Although through fiscal year 2008 we were primarily a transmission and distribution powerline maintenance and construction company, we believe our customers have and will continue to derive great benefits from our transformation into an energy solutions company with a wide array of outsourced services available to them, and we will continue to add services that benefit our customers and add value to our company.
- ***Safety.*** As a full service EPC company, we understand the importance of safety in every aspect of our business. To that end, our management team works closely with employees and customers to ensure safety in all facets of our service operations through our Stay Safe Program.
- ***Customer Service.*** We value the trust we have built with our customers and work to maintain high levels of customer service by providing timely, accurate and professional services.
- ***Geographic Expansion.*** We increased the scale of our geographic footprint, with engineering offices across the country and expanded construction regions, including the Southwest. In addition, we are currently pursuing international opportunities that would utilize our distribution construction, engineering and procurement service offerings.

- *Strategic and Organic Growth.* We have successfully completed three acquisitions over the past two years. We will continue to consider additional potential merger and acquisition opportunities that may arise. In addition, we continue to explore organic growth opportunities which complement our existing service platform.

## Competitive Strengths

We believe our significant competitive strengths are as follows:

- *Diversified service offering.* As a leading energy solutions provider, we now have full turn-key capabilities, from planning and siting to design and construction, as discussed above.
- *National engineering presence.* Our engineering teams cover the country with offices in Charlotte, NC, Austin, TX, Pittsburgh, PA, San Ramon, CA and Portland, OR.
- *Construction workforce scale.* Our construction workforce and proven operating efficiency enable us to leverage our crews and equipment without significant barriers. The contiguous nature of our construction service territory enables us to respond to customer needs, particularly in situations requiring rapid response, where we are able to seamlessly transition crews and equipment.
- *Customer relationships.* We have a diverse customer base with broad geographic presence that includes over 200 investor-owned, municipal and co-operative utilities. The value we place in our relationships is reflected in the fact that among our ten largest customers, our average relationship is approximately 30 years, with some going back more than 65 years to when Pike was founded.
- *Storm response.* Our construction footprint includes the areas of the U.S. power grid we believe are the most susceptible to damage caused by inclement weather, such as hurricanes and ice storms. This enables us to work with our customers to secure the crews from non-affected areas and relocate them to the storm area quickly. Storm restoration services do not require dedicated storm teams “on call” or any additional storm-specific crew additions. Our flexible business strategy allows us to position crews where they are needed. We maintain a dedicated 24-hour Storm Center that acts as the single hub of command. While current customers receive priority, we also provide services to additional investor-owned, municipal and co-operative utilities. Our core revenues decline as our storm restoration revenues increase since crews are diverted from normal core services to the storm restoration. Our storm restoration services often solidify existing customer relationships and create opportunities with new customers. Our storm restoration revenues vary significantly from year-to-year as shown in the table below.

Fiscal Year	Storm Restoration Revenues	Total Revenues	Storm Revenues as a Percentage of Total Revenues
	(In millions)	(In millions)	
2006	\$185.3	\$727.5	25.5%
2007	\$53.3	\$596.8	8.9%
2008	\$49.4	\$552.0	8.9%
2009	\$152.9	\$613.5	24.9%
2010	\$46.6	\$504.1	9.2%

The following table sets forth certain information related to selected storm mobilizations in recent years:

<b>Selected Storm Mobilizations</b>		
<b>Storm (States Affected)</b>	<b>Fiscal Year</b>	<b>Approximate Number of Employees Mobilized</b>
<b>Hurricanes / Tropical Storms</b>		
Ike (TX, LA, AR, OH, KY)	2009	2,500
Gustav (LA, MS, AL)	2009	1,500
Fay (FL, AL, MS)	2008	900
Wilma (FL)	2006	1,600
Rita (TX, LA)	2006	1,500
Katrina (LA, MS, AL)	2006	3,100
<b>Winter Storms</b>		
Winter Storm (TX, OK, GA, SC, NC, VA, WV, MD, OH, PA)	2010	1,800
Winter Storm (KY, NC, VA, TN, WV)	2010	1,350
Winter Storm (IN, KY, MO, OH)	2009	2,200
Ice Storm (OK)	2008	1,350
Ice Storm (MO)	2007	1,500

### **Types of Service Arrangements**

For the fiscal year ended June 30, 2010, approximately 87% of our services were provided under master service agreements (“MSAs”) that cover transmission and distribution maintenance, upgrade and extension services, as well as some new construction services including engineering, siting and planning. The remaining 13% of our services were generated by fixed-price agreements. Work under MSAs is typically billed based on either hourly usage of labor and equipment or unit of work.

Hourly arrangements involve billing for actual productive hours spent on a particular job. The unit-based arrangements involve billing for actual units (completed poles, cross arms, specific length of line, etc.) based on prices defined in customers’ MSAs. Revenues for longer duration fixed-price contracts are recognized using the percentage-of-completion method, measured by the percentage of costs incurred to date to total estimated costs for each contract.

Initial arrangement awards are usually made on a competitive bid basis; however, extensions are often completed on a negotiated basis. As a result of our track record of quality work and services, a majority of our arrangements are renewed at or before the expiration of their terms. We have extended many of our agreements in the current business environment to position ourselves for an upturn in the economy.

The terms of our service arrangements are typically one to three years for co-operative and municipal utilities and three to five years for investor-owned utilities, with periodic pricing reviews. Due to the nature of our MSAs, in many instances our customers are not committed to minimum volumes of services, but rather we are committed to perform specific services covered by MSAs if and to the extent requested by the customer. The customer is obligated to obtain these services from us if they are not performed by their employees. Therefore, there can be no assurance as to the customer’s requirements during particular periods, nor are estimations predictive of future revenues. Most of our arrangements, including MSAs, may be terminated by our customers on short notice.

Because the majority of our customers are well-capitalized, investment grade-rated electric utilities, we have historically experienced minimal bad debts.

### **Seasonality**

Because our services are performed outdoors, operational results can be subject to seasonal weather variations. These seasonal variations affect both construction and storm restoration services. Extended periods of rain can negatively affect deployment of construction crews, particularly with respect to underground work. During winter months, demand for construction work is generally lower due to inclement weather. Demand for construction work generally increases during spring and summer months, due to improved weather conditions. Due to the unpredictable nature of storms, the level of storm restoration revenues fluctuates from period to period.

### **Competition**

We face significant competition. Our competitors vary in size, geographic scope and areas of expertise. We also face competition from in-house service organizations of our existing and prospective customers, which may employ personnel who perform some of the same types of services we provide.

We believe that the principal competitive factors in the end markets in which we operate are:

- diversified services, including the ability to offer turn-key EPC project services;
- customer relationships and industry reputation;
- responsiveness in emergency restoration situations;
- adequate financial resources and bonding capacity;
- geographic breadth and presence in customer markets;
- pricing of services, particularly under MSA constraints; and
- safety concerns of our crews, customers and the general public.

We believe that we have a favorable competitive position in our markets due in large part to our ability to execute with respect to each of these factors. Our years of experience, broad spectrum of service offerings, customer service and safety contribute to our competitive advantages.

Small third-party service providers pose a smaller threat to us than national competitors because they are frequently unable to compete for larger, blanket service agreements to provide system-wide coverage. However, some of our competitors are larger, have greater resources and are able to offer a broader range of services (such as services to the telecommunications industry) or offer services in a broader geographic territory. In addition, certain of our competitors may have lower overhead cost structures and may, therefore, be able to provide services at lower rates. Furthermore, if employees leave our employment to work with our competitors, we may lose existing customers who have formed relationships with those former employees. Competitive factors may require us to take future measures, such as price reductions, that could reduce profitability. There are few significant barriers to entry into our industry and, as a result, any organization with adequate financial resources and access to qualified staff may become a competitor.

### **Customers**

We are proud of the relationships we have built with our customers, some of which go back over 65 years to when our company was formed. We remain focused on developing and maintaining strong, long-term relationships with electric investor-owned, municipal and co-operative utilities. Our diverse customer base includes over 200 electric companies, with broad geographic national presence. Our top ten customers accounted for approximately 59%, 56% and 56% of our revenues during fiscal 2010, 2009, and 2008, respectively. Duke Energy was our only customer that represented greater than 10% of our revenues during that time frame, with approximately 22%, 20%, and 20% for fiscal 2010, 2009, and 2008, respectively. Given the composition of the investor-owned, municipal and co-operative utilities in our geographic market, we expect that a substantial portion of our total revenues will continue to be derived from a limited group of customers.

## **Employees**

At June 30, 2010, we employed approximately 4,500 full and part-time employees, of which approximately 3,900 were revenue producing and approximately 600 were non-revenue producing. Approximately 60 of our Klondyke employees are represented by a union or subject to collective bargaining agreements, requiring us to pay specified wages and provide certain benefits to these employees. We believe that our relationship with our employees is very good.

## **Training, Quality Assurance and Safety**

Performance of our services requires the use of heavy equipment and exposure to potentially dangerous conditions. We emphasize safety at every level of the company, with safety leadership in senior management, an extensive and required ongoing safety and training program with physical training facilities and on-line courses, Occupation Safety and Health Administration (“OSHA”) courses, and lineman training through an accredited four-year program that has grown to be one of the largest power line training programs in the United States.

As is common in our industry, we regularly have been, and will continue to be, subject to claims by employees, customers and third parties for property damage and personal injuries.

## **Equipment**

Our fleet consists of over 5,200 pieces of motorized equipment with an average age of approximately seven years (measured as of June 2010) as compared to their average useful lives of 3 to 18 years. We own the majority of our fleet and, as a result, believe we have an advantage relative to our competitors in our ability to mobilize, outfit and manage the equipment necessary to perform our construction work.

Our equipment includes standardized trucks and trailers, support vehicles and specialty construction equipment, such as backhoes, excavators, generators, boring machines, cranes, wire pullers and tensioners. The standardization of our trucks and trailers allows us to minimize training, maintenance and parts costs. We service the majority of our fleet and are a final-stage manufacturer for several configurations of our specialty vehicles. We can build components on-site, which reduces reliance on equipment suppliers.

Our maintenance team has the capability to operate 24 hours a day, both at maintenance centers and in the field, and provides high-quality custom repair work and expedient service, in maintaining a fleet poised for mobilization. We believe this gives us a competitive advantage, with stronger local presence, lower fuel costs and more efficient equipment maintenance.

## **Proprietary Rights**

We operate under a number of trade names, including Pike, Pike Electric, Pike Energy Solutions and Klondyke Construction. We have obtained U.S. federal trademark registration for "Pike" and "Pike Electric" and have other federal trademark registrations and pending trademark and patent applications. We also rely on state and common law protection. We have invested substantial time, effort and capital in establishing the Pike name and believe that our trademarks are a valuable part of our business.

## **Risk Management and Insurance**

We maintain insurance arrangements with coverage customary for companies of our type and size, including general liability, automotive and workers' compensation. We are partially self-insured under our major policies, and our insurance does not cover all types or amounts of liabilities. Under our general liability, automotive and individual workers' compensation arrangements, we are generally liable for up to \$1.0 million per occurrence. We also maintain insurance for health insurance claims exceeding \$0.5 million per person on an annual basis. We are not required to, and do not, specifically set aside funds for our self-insurance programs. At any given time, we are subject to multiple workers' compensation and personal injury and other employee-related claims. Losses are accrued based on estimates of the ultimate liability for claims reported and an estimate of claims incurred but not reported. We maintain accruals based on known facts and historical trends.

In the ordinary course of business, we are required by certain customers to post surety or performance bonds in connection with services that we provide to them. As of June 30, 2010, we have approximately \$124.3 million in surety bonds outstanding. We have never had to reimburse any of our sureties for expenses or outlays incurred under a performance or payment bond.

## Government Regulation

Our operations are subject to various federal, state and local laws and regulations including licensing requirements, building and electrical codes, permitting and inspection requirements applicable to construction projects, regulations relating to worker safety and health, including those in respect of OSHA and regulations relating to environmental protection.

We believe that we are in material compliance with applicable regulatory requirements and have all material licenses required to conduct our operations. Our failure to comply with applicable regulations could result in substantial fines and/or revocation of our operating licenses. Many state and local regulations governing electrical construction require permits and licenses to be held by individuals who typically have passed an examination or met other requirements. We have a regulatory compliance group that monitors our compliance with applicable regulations.

## Environmental Matters

Our facilities and operations are subject to a variety of environmental laws and regulations which govern, among other things, the use, storage and disposal of solid and hazardous wastes, the discharge of pollutants into the air, land and water, and the cleanup of contamination. In connection with our truck fueling, maintenance, repair, washing and final-stage manufacturing operations, we use regulated substances such as gasoline, diesel and oil, and generate small quantities of regulated waste such as used oil, antifreeze, paint and car batteries. Some of our properties contain, or previously contained, aboveground or underground storage tanks, fuel dispensers, and/or solvent-containing parts washers. In the event we cause, or we or our predecessors have caused, a release of hazardous substances or other environmental damage, whether at our sites, sites where we perform our services, or other locations such as off-site disposal locations or adjacent properties, we could incur liabilities arising out of such releases or environmental damage. Although we have incurred in the past, and will incur in the future, costs to maintain environmental compliance and/or to address environmental issues, such costs have not, and are not expected to, have a material adverse effect on our results of operations, cash flows or financial condition. Please see “Year Ended June 30, 2010 Compared to Year Ended June 30, 2009” from Management Discussion and Analysis of Financial Condition and Results of Operations in Item 7 of this Annual Report for a discussion of a current environmental matter from fiscal 2010.

## Available Information

Our website address is [www.pike.com](http://www.pike.com). You may obtain free copies of our annual report on Form 10-K, our quarterly reports on Form 10-Q, our current reports on Form 8-K and our proxy statement, any amendments to such reports, and filings under Sections 13 and 16 of the Securities Exchange Act of 1934, as amended, through our website under the heading “Investor Center” or through the website of the Securities and Exchange Commission (“SEC”) ([www.sec.gov](http://www.sec.gov)). In addition, our Corporate Governance Guidelines, Code of Conduct and Ethics, and the charters of our Audit Committee, Compensation Committee and Nominating and Governance Committee are posted on our website in the Investor Center section under the heading “Corporate Governance.” We intend to disclose on our website any amendments or waivers to our Code of Ethics and Business Conduct that are required to be disclosed pursuant to Item 5.05 of Form 8-K. These reports are available on our website as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC. The public may read and copy any materials filed by us with the SEC at the SEC’s Public Reference Room at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

## ITEM 1A. RISK FACTORS

Our business is subject to a variety of risks, including the risks described below. If any of the following risks actually occur, our business, financial condition and results of operations could be harmed and we may not be able to achieve our goals. This Annual Report on Form 10-K also includes statements reflecting assumptions, expectations, projections, intentions, or beliefs about future events that are intended as “forward-looking statements” under the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1993 and Section 21E of the Securities Exchange Act of 1934 and should be read in conjunction with the section entitled “*Forward-Looking Statements.*”

***The ongoing economic downturn and instability in the financial markets may adversely impact our customers’ future spending as well as payment for our services and, as a result, our operations and growth.*** The U.S. economy is still recovering from the recent recession, and growth in U.S. economic activity has slowed substantially. The financial markets also have not fully recovered. It is uncertain when these conditions will significantly improve. Stagnant or declining U.S. economic conditions have adversely impacted the demand for our services and resulted in the delay, reduction or cancellation of certain projects and may continue to adversely affect us in the future. Additionally, our customers may finance their projects through the incurrence of debt or the issuance of equity. The availability of credit remains constrained, and many of our customers’ equity values have not fully recovered from the negative impact of the recession. A reduction in cash flow or the lack of availability of debt or equity financing may continue to result in a reduction in our customers’ spending for our services and may also impact the ability of our customers to

pay amounts owed to us, which could have a material adverse effect on our operations and our ability to grow at historical levels. A further reduction in customer spending for our services may increase competitive pressures and potentially lower operating margins.

***We derive a significant portion of our revenues from a small group of customers. The loss of or a significant decrease in services to one or more of these customers could negatively impact our business and results of operations.*** Our customer base is highly concentrated. Our top ten customers accounted for approximately 58.6%, 55.8% and 55.5% of our revenues for fiscal 2010, 2009 and 2008, respectively. Duke Energy was our only customer that represented greater than 10% of our revenues during that time frame, with 21.9%, 20.1%, and 19.9% for fiscal 2010, 2009 and 2008, respectively. Given the composition of the investor-owned, municipal and co-operative utilities in our geographic market, we expect a substantial portion of our revenues will continue to be derived from a limited group of customers. We may not be able to maintain our relationships with these customers, and the loss of, or substantial reduction of our sales to, any of our major customers could materially and adversely affect our business, financial condition and results of operations.

***Our customers often have no obligation to assign work to us, and many of our arrangements may be terminated on short notice. As a result, we are at risk of losing significant business on short notice.*** Most of our customers assign work to us under MSAs. Under these arrangements, our customers generally have no obligation to assign work to us and do not guarantee service volumes. Most of our customer arrangements, including our MSAs, may be terminated by our customers on short notice. In addition, many of our customer arrangements, including our MSAs, are open to competitive bidding at the expiration of their terms. As a result, we may be displaced on these arrangements by competitors from time to time. Our business and results of operations could be materially and adversely affected if our customers do not assign work to us or if they cancel a number of significant arrangements and we cannot replace them with similar work.

***Our industry is highly competitive and we may be unable to compete effectively, retain our customers or win new customers, which could result in reduced profitability and loss of market share.*** We face intense competition from subsidiaries or divisions of four national companies, approximately eight regional companies and numerous small, owner-operated private companies. We also face competition from the in-house service organizations of our existing or prospective customers, some of which employ personnel who perform some of the same types of services we provide. We compete primarily on the basis of our reputation and relationships with customers, safety and execution record, geographic presence and the breadth of service offerings, pricing and the availability of qualified personnel. Certain of our competitors may have lower cost structures and may, therefore, be able to provide their services at lower rates than we can provide. Many of our current and potential competitors, especially our competitors with national scope, also may have significantly greater financial, technical and marketing resources than we do. In addition, our competitors may succeed in developing the expertise, experience and resources to compete successfully and in marketing and selling new services better than we can. Furthermore, our existing or prospective customers may not continue to outsource services in the future or we may not be able to retain our existing customers or win new customers. The loss of existing customers to our competitors or the failure to win new customers could materially and adversely affect our business, financial condition and results of operations.

***Our storm restoration services are highly volatile and unpredictable, which could result in substantial variations in, and uncertainties regarding, the levels of our financial results from period to period.*** Revenues derived from our storm restoration services are highly volatile and uncertain due to the unpredictable nature of weather-related events. Our annual storm restoration revenues have ranged from a low of \$46.6 million to a high of \$185.3 million during the five fiscal years ended June 30, 2010. During fiscal 2009 and 2006, we experienced some of the largest storm restoration events of our history as several significant hurricanes impacted the Gulf Coast and Florida and, in the case of fiscal 2009, significant winter storms affected the Midwest. Our storm restoration revenues for fiscal 2009 and 2006 are not indicative of the revenues that we typically generate in any period or can be expected to generate in any future period. Our historical results of operations have varied between periods due to the volatility of our storm restoration revenues. The levels of our future revenues and net income (loss) may be subject to significant variations and uncertainties from period to period due to the volatility of our storm restoration revenues. In addition, our storm restoration revenues are offset in part by declines in our core services because we staff storm restoration mobilizations in large part by diverting resources from our core services.

***We are subject to the risks associated with government construction projects.*** Our utility customers often engage us to provide services on government construction projects, and we also provide services directly on government construction projects, primarily for state and local governments. We are therefore exposed to the risks associated with government construction projects, including the risks that spending on construction may be reduced, pending projects may be terminated or curtailed and planned projects may not be pursued as expected or at all as a result of the economic downturn or otherwise. In addition, government customers typically can terminate or modify any of their contracts at their convenience, and some of these government contracts are subject to renewal or extension annually. If a government customer terminates or modifies a contract, our backlog and revenue may be reduced or we may incur a loss, either of which could impair our financial condition and operating results. A termination due to our unsatisfactory performance could expose us to liability and adversely affect our ability to compete for future projects and orders. In cases where we are a subcontractor, the primary contract under which we subcontract could be terminated, regardless of the quality of our services as a subcontractor or our relationship with the relevant government customer.



The risks of government construction projects also include the increased risk of civil and criminal fines and penalties for violations of applicable regulations and statutes and the risk of public scrutiny of our performance on high profile sites. In addition, our failure to comply with the terms of one or more of our government contracts, other government agreements, or government regulations and statutes could result in our being suspended or barred from future government construction projects for a significant period of time. We could also be indirectly exposed to certain of these risks when we indemnify our customers performing work on government construction projects.

***We may incur warranty costs that could adversely affect our profitability.*** Under almost all of our contracts, we warrant certain aspects of our maintenance and construction services. However, we cannot assure you that significant warranty claims will not be made in the future. To the extent we incur substantial warranty claims in any period, our reputation, our ability to obtain future business from our customers and our profitability could be adversely affected.

***We may incur liabilities or suffer negative financial or reputational impacts relating to occupational health and safety matters.*** Our operations are subject to extensive laws and regulations relating to the maintenance of safe conditions in the workplace. While we have invested, and will continue to invest, substantial resources in our occupational health and safety programs, our industry involves a high degree of operational risk and there can be no assurance that we will avoid significant liability exposure. Although we have taken what we believe are appropriate precautions, our employees have suffered fatalities in the past and may suffer additional fatalities in the future. Serious accidents, including fatalities, may subject us to substantial penalties, civil litigation or criminal prosecution. Claims for damages to persons, including claims for bodily injury or loss of life, could result in substantial costs and liabilities, which could materially and adversely affect our financial condition, results of operations or cash flows. In addition, if our safety record were to substantially deteriorate over time or we were to suffer substantial penalties or criminal prosecution for violation of health and safety regulations, our customers could cancel our contracts and not award us future business.

***Our business is subject to numerous hazards that could subject us to substantial monetary and other liabilities. If accidents occur, they could materially and adversely affect our business and results of operations.*** Our business is subject to numerous hazards, including electrocutions, fires, natural gas explosions, mechanical failures, weather-related incidents, transportation accidents and damage to utilized equipment. These hazards could cause personal injury and loss of life, severe damage to or destruction of property and equipment and other consequential damages and could lead to suspension of operations, large damage claims and, in extreme cases, criminal liability. Our safety record is an important consideration for our customers. If serious accidents or fatalities occur, we may be ineligible to bid on certain work, and existing service arrangements could be terminated. In addition, if our safety record was to deteriorate, our ability to bid on certain work could be adversely impacted. Further, regulatory changes implemented by OSHA could impose additional costs on us. Adverse experience with hazards and claims could have a negative effect on our reputation with our existing or potential new customers and our prospects for future work.

***Federal and state legislative and regulatory developments that we believe should encourage electric power transmission infrastructure spending may fail to result in increased demand for our services.*** In recent years, federal and state legislation has been passed and resulting regulations have been adopted that could significantly increase spending on electric power transmission infrastructure, including the Energy Act of 2005 and the American Recovery and Reinvestment Act of 2009 (“ARRA”). However, much fiscal, regulatory and other uncertainty remains as to the impact this legislation and regulation will ultimately have on the demand for our services. For instance, regulations implementing provisions of the Energy Act of 2005 that may affect demand for our services remain, in some cases, subject to review in various federal courts. In one such case, decided in February 2009, a federal court of appeals vacated FERC’s interpretation of the scope of its backstop transmission line siting authority for electric power transmission projects. Accordingly, the effect of these regulations, once finally implemented, is uncertain and may not result in increased spending on the electric power transmission infrastructure. Continued uncertainty regarding the implementation of the Energy Act of 2005 and ARRA may result in slower growth in demand for our services.

Renewable energy initiatives, including ARRA, may not lead to increased demand for our services. In addition, we cannot predict when programs under ARRA will be implemented or the timing and scope of any investments to be made under these programs, particularly in light of capital constraints on potential developers of these projects. Investments for renewable energy and electric power infrastructure under ARRA may not occur, may be less than anticipated or may be delayed, may be concentrated in locations where we do not have significant capabilities, and any resulting contracts may not be awarded to us, any of which could negatively impact demand for our services.

***Utilities focus on power generation may temporarily divert attention and capital away from maintenance projects we perform.*** Utilities may commit additional capital to power generation projects. This capital demand may cause certain distribution powerline maintenance projects to be deferred.

***Inability to perform our obligations under EPC and fixed-price contracts may adversely affect our business.*** EPC contracts require us to perform a range of services for our customers, some of which we routinely subcontract to other parties. While only 13%

of our revenues were derived from fixed-price contracts during fiscal 2010, more of our business is moving to fixed-price contracts. We believe that these types of contracts will become increasingly prevalent in the powerline industry. In most instances, these contracts require completion of a project by a specific date and the achievement of certain performance standards. If we subsequently fail to meet such dates or standards, we may be held responsible for costs resulting from such failure. Our inability to obtain the necessary material and equipment to meet a project schedule or the installation of defective material or equipment could have a material adverse effect on our financial condition, results of operations and cash flows.

***Demand for some of our services is cyclical and vulnerable to industry and economic downturns, which could materially and adversely affect our business and results of operations.*** The demand for infrastructure services has been, and will likely continue to be, cyclical in nature and vulnerable to general downturns in the U.S. economy. When the general level of economic activity deteriorates, our customers may delay or cancel expansions, upgrades, maintenance and repairs to their systems. A number of other factors, including the financial condition of the industry, could adversely affect our customers and their ability or willingness to fund capital expenditures in the future. We are also dependent on the amount of work that our customers outsource. During downturns in the economy, our customers may determine to outsource less work resulting in decreased demand for our services. Furthermore, the historical trend toward outsourcing of infrastructure services may not continue as we expect. In addition, consolidation, competition or capital constraints in the electric power industry may result in reduced spending by, or the loss of, one or more of our customers. These fluctuations in demand for our services could materially and adversely affect our business, financial condition and results of operations, particularly during economic downturns. Economic downturns may also adversely affect the pricing of our services.

***To be successful, we need to attract and retain qualified personnel, and any inability to do so would adversely affect our business.*** Our ability to provide high-quality services on a timely basis requires an adequate supply of engineers, skilled linemen and project managers. Accordingly, our ability to increase our productivity and profitability will be limited by our ability to employ, train and retain skilled personnel necessary to meet our requirements. We may not be able to maintain an adequate skilled labor force necessary to operate efficiently. Our labor expenses may also increase as a result of a shortage in the supply of skilled personnel, or we may have to curtail our planned internal growth as a result of labor shortages. We may also spend considerable resources training employees who may then be hired by our competitors, forcing us to spend additional funds to attract personnel to fill those positions. If we are unable to hire and retain qualified personnel in the future, there could be a material adverse effect on our business, financial condition and results of operations.

In addition, our employees might leave our company and join our competitors. If this happens, we may lose some of our existing clients that have formed relationships with these former employees. In addition, we may lose future clients to a former employee as a competitor. In either event, there could be a material adverse effect on our business, financial condition and results of operations.

***We are dependent on our senior management and other key personnel, the loss of which could have a material adverse effect on our business.*** Our operations, including our customer relationships, are dependent on the continued efforts of our senior management and other key personnel including, in particular, our chief executive officer, J. Eric Pike. Although we have entered into employment agreements with our chief executive officer and certain other key employees, we cannot be certain that any individual will continue in such capacity for any particular period of time. We do not maintain key person life insurance policies on any of our employees. The loss of any member of our senior management or other key personnel, or the inability to hire and retain qualified management and other key personnel, could have a material adverse effect on our business, financial condition and results of operations.

***Our unionized workforce could adversely affect our operations and our ability to complete future acquisitions. In addition, we contribute to multi-employer plans that could result in liabilities to us if these plans are terminated or we withdraw.*** The acquisition of Klondyke Construction introduced a unionized workforce to our Company, as substantially all of their hourly employees are unionized. As of June 30, 2010, approximately 1% of our employees were covered by collective bargaining agreements and that percentage could grow if more of our employees unionize or we expand our services in states that have predominantly unionized workforces in our industry. Strikes or work stoppages could occur that would adversely impact our relationships with our customers, hinder our ability to conduct business and increase costs. Our current workforce could experience an increase in union organizing activity, particularly if legislation that would facilitate such activity, such as the Employee Free Choice Act now pending before Congress, becomes law. Increased unionization could increase our costs, and we may not be able to recoup those cost increases by increasing prices for our services.

With the acquisition of Klondyke Construction, we now contribute to several multi-employer pension plans for employees covered by collective bargaining agreements. These plans are not administered by us, and contributions are determined in accordance with provisions of negotiated labor contracts. The Employee Retirement Income Security Act of 1974 (ERISA), as amended by the Multi-employer Pension Plan Amendments Act of 1980, imposes certain liabilities upon employers who are contributors to a multi-employer plan in the event of the employer's withdrawal from, or upon termination of, such plan. We do not routinely review information on the net assets and actuarial present value of the multi-employer pension plans' unfunded vested benefits allocable to us, if any, and we are not presently aware of the amounts, if any, for which we may be contingently liable if we were to withdraw from

any of these plans. In addition, if the funding of any of these multi-employer plans becomes in “critical status” under the Pension Protection Act of 2006, we could be required to make significant additional contributions to those plans.

Our ability to complete future acquisitions could be adversely affected because of our union status for a variety of reasons. Our union agreements may be incompatible with the union agreements of a business we want to acquire, and some businesses may or may not want to become affiliated with a company that maintains a significantly unionized workforce. Additionally, we may increase our exposure to withdrawal liabilities for underfunded multi-employer pension plans to which an acquired company contributes.

***We require subcontractors to assist us in providing certain services and we may be unable to retain the necessary subcontractors to complete certain projects.*** We use subcontractors to perform portions of our contracts and to manage workflow. Although we are not dependent upon any single subcontractor, general market conditions may limit the availability of subcontractors on which we rely to perform portions of our contracts and this could have a material adverse effect on our business, financial condition and results of operations.

***Our current insurance coverage may not be adequate, and we may not be able to obtain insurance at acceptable rates, or at all.*** We are partially self-insured for our major risks, and our insurance does not cover all types or amounts of liabilities. Our insurance policies for individual workers’ compensation and vehicle and general liability are subject to substantial deductibles of \$1.0 million per occurrence. We are not required to, and do not, specifically set aside funds for our self-insurance programs. At any given time, we are subject to multiple workers’ compensation and personal injury claims. Our insurance policies may not be adequate to protect us from liabilities that we incur in our business. In addition, business insurance programs require collateral currently provided by \$24.6 million in letters of credit.

In addition, due to a variety of factors such as increases in claims and projected increases in medical costs and wages, insurance carriers may be unwilling to provide the current levels of coverage without a significant increase in collateral requirements to cover our deductible obligations. Furthermore, our insurance premiums may increase in the future and we may not be able to obtain similar levels of insurance on reasonable terms, or at all. Any such inadequacy of, or inability to obtain, insurance coverage at acceptable rates, or at all, could have a material adverse effect on our business, financial condition and results of operations.

***Fuel costs could materially and adversely affect our operating results.*** Fuel costs constitute a portion of our operating expense and have been very volatile over the last several years. Fuel prices and supplies are influenced by a variety of international, political and economic circumstances. In addition, weather and other unpredictable events may significantly affect fuel prices and supplies. These or other factors could result in higher fuel prices which, in turn, would increase our costs of doing business and lower our gross profit. Fuel and oil expenses have ranged from 4.4% to 6.2% of fiscal year revenues over the last three fiscal years.

***A portion of our business depends on our ability to provide surety bonds or letters of credit and we may be unable to compete for or work on certain projects if we are not able to obtain the necessary surety bonds or letters of credit.*** Our contracts may require that we provide to our customers security for the performance of their projects. This security may be in the form of a “performance bond” (a bond whereby a commercial surety provides for the benefit of the customer a bond insuring completion of the project) or a letter of credit. Further, under standard terms in the surety market, sureties issue or continue bonds on a project-by-project basis and can decline to issue bonds at any time or require the posting of additional collateral as a condition to issuing or renewing any bonds.

Current or future market conditions, including losses incurred in the construction industry, decrease in lending activity and ultimately over performance on contracts, may have a negative effect on surety providers. These market conditions, as well as changes in our surety’s assessment of our operating and financial risk, could also cause our surety providers to decline to issue or renew, or substantially reduce the amount of, bonds for our work and could increase our bonding costs. These actions could be taken on short notice. If our surety providers were to limit or eliminate our access to bonding, our alternatives would include seeking bonding capacity from other sureties, finding more business that does not require bonds and posting other forms of collateral for project performance, such as letters of credit or cash. We may be unable to secure these alternatives in a timely manner, on acceptable terms, or at all. Accordingly, if we were to experience an interruption or reduction in our availability of bonding capacity, we may be unable to compete for or work on certain projects and such interruption or reduction could have a material adverse effect on our business, financial condition and results of operations. If we are able to obtain letters of credit, we may be unable to provide the requested terms or amounts of our customers based upon the terms of our credit facility.

***We extend credit to customers for purchases of our services. In the past we have had, and in the future we may have, difficulty collecting receivables from customers that are subject to protection under bankruptcy or insolvency laws, are otherwise experiencing financial difficulties or dispute the amount owed to us.*** We grant credit, generally without collateral, to our customers located throughout the U.S. and abroad. Consequently, we are subject to potential credit risk related to changes in the electric power and gas utility industries and their performance. Please refer to Note 17 of our consolidated financial statements and “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Concentration of Credit Risk” for additional information regarding the concentration of our credit risk among our larger customers. If any of our large customers, some of which are highly

leveraged, file for bankruptcy or experience financial difficulties, we could suffer reduced cash flows and losses in excess of current allowances provided. We could also experience adverse financial effects if our customers dispute or refuse to pay the amounts owed to us for various reasons, such as disagreement as to the terms of the governing contract, or dissatisfaction with the quality or timing of the work we performed.

The current economic downturn has adversely affected many of our customers and increased the risk that a greater percentage of our accounts receivable will not be collectible. Our allowance for doubtful accounts was less than 1% of accounts receivable at June 30, 2010. We cannot assure you that this estimate will be realized or that the allowance will be sufficient.

***Weather conditions can adversely affect our operations and, consequently, revenues. The electric infrastructure servicing business is subject to seasonal variations, which may cause our operating results to vary significantly from period to period and could cause the market price of our stock to fall.*** Due to the fact that a significant portion of our business is performed outdoors, our results of operations are subject to seasonal variations. These seasonal variations affect our core activities of maintaining, upgrading and extending electrical distribution power lines and not only our storm restoration services. Sustained periods of rain, especially when widespread throughout our service area, can negatively affect our results of operations for a particular period. In addition, during periods of El Niño conditions, typically more rainfall than average occurs over portions of the U.S. Gulf Coast and Florida, which includes a significant portion of our service territory. Generally, during the winter months, demand for new work and maintenance services may be lower due to reduced construction activity during inclement weather. As a result, operating results may vary significantly from period to period. If our operating results fall below the public's or analysts' expectations in some future period or periods, the market price of our common stock will likely fall in such period or periods.

***Our financial results are based upon estimates and assumptions that may differ from actual results.*** In preparing our consolidated financial statements in conformity with accounting principles generally accepted in the United States ("U.S. GAAP"), several estimates and assumptions are used by management in determining the reported amounts of assets and liabilities, revenues and expenses recognized during the periods presented and disclosures of contingent assets and liabilities known to exist as of the date of the financial statements. These estimates and assumptions must be made because certain information that is used in the preparation of our financial statements is dependent on future events, cannot be calculated with a high degree of precision from data available or is not capable of being readily calculated based on generally accepted methodologies. In some cases, these estimates are particularly difficult to determine and we must exercise significant judgment. Estimates are primarily used in our assessment of the allowance for doubtful accounts, valuation of inventory, useful lives and salvage values of property and equipment, fair value assumptions in analyzing goodwill and long-lived asset impairments, self-insured claims liabilities, forfeiture estimates relating to stock-based compensation, revenue recognition and provision for income taxes. Actual results for all estimates could differ materially from the estimates and assumptions that we use, which could have a material adverse effect on our business, financial condition and results of operations.

***Failure to maintain effective internal control over financial reporting could have a material adverse effect on our business, operating results and stock price.*** According to requirements of Section 404 of the Sarbanes-Oxley Act of 2002 and the related rules of the SEC, we must assess our ability to maintain effective internal controls over financial reporting. If we are unable to maintain adequate internal controls, our business and operating results could be harmed. If our management or our independent registered public accounting firm were to conclude in their reports that our internal control over financial reporting was not effective, investors could lose confidence in our reported financial information and the trading price of our stock could drop significantly.

***We have incurred indebtedness under a senior credit facility, which may restrict our business and operations, and restrict our future access to sufficient funding to finance desired growth.*** As of June 30, 2010, we had outstanding indebtedness of approximately \$114.5 million and had availability of \$90.4 million under the \$115.0 million revolving portion of our senior credit facility (after giving effect to the outstanding standby letters of credit of \$24.6 million). This borrowing availability is subject to, and potentially limited by, our compliance with the covenants of our credit facility. Including the impact of active interest rate swaps, a hypothetical change in the interest rate of 100 basis points on our indebtedness as of June 30, 2010 would change annual cash interest expense by approximately \$0.7 million.

We typically dedicate a portion of our cash flow to debt service. If we do not ultimately have sufficient earnings to service our debt, which matures in fiscal 2013, we would need to refinance all or part of our existing debt, sell assets, borrow more money or sell securities, which we may not be able to do on commercially reasonable terms or at all.

All of our outstanding indebtedness consists of a senior credit facility with a group of financial institutions secured by substantially all of our assets. The terms of the credit facility include customary events of default and covenants that limit us from taking certain actions without obtaining the consent of the lenders. In addition, our credit facility requires us to maintain certain financial ratios and restricts our ability to incur additional indebtedness. These restrictions and covenants limit our ability to respond to changing business and economic conditions and may prevent us from engaging in transactions that might otherwise be considered beneficial to us, including strategic acquisitions.

A breach of our senior credit facility, including any inability to comply with the required financial ratios, could result in a default under that credit facility. In the event of any default under our credit facility, the lenders thereunder would be entitled to accelerate the repayment of amounts outstanding, plus accrued and unpaid interest. Moreover, these lenders would have the option to terminate any obligation to make further extensions of credit under our credit facility. In the event of a default under our credit facility, the lenders thereunder could also proceed to foreclose against the assets securing such obligations. In the event of a foreclosure on all or substantially all of our assets, we may not be able to continue to operate as a going concern. Outstanding letters of credit issued under the revolving portion of our credit facility would need to be replaced with our forms of collateral.

***We may be unsuccessful at acquiring companies or at integrating companies that we acquire, and as a result, we may not achieve the expected benefits and our profitability could materially suffer.*** One of our growth strategies is to consider acquisitions of additional companies that will allow us to continue to expand our energy solutions platform and geographic footprint, when attractive opportunities arise. We expect to face competition for acquisition candidates, which may limit the number of acquisition opportunities and may lead to higher acquisition prices. We may not be able to identify, acquire or profitably manage additional businesses or to integrate successfully any acquired businesses without substantial costs, delays or other operational or financial problems. Further, acquisitions involve a number of special risks, including failure of the acquired business to achieve expected results, diversion of management's attention, failure to retain key personnel of the acquired business and risks associated with unanticipated events or liabilities, some or all of which could have a material adverse effect on our business, financial condition and results of operations. In addition, we may not be able to obtain the necessary acquisition financing or we may have to increase our indebtedness in order to finance an acquisition. If we finance acquisitions by issuing convertible debt or equity securities, our existing stockholders may be diluted, which could adversely affect the market price of our stock. Our future business, financial condition and results of operations could suffer if we fail to implement successfully our acquisition strategy.

***During the ordinary course of our business, we may become subject to lawsuits or indemnity claims, which could materially and adversely affect our business and results of operations.*** We have in the past been, and may in the future be, named as a defendant in lawsuits, claims and other legal proceedings during the ordinary course of our business. These actions may seek, among other things, compensation for alleged personal injury, workers' compensation, employment discrimination, breach of contract, property damage, punitive damages, civil penalties or other losses, consequential damages or injunctive or declaratory relief. In addition, pursuant to our service arrangements, we generally indemnify our customers for claims related to the services we provide thereunder. Furthermore, our services are integral to the operation and performance of the electric distribution and transmission infrastructure. As a result, we may become subject to lawsuits or claims for any failure of the systems that we work on, even if our services are not the cause for such failures. In addition, we may incur civil and criminal liabilities to the extent that our services contributed to any property damage. With respect to such lawsuits, claims, proceedings and indemnities, we have and will accrue reserves in accordance with U.S. GAAP. In the event that such actions or indemnities are ultimately resolved unfavorably at amounts exceeding our accrued reserves, or at material amounts, the outcome could materially and adversely affect our reputation, business, financial condition and results of operations. In addition, payments of significant amounts, even if reserved, could adversely affect our liquidity position.

***Our participation in partnerships or alliances exposes us to liability and/or harm to our reputation for failures of our partners.*** As part of our business, we enter into partnership or alliance arrangements. The purpose of these agreements is typically to combine skills and resources to allow for the performance of particular projects. Success on these jointly performed projects depends in large part on whether our partners satisfy their contractual obligations. We and our partners generally will be jointly and severally liable for all liabilities and obligations. If a partner fails to perform or is financially unable to bear its portion of required capital contributions or other obligations, including liabilities stemming from claims or lawsuits, we could be required to make additional investments, provide additional services or pay more than our proportionate share of a liability to make up for our partner's shortfall. Further, if we are unable to adequately address our partner's performance issues, the customer may terminate the project, which could result in legal liability to us, harm our reputation and reduce our profit on a project.

***Our failure to comply with, or the imposition of liability under, environmental laws and regulations could result in significant costs.*** Our facilities and operations, including fueling and truck maintenance, repair, washing and final-stage manufacturing, are subject to various environmental laws and regulations relating principally to the use, storage and disposal of solid and hazardous wastes and the discharge of pollutants into the air, water and land. Violations of these requirements, or of any permits required for our operations, could result in significant fines or penalties. We are also subject to laws and regulations that can impose liability, sometimes without regard to fault, for investigating or cleaning up contamination, as well as for damages to property or natural resources and for personal injury arising out of such contamination. Such liabilities may also be joint and several, meaning that we could be held responsible for more than our share of the liability involved, or even the entire amount. The presence of environmental contamination could also interfere with ongoing operations or adversely affect our ability to sell or lease our properties. In the event we fail to obtain or comply with any permits required for such activities, or such activities cause any environmental damage, we could incur significant liability. We have incurred costs in connection with environmental compliance, remediation and/or monitoring, and we anticipate that we will continue to do so. Discovery of additional contamination for which we are responsible, the enactment of

new laws and regulations, or changes in how existing requirements are enforced, could require us to incur additional costs for compliance or subject us to unexpected liabilities.

***Our results of operations could be adversely affected as a result of the impairment of goodwill or other intangibles.*** When we acquire a business, we record an asset called “goodwill” equal to the excess amount we pay for the business, including liabilities assumed, over the fair value of the tangible and intangible assets of the business we acquire. In accordance with U.S. GAAP, we must identify and value intangible assets that we acquire in business combinations, such as customer arrangements, customer relationships and non-compete agreements, that arise from contractual or other legal rights or that are capable of being separated or divided from the acquired entity and sold, transferred, licensed, rented or exchanged. The fair value of identified intangible assets is based upon an estimate of the future economic benefits expected to result from ownership, which represents the amount at which the assets could be bought or sold in a current transaction between willing parties, that is, other than in a forced or liquidation sale.

U.S. GAAP provides that goodwill and other intangible assets that have indefinite useful lives not be amortized, but instead must be tested at least annually for impairment, and intangible assets that have finite useful lives should continue to be amortized over their useful lives. U.S. GAAP also provides specific guidance for testing goodwill and other non-amortized intangible assets for impairment. U.S. GAAP requires management to make certain estimates and assumptions to allocate goodwill to reporting units and to determine the fair value of reporting unit net assets and liabilities, including, among other things, an assessment of market conditions, projected cash flows, investment rates, cost of capital and growth rates, which could significantly impact the reported value of goodwill and other intangible assets. Fair value is determined using a combination of the discounted cash flow, market multiple and market capitalization valuation approaches. Absent any impairment indicators, we perform our impairment tests annually during the fourth quarter.

We review our intangible assets with finite lives for impairment when events or changes in business conditions indicate the carrying value of the assets may not be recoverable, as required by U.S. GAAP. An impairment of intangible assets with finite lives exists if the sum of the undiscounted estimated future cash flows expected is less than the carrying value of the assets. If this measurement indicates a possible impairment, we compare the estimated fair value of the asset to the net book value to measure the impairment charge, if any.

We cannot predict the occurrence of certain future events that might adversely affect the reported value of goodwill and other intangible assets that totaled \$153.3 million at June 30, 2010. Such events include strategic decisions made in response to economic and competitive conditions, the impact of the economic environment on our customer base, material negative changes in our relationships with material customers and other parties breaching their contractual obligations under non-compete agreements. Future impairments, if any, will be recognized as operating expenses.

***Risks associated with operating in international markets could restrict our ability to expand globally and harm our business and prospects, and we could be adversely affected by our failure to comply with the laws applicable to our foreign activities, including the U.S. Foreign Corrupt Practices Act and other similar worldwide anti-bribery laws.*** We are in the process of expanding our operations internationally and expect that the number of countries that we operate in could increase over the next few years. Economic conditions, including those resulting from wars, civil unrest, acts of terrorism and other conflicts or volatility in the global markets, may adversely affect our customers, their demand for our services and their ability to pay for our services. In addition, there are numerous risks inherent in conducting our business internationally, including, but not limited to, potential instability in international markets, changes in regulatory requirements applicable to international operations, currency fluctuations in foreign countries, political, economic and social conditions in foreign countries and complex U.S. and foreign laws and treaties, including tax laws and the U.S. Foreign Corrupt Practices Act (FCPA). These risks could restrict our ability to provide services to international customers or to operate our international business profitably, and our overall business and results of operations could be negatively impacted by our foreign activities.

The FCPA and similar anti-bribery laws in other jurisdictions prohibit U.S.-based companies and their intermediaries from making improper payments to non-U.S. officials for the purpose of obtaining or retaining business. We pursue opportunities in certain parts of the world that experience government corruption to some degree, and, in certain circumstances, compliance with anti-bribery laws may conflict with local customs and practices. Our policies mandate compliance with these anti-bribery laws. Further, we require our partners, subcontractors, agents and others who work for us or on our behalf that they are obligated to comply with the FCPA and other anti-bribery laws. Although we have policies and procedures designed to ensure that we, our employees and our agents comply with the FCPA and other anti-bribery laws, there is no assurance that such policies or procedures will protect us against liability under the FCPA or other laws for actions taken by our agents, employees and intermediaries. If we are found to be liable for FCPA violations (either due to our own acts or our inadvertence, or due to the acts or inadvertence of others), we could suffer from severe criminal or civil penalties or other sanctions, which could have a material adverse effect on our reputation, business, results of operations or cash flows. In addition, detecting, investigating, and resolving actual or alleged FCPA violations is expensive and can consume significant time and attention of our senior management.

***The market price of our stock may be influenced by many factors, some of which are beyond our control.*** These factors include the various risks described in this section as well as the following:

- the failure of securities analysts to continue to cover our common stock or changes in financial estimates or recommendations by analysts;
- announcements by us or our competitors of significant contracts, acquisitions or capital commitments;
- changes in market valuation or earnings of our competitors;
- variations in quarterly operating results;
- availability of capital;
- general economic conditions;
- terrorist acts;
- legislation;
- future sales of our common stock; and
- investor perception of us and the electric utility industry.

Additional factors that do not specifically relate to our company may also materially reduce the market price of our common stock, regardless of our operating performance.

***Shares eligible for future sale may cause the market price of our common stock to drop significantly, even if our business is doing well.*** The market price of our common stock could decline as a result of sales of a large number of shares of our common stock in the market or the perception that these sales could occur. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate.

As of June 30, 2010, there were 33,544,212 shares of our common stock outstanding. Of this amount, 18,082,298 shares of common stock are freely tradeable without restriction or further registration under the Securities Act of 1933, as amended, by persons other than our affiliates within the meaning of Rule 144 under the Securities Act.

Additionally, we have filed a “shelf” registration statement with the SEC pursuant to which Lindsay Goldberg and its affiliates may sell up to 8,000,000 shares, or approximately 25%, of our common stock at any time in one or more offerings. The registration statement was declared effective by the SEC on September 20, 2006. The offer or sale of all or a portion of such shares may have an adverse effect on the market price of our common stock. We are required to pay the expenses associated with such offerings.

***The concentration of our capital stock will limit other stockholders ability to influence corporate matters.*** Lindsay Goldberg and its affiliates (“LG”) own approximately 40% of the total voting power of our outstanding shares of common stock. In addition, J. Eric Pike, our Chairman and CEO, has the ability to control approximately 6% of the total voting power of our outstanding shares of common stock. LG and Mr. Pike also are parties to an agreement whereby LG has agreed to vote its shares in favor of Mr. Pike being a director of the Company subject to certain conditions. As a result, LG and Mr. Pike, have the ability to exert substantial influence or actual control over the Company’s management and affairs and over most matters requiring action by the Company’s stockholders. The interests of LG or Mr. Pike, or their respective affiliates, may not coincide with the interests of the other holders of our common stock. This concentration of ownership also may have the effect of delaying or preventing a change in control otherwise favored by our other stockholders and could depress the stock price.

***Anti-takeover provisions of our charter and bylaws may reduce the likelihood of any potential change of control or unsolicited acquisition proposal that stockholders might consider favorable.*** The anti-takeover provisions of Delaware law create various impediments to the ability of a third party to acquire control of us, even if a change in control would be beneficial to our existing stockholders. Additionally, provisions of our charter and bylaws could deter, delay or prevent a third-party from acquiring us, even if doing so would benefit our stockholders. These provisions include: the authority of the board to issue preferred stock with terms as the board may determine, the absence of cumulative voting in the election of directors, limitations on who may call special meetings of stockholders, and advance notice requirements for stockholder proposals.



## ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

## ITEM 2. PROPERTIES

Our headquarters and primary fleet facility are located in Mount Airy, North Carolina. As of June 30, 2010, we owned 13 facilities and leased 38 properties throughout our service territory. Most of our properties are used as offices or for fleet operations. We have pledged our owned properties as collateral under our credit facility. We continuously review our property needs and, as a result, may consolidate or eliminate certain facilities in the future. However, no specific future eliminations or consolidations have been identified. We believe that our facilities are adequate for our current operations.

## ITEM 3. LEGAL PROCEEDINGS

We are from time to time a party to various lawsuits, claims and other legal proceedings that arise in the ordinary course of business. These actions typically seek, among other things, (i) compensation for alleged personal injury, workers' compensation, employment discrimination, breach of contract, or property damages, (ii) punitive damages, civil penalties or other damages, or (iii) injunctive or declaratory relief. With respect to all such lawsuits, claims and proceedings, we record reserves when it is probable a liability has been incurred and the amount of loss can be reasonably estimated. We do not believe that any of these proceedings, individually or in the aggregate, would be expected to have a material adverse effect on our results of operations, financial position or cash flows.

## ITEM 4. RESERVED

This item is not applicable.

## PART II

## ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

### Market Information

Our common stock began trading on the New York Stock Exchange ("NYSE") on July 27, 2005 at the time of our IPO and can now be found under the symbol "PIKE." The table below presents the high and low sales prices per share of our common stock as reported on the NYSE for the periods indicated:

	Fiscal 2010		Fiscal 2009	
	High	Low	High	Low
First Quarter	\$ 12.99	\$ 10.11	\$ 19.21	\$ 13.68
Second Quarter	12.99	8.77	14.72	6.73
Third Quarter	9.85	8.10	12.78	7.28
Fourth Quarter	11.05	8.82	12.29	8.90

As of August 31, 2010, there were 73 stockholders of record of our common stock.

### Dividend Policy

We have not declared or paid any cash dividends on our common stock since our IPO. We currently intend to continue to retain any future earnings to finance the growth, development and expansion of our business. Accordingly, we do not intend to declare or pay any cash dividends on our common stock in the foreseeable future. The declaration, payment and amount of future cash dividends, if any, will be at the discretion of our board of directors after taking into account various factors, including the limits imposed by our credit facility. These factors include our financial condition, results of operations, cash flows from operations, current and anticipated capital requirements and expansion plans, any contractual restrictions, the income tax laws then in effect and the requirements of Delaware law.



## Recent Sales of Unregistered Securities

None.

## Performance Graph

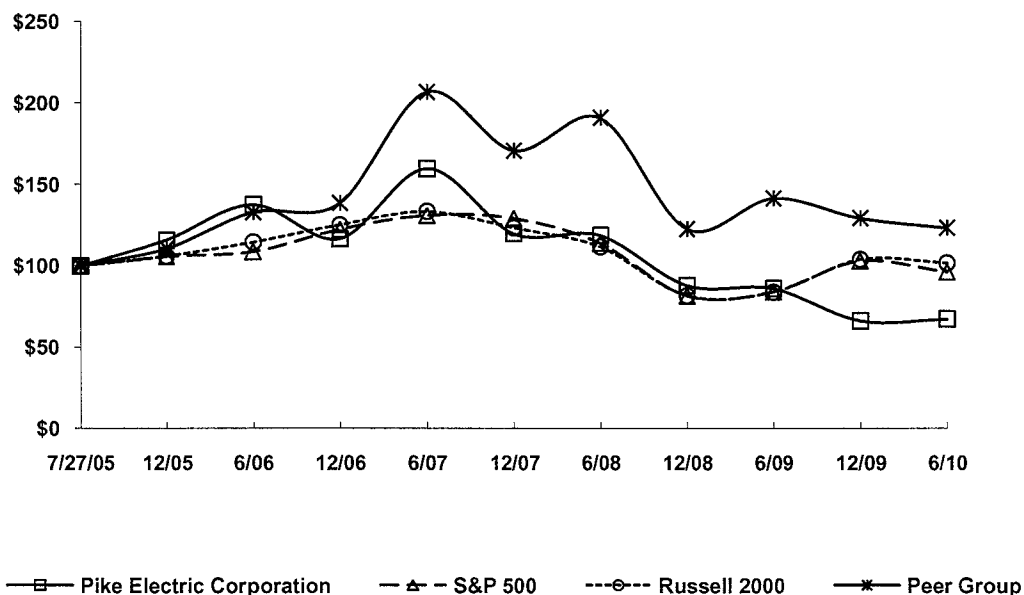
The following Performance Graph and related information shall not be deemed to be "filed" with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or Securities Exchange Act of 1934, each as amended, except to the extent that we specifically incorporate it by reference into such filing.

The following graph compares the percentage change in cumulative total stockholder return on our common stock since July 27, 2005, the date when our common stock was first publicly traded, with the cumulative total return over the same period of the companies included in the Standard & Poor's 500 Index ("S&P 500"), the Russell 2000 Index ("Russell 2000") and a peer group selected by our management that includes four public companies within our industry. The peer group is comprised of Dycom Industries, Inc., MasTec, Inc. and Quanta Services, Inc.

The comparison assumes that the value of an investment in our common stock, the S&P 500, the Russell 2000 and the peer group was \$100 on July 27, 2005 and that all dividends were reinvested. We have not paid dividends on our common stock. The stock price performance reflected on the following graph is not necessarily indicative of future stock price performance.

### COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\*

Among Pike Electric Corporation, the S&P 500 Index,  
the Russell 2000 Index and a Peer Group



	7/27/05	12/05	6/06	12/06	6/07	12/07	6/08	12/08	6/09	12/09	6/10
<b>Pike Electric Corporation</b>	100.00	115.86	137.57	116.64	159.86	119.71	118.64	87.86	86.07	66.29	67.29
<b>S&amp;P 500</b>	100.00	105.77	108.63	122.48	131.00	129.21	113.81	81.40	83.98	102.94	96.09
<b>Russell 2000</b>	100.00	105.88	114.58	125.33	133.41	123.36	111.80	81.68	83.84	103.88	101.85
<b>Peer Group</b>	100.00	110.63	132.95	138.64	206.93	170.73	190.77	122.65	141.53	129.22	123.37

## ITEM 6. SELECTED FINANCIAL DATA

The tables on the following pages set forth selected consolidated financial data of Pike Electric Corporation for each of the years in the five-year period ended June 30, 2010. The selected consolidated financial data as of June 30, 2010, 2009, 2008, 2007 and 2006 and for each of the five years in the period ended June 30, 2010, was derived from the audited consolidated financial statements of Pike Electric Corporation.

The consolidated financial data should be read in conjunction with “Item 7 - Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Item 8 - Financial Statements and Supplementary Data” included elsewhere herein.

	Years Ended June 30,				
	2010	2009	2008	2007	2006
	(in thousands, except per share amounts)				
<b>Statement of Operations Data (1):</b>					
Core revenues	\$ 457,448	\$ 460,360	\$ 502,632	\$ 543,570	\$ 542,166
Storm restoration revenues	46,636	152,846	49,397	53,267	185,304
Total revenues	\$ 504,084	\$ 613,206	\$ 552,029	\$ 596,837	\$ 727,470
Cost of operations	456,317	503,203	460,325	499,422	599,247
Gross profit	47,767	110,273	91,704	97,415	128,223
General and administrative expenses	51,994	50,248	41,724	46,486	45,228
Loss on sale and impairment of property and equipment	1,239	2,116	3,043	1,052	2,250
Restructuring expenses (2)	8,945	—	—	—	—
(Loss) income from operations	(14,411)	57,909	46,937	49,877	80,745
Other expense (income):					
Interest expense (3)	7,908	9,258	13,919	19,799	24,272
Other, net	(298)	(1,552)	(214)	(236)	(220)
Total other expense	7,610	7,706	13,705	19,563	24,052
(Loss) income before income taxes	(22,021)	50,203	33,232	30,314	56,693
Income tax (benefit) expense	(8,562)	18,634	12,983	11,957	22,324
Net (loss) income	\$ (13,459)	\$ 31,569	\$ 20,249	\$ 18,357	\$ 34,369
<b>(Loss) earnings per share:</b>					
Basic	\$ (0.41)	\$ 0.96	\$ 0.62	\$ 0.57	\$ 1.11
Diluted	\$ (0.41)	\$ 0.94	\$ 0.60	\$ 0.55	\$ 1.07
<b>Shares used in computing (loss) earnings per share:</b>					
Basic	33,132	33,023	32,810	32,416	31,023
Diluted	33,132	33,741	33,666	33,366	32,252

	As of June 30,				
	2010	2009	2008	2007	2006
	(in thousands)				
<b>Balance Sheet Data:</b>					
Cash and cash equivalents	\$ 11,133	\$ 43,820	\$ 11,357	\$ 1,467	\$ 3,391
Working capital	73,530	98,379	71,413	64,078	78,995
Property and equipment, net	194,885	222,539	229,119	267,740	284,452
Total assets	505,378	548,969	510,660	545,497	589,966
Total current liabilities	78,532	77,554	71,420	69,906	73,884
Total long-term liabilities	177,378	214,450	218,288	279,530	345,350
Total stockholders' equity	249,468	256,965	220,952	196,061	170,732

- (1) Statement of operations data include the results of each acquired operation since the date of acquisition: Shaw Energy Delivery Services, Inc. – September 1, 2008; and, Facilities Planning & Siting, PLLC – June 30, 2009.
- (2) Restructuring expense for fiscal 2010 of \$8.9 million relates to the implementation of cost restructuring measures in distribution operations and support services. The pre-tax restructuring charge consisted of \$1.0 million for severance and other termination benefits and \$7.9 million for the non-cash writedown of fleet and other fixed assets to be disposed. See Note 4 of Notes to the Consolidated Financial Statements.
- (3) Interest expense primarily includes interest expense related to outstanding debt. Other interest expenses includes the write-off of unamortized deferred loan costs of \$0.2 million, \$0.8 million, \$1.1 million and \$3.2 million for fiscal 2010, 2008, 2007 and 2006, respectively, resulting from the prepayment of debt. There were no prepayments of debt during fiscal 2009.

## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our historical consolidated financial statements and related notes thereto in "Item 8 - Financial Statements and Supplementary Data" The discussion below contains forward-looking statements that are based upon our current expectations and are subject to uncertainty and changes in circumstances. Actual results may differ materially from these expectations due to inaccurate assumptions and known or unknown risks and uncertainties, including those identified in "Risk Factors."*

### **Overview**

Pike Electric is headquartered in Mount Airy, North Carolina and is one of the largest providers of energy solutions for investor-owned, municipal and co-operative utilities in the United States. Our comprehensive services include siting, permitting, engineering, design, installation, maintenance and repair of power delivery systems, including renewable energy projects. We operate in one reportable segment and we do not have operations or assets outside the United States.

### **Services**

We completed three acquisitions during fiscal 2009 and fiscal 2010 that extended our footprint and energy solutions portfolio, each of which was funded from cash generated from existing operations.

- On September 1, 2008, we acquired Shaw Energy Delivery Services, Inc. ("EDS"), formerly an affiliate of The Shaw Group. This acquisition enabled Pike to expand its operations into engineering, design, procurement and construction management services and expand its geographic presence through engineering offices in Charlotte, NC, Austin, TX, San Ramon, CA, Portland, OR and Pittsburgh, PA. In addition, the acquisition added a talented workforce and equipment for transmission projects up to 345 kilovolt ("kV"), substation construction and engineering capabilities up to 500kV and an operational team focused on renewable energy projects.
- On June 30, 2009, we acquired Facilities Planning & Siting, PLLC, a transaction that added the combined talents of civil engineers, GIS analysts, landscape architects and environmental experts. This acquisition enabled Pike to provide siting and planning capabilities at the conceptual stage of its customer's projects, and consequently provides Pike with the ability to fully integrate environmental, engineering, real estate, economic, regulatory and community expertise into planning, siting and routing projects.
- On June 30, 2010, we acquired Klondyke Construction LLC ("Klondyke") based in Phoenix, AZ. Klondyke provides construction and maintenance services primarily associated with electric substation, transmission and distribution infrastructure. Klondyke also constructs renewable energy generation facilities. Klondyke's range of construction services related to substation, transmission and distribution infrastructure complements our west coast engineering capabilities and enables the continued expansion of engineering, procurement and construction ("EPC") services.

Prior to the above acquisitions, we were a specialty contractor for utilities focused on transmission and distribution powerline maintenance and construction. Over the last two fiscal years, we have repositioned Pike as an energy solutions company providing a diverse service offering to our customers for their outsourcing needs. We continue to develop our diverse service offerings and remain focused on distribution services which still provide the majority of our revenues. We are currently pursuing international opportunities, both individually and through partnerships, that would utilize our distribution construction, engineering and procurement service offerings.

Our service offering includes the following:

Service	Revenue Category	Description
Planning & Siting	Engineering and Substation	Our planning and siting process leverages technology and the collection of environmental, cultural, land use and scientific data to facilitate successful right-of-way negotiations and permitting for powerlines, substations, pipelines and renewable energy installations.
Engineering & Design	Engineering and Substation	We provide design, EPC, owner engineer, project management, multi-entity coordination, grid integration, balance-of-plant (“BOP”) and Thermal Rate solutions for individual or turnkey powerline, substation and renewable energy projects.
Transmission and Distribution Construction	Overhead Distribution and Other, Underground Distribution and Transmission	<p>We provide overhead and underground powerline construction, upgrade and extension services (predominately single-pole and H-frame wood, concrete or steel poles) for distribution networks and transmission lines with voltages up to 345 kV, energized maintenance work for voltages up to 500kV.</p> <p>Overhead services consist of construction, repair and maintenance of wire and components in energized overhead electric distribution and transmission systems.</p> <p>Underground services range from simple residential installations, directional boring, duct bank and manhole installation, to the construction of complete underground distribution facilities.</p>
Substation Construction	Engineering and Substation	<p>We provide substation construction and service.</p> <p>Substation services include: construction of new substations, existing substation upgrades, relay testing, commissioning, emergency outage response and Smart Grid component installation.</p>
Renewables	Depending on project, can be any type of core revenue	We provide a total energy solution platform, including preliminary studies, planning, siting and permitting, engineering and design, construction, procurement and grid interconnection.
Storm Restoration Services	Storm Restoration Services	Storm restoration involves the repair or reconstruction of any part of a distribution or sub-500 kV transmission network, including substations, power lines, utility poles or other components, damaged during snow, ice or wind storms, flash floods, hurricanes, tornadoes or other natural disasters. We are a recognized leader in storm restoration, due to our ability to rapidly mobilize thousands of existing employees and equipment within 24 hours, while maintaining a functional force for unaffected customers.

Although storm restoration services can generate significant revenues, their unpredictability is demonstrated by comparing our revenues from those services in the last five fiscal years which have ranged from 8.9% to 25.5% of total revenues. During periods with significant storm restoration work, we generally see man-hours diverted from core work, which decreases core revenues. The table below sets forth our revenues by category of service for the periods indicated:

<b>Fiscal Year</b>	<b>Core Revenues</b>	<b>Percentage of Total Revenues</b>	<b>Storm Restoration Revenues</b>	<b>Percentage of Total Revenues</b>	<b>Total Revenues</b>
	(In millions)		(In millions)		(In millions)
2006	\$ 542.2	74.5%	\$ 185.3	25.5%	\$ 727.5
2007	\$ 543.6	91.1%	\$ 53.2	8.9%	\$ 596.8
2008	\$ 502.6	91.1%	\$ 49.4	8.9%	\$ 552.0
2009	\$ 460.6	75.1%	\$ 152.9	24.9%	\$ 613.5
2010	\$ 457.5	90.7%	\$ 46.6	9.3%	\$ 504.1

### Seasonality; Fluctuations of Results

Our services are performed outdoors and, as a result, our results of operations can be subject to seasonal variations due to weather conditions. These seasonal variations affect both our construction and storm restoration services. Extended periods of rain affect the deployment of our construction crews, particularly with respect to underground work. During the winter months, demand for construction work is generally lower due to inclement weather. In addition, demand for construction work generally increases during the spring months due to improved weather conditions and is typically the highest during the summer due to better weather conditions. Due to the unpredictable nature of storms, the level of our storm restoration revenues fluctuates from period to period.

### Inflation

Due to relatively low levels of inflation experienced in recent years, inflation has not had a significant effect on our results. However, we have experienced fuel cost volatility during the last three fiscal years.

### Basis of Reporting

**Revenues.** We derive our revenues from one reportable segment through two service categories — core services and storm restoration services. Our core services include siting, permitting, engineering, design, installation, maintenance and repair of power delivery systems, including renewable energy projects. Our storm restoration services involve the rapid deployment of our highly-trained crews and related equipment to restore power on transmission and distribution systems during crisis situations, such as hurricanes or ice or wind storms.

Approximately 87% of our services, including the majority of our core services and a majority of our storm restoration services, are provided under master service agreements (“MSAs”), which are based on a price per hour worked or a price per unit of service. The remaining 13% of our annual revenues are from fixed-price agreements. The mix of hourly and per unit revenues changes during periods of high storm restoration services, as these services are all billed on an hourly basis. We determine our revenue generated on an hourly basis based on actual labor and equipment time completed and on materials billed to our customers. Revenue based on hours worked is recognized as hours are completed. We recognize revenue on unit-based services as the units are completed. Revenues for longer duration fixed-price contracts are recognized using the percentage-of-completion method, measured by the percentage of costs incurred to date to total estimated costs for each contract.

**Cost of Operations.** Our cost of operations consists primarily of compensation and benefits to employees, insurance, fuel, specialty equipment, rental, operating and maintenance expenses relating to vehicles and equipment, materials and tools and supplies. Our cost of operations also includes depreciation, primarily relating to our vehicles and heavy equipment.

**General and Administrative Expenses.** General and administrative expenses include costs not directly associated with performing work for our customers. These costs consist primarily of compensation and related benefits of management and administrative personnel, facilities expenses, professional fees and administrative overhead.

**Interest Expense.** In addition to cash interest expense, interest expense includes amortization of deferred loan costs, deferred compensation accretion and the write-off of unamortized deferred loan costs resulting from prepayments of debt.

## Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”). The preparation of these consolidated financial statements requires the use of estimates, assumptions, judgments and subjective interpretations of accounting principles that have an impact on the assets, liabilities, revenues and expenses reported. We believe our uses of estimates and underlying accounting assumptions adhere to U.S. GAAP and are consistently applied. Valuations based on estimates are reviewed for reasonableness on a consistent basis. Actual results may differ materially from these estimates. We believe the following to be our most important accounting policies, including those that use significant judgments and estimates in the preparation of our consolidated financial statements.

**Revenue Recognition.** Revenues from service arrangements are recognized when services are performed. We recognize revenue from hourly services based on actual labor and equipment time completed and on materials when billable to our customers. We recognize revenue on unit-based services as the units are completed. We recognize the full amount of any estimated loss on these projects if estimated costs to complete the remaining units for the project exceed the revenue to be received from such units.

Revenues for fixed-price contracts are recognized using the percentage-of-completion method, measured by the percentage of costs incurred to date to total estimated costs for each contract. Contract costs include all direct material, labor and subcontract costs, as well as indirect costs related to contract performance, such as indirect labor, tools, repairs and depreciation. The cost estimation process is based on the professional knowledge and experience of our engineers, project managers, field construction supervisors, operations management and financial professionals. Changes in job performance, job conditions, estimated profitability and final contract settlements may result in revisions to costs and income and their effects are recognized in the period in which the revisions are determined. At the time a loss on a contract becomes known, the entire amount of the estimated ultimate loss is accrued.

The current asset "Costs and estimated earnings in excess of billings on uncompleted contracts" represents revenues recognized in excess of amounts billed. The current liability "Billings in excess of costs and estimated earnings on uncompleted contracts" represents billings in excess of revenues recognized.

**Allowance for Doubtful Accounts.** We provide an allowance for doubtful accounts that represents an estimate of uncollectible accounts receivable. The determination of the allowance includes certain judgments and estimates including our customers' willingness or ability to pay and our ongoing relationship with the customer. In certain instances, primarily relating to storm restoration work and other high-volume billing situations, billed amounts may differ from ultimately collected amounts. We incorporate our historical experience with our customers into the estimation of the allowance for doubtful accounts. These amounts are continuously monitored as additional information is obtained. Accounts receivable are due from customers located within the United States. Any material change in our customers' business or cash flows would affect our ability to collect amounts due.

**Property and Equipment.** We capitalize property and equipment as permitted or required by applicable accounting standards, including replacements and improvements when costs incurred for those purposes extend the useful life of the asset. We charge maintenance and repairs to expense as incurred. Depreciation on capital assets is computed using the straight-line method and ranges from 3 to 39 years. Our management makes assumptions regarding future conditions in determining estimated useful lives and potential salvage values. These assumptions impact the amount of depreciation expense recognized in the period and any gain or loss once the asset is disposed.

We review our property and equipment for impairment when events or changes in business conditions indicate the carrying value of the assets may not be recoverable, as required by *U.S. GAAP*. An impairment of assets classified as “held and used” exists if the sum of the undiscounted estimated future cash flows expected is less than the carrying value of the assets. If this measurement indicates a possible impairment, we compare the estimated fair value of the asset to the net book value to measure the impairment charge, if any. If the criteria for classifying an asset as “held for sale” have been met, we record the asset at the lower of carrying value or fair value, less estimated selling costs. We continually evaluate the depreciable lives and salvage values of our equipment.

**Valuation of Goodwill and Other Intangible Assets.** We test our goodwill for impairment annually or more frequently if events or circumstances indicate impairment may exist. Examples of such events or circumstances could include a significant change in business climate or a loss of significant customers. We complete our annual analysis of our reporting units as of the first day of our fourth fiscal quarter. For purposes of our fiscal 2010 analysis, we had two reporting units – construction and engineering. In evaluating reporting units, we first consider our operating segments and related components in accordance with U.S. GAAP. We allocate goodwill to the reporting units that are expected to benefit from the synergies of the business combinations generating the goodwill. We apply a two-step fair value-based test to assess goodwill for impairment. The first step compares the fair values of the reporting units to their carrying amounts, including goodwill. If the carrying amount of any reporting unit exceeds its fair value, the second step is then performed. The second step compares the carrying amount of the reporting unit's goodwill to the implied fair value of the goodwill. If the implied fair value of the goodwill is less than the carrying amount, an impairment loss would be recorded.

We determine the fair value of our reporting units based on a combination of the income approach, using a discounted cash flow model, and a market approach, which considers comparable companies and transactions. Under the income approach, the discounted cash flow model determines fair value based on the present value of projected cash flows over a specific projection period and a residual value related to future cash flows beyond the projection period. Both values are discounted using a rate which reflects our best estimate of the weighted average cost of capital of a market participant, and is adjusted for appropriate risk factors. We perform sensitivity tests with respect to growth rates and discount rates used in the income approach. Under the market approach, valuation multiples are derived based on a selection of comparable companies and acquisition transactions, and applied to projected operating data for each reporting unit to arrive at an indication of fair value.

For our fiscal 2010 annual impairment analysis, we weighted the income and market approaches 70% and 30%, respectively. The income approach was given a higher weight because it has a more direct correlation to the specific economics of the reporting units than the market approach which is based on multiples of companies that, although comparable, may not have the exact same risk factors as our reporting units. The analysis indicated that, as of the first day of our fourth fiscal quarter, the fair values of each of our reporting units exceeded their respective carrying values. The fair value of our construction reporting unit exceeded its carrying value by less than 10%. We also compared the aggregate estimated fair values of our reporting units from the impairment analysis to our overall market capitalization with appropriate consideration of a control premium. Based on these analyses, we have concluded that goodwill was not impaired.

In addition to goodwill, we identify and value other intangible assets that we acquire in business combinations, such as customer arrangements, customer relationships and non-compete agreements, that arise from contractual or other legal rights or that are capable of being separated or divided from the acquired entity and sold, transferred, licensed, rented or exchanged. The fair value of identified intangible assets is based upon an estimate of the future economic benefits expected to result from ownership, which represents the amount at which the assets could be bought or sold in a current transaction between willing parties, that is, other than in a forced or liquidation sale. For customers with whom we have an existing relationship prior to the date of the transaction, we utilize assumptions that a marketplace participant would consider in estimating the fair value of customer relationships that an acquired entity had with our pre-existing customers in accordance with U.S. GAAP.

Intangible assets with definite lives are amortized over their estimated useful lives and are also reviewed for impairment if events or changes in circumstances indicate that their carrying amount may not be realizable. We have no intangibles with indefinite lives other than goodwill.

Inherent in valuation determinations related to goodwill and other intangible assets are significant judgments and estimates, including assumptions about our future revenue, profitability and cash flows, our operational plans, current economic indicators and market valuations. To the extent these assumptions are incorrect or there are declines in our business outlook, impairment charges may be recorded in future periods.

**Insurance and Claims Accruals.** In the ordinary course of our business, we are subject to individual workers' compensation, vehicle, general liability and health insurance claims for which we are partially self-insured. We maintain commercial insurance for individual workers' compensation and vehicle and general liability claims exceeding \$1.0 million. We also maintain commercial insurance for health insurance claims exceeding \$0.5 million per person on an annual basis. We determine the amount of our loss reserves and loss adjustment expenses for self-insured claims based on analyses prepared quarterly that use both company-specific and industry data, as well as general economic information. Our estimates for insurance loss exposures require us to monitor and evaluate our insurance claims throughout their life cycles. Using this data and our assumptions about the emerging trends, we estimate the size of ultimate claims. Our most significant assumptions in forming our estimates include the trend in loss costs; the expected consistency with prior year claims of the frequency and severity of claims incurred but not yet reported, changes in the timing of the reporting of losses from the loss date to the notification date, and expected costs to settle unpaid claims. We also monitor the reasonableness of the judgments made in the prior year's estimates and adjust current year assumptions based on that analysis.

While the final outcome of claims may vary from estimates due to the type and severity of the injury, costs of medical claims and uncertainties surrounding the litigation process, we believe that none of these items, when finally resolved, will have a material adverse effect on our financial condition or liquidity. However, should a number of these items occur in the same period, it could have a material adverse effect on the results of operations in a particular quarter or fiscal year.

**Stock-Based Compensation.** In accordance with U.S. GAAP, we recognize the cost of employee services received in exchange for an award of equity instruments in the financial statements over the period the employee is required to perform the services in exchange for the award (presumptively the vesting period). We measure the cost of employee services received in exchange for an award based on the grant-date fair value of the award.



The fair value of each option award is estimated on the date of grant using the Black-Scholes option pricing model. The risk-free interest rate is based on the U.S. Treasury rate for the expected life at the time of grant. We have limited trading history beginning July 27, 2005; as such our expected volatility is based on the average long-term historical volatilities of peer companies. Also, due to our limited trading history, we are using the "simplified method" to calculate expected holding periods as allowed under U.S. GAAP, which represents the period of time that options granted are expected to be outstanding. Forfeitures are estimated at 5% based on certain historical data.

## Results of Operations

The following table sets forth selected statement of operations data as percentages of revenues for the periods indicated (dollars in millions):

	<u>Years Ended June 30.</u>					
	<u>2010</u>		<u>2009</u>		<u>2008</u>	
Revenues:						
Core revenues	\$ 457.5	90.7%	\$ 460.6	75.1%	\$ 502.6	91.1%
Storm restoration revenues	46.6	9.3%	152.9	24.9%	49.4	8.9%
Total revenues	\$ 504.1	100.0%	\$ 613.5	100.0%	\$ 552.0	100.0%
Cost of operations	456.3	90.5%	503.2	82.0%	460.3	83.4%
Gross profit	47.8	9.5%	110.3	18.0%	91.7	16.6%
General and administrative expenses	52.0	10.3%	50.3	8.2%	41.7	7.6%
Loss on sale and impairment of property and equipment	1.3	0.3%	2.1	0.4%	3.1	0.5%
Restructuring expenses	8.9	1.8%	—	—	—	—
(Loss) income from operations	(14.4)	-2.9%	57.9	9.4%	46.9	8.5%
Interest expense and other	7.6	1.5%	7.7	1.2%	13.7	2.5%
(Loss) income before income tax	(22.0)	-4.4%	50.2	8.2%	33.2	6.0%
Income tax (benefit) expense	(8.5)	-1.7%	18.6	3.1%	13.0	2.3%
Net (loss) income	\$ (13.5)	-2.7%	\$ 31.6	5.1%	\$ 20.2	3.7%

### *Year Ended June 30, 2010 Compared to Year Ended June 30, 2009*

**Revenues.** Revenues decreased 17.8%, or \$109.4 million, to \$504.1 million for the fiscal year ended June 30, 2010 from \$613.5 million for the fiscal year ended June 30, 2009. The decrease was attributable to a \$106.3 million decrease in storm restoration revenues and a \$3.1 million decrease in core revenues.

For the fiscal year ended June 30, 2010, storm restoration revenues totaled \$46.6 million. In contrast, primarily due to damages caused by Hurricanes Gustav and Ike and significant winter storms in the Midwest during February 2009, storm restoration revenues totaled \$152.9 million for the fiscal year ended June 30, 2009. Our storm restoration revenues are highly volatile and unpredictable.

Our core revenues decreased slightly to \$457.5 million for fiscal 2010 from \$460.6 million for fiscal 2009. Our distribution services continue to suffer from reduced utility distribution maintenance spending in our service territory and a further decline in underground distribution projects due to continued housing and commercial construction weakness in our service territory. In addition, the large amount of storm restoration work during the prior fiscal year diverted significant man-hours from core work during that period, which minimized the fiscal 2010 decrease for core revenues. The following table contains information on revenue and percentage changes by category for the periods indicated (all of engineering and most of substation and transmission revenues resulted from the September 1, 2008 acquisition of EDS):

<b>Category of Core Revenue</b>	<b>Years Ended</b>		
	<b>June 30,</b>		
	<b>2010</b>	<b>2009</b>	<b>% Change</b>
Overhead distribution and other	\$ 248.7	\$ 265.5	-6.3%
Underground distribution	63.6	87.5	-27.3%
Transmission	68.8	52.9	30.0%
Engineering and substation	76.4	54.7	39.6%
Total	\$ 457.5	\$ 460.6	-0.7%

The majority of our distribution services are provided to investor-owned, municipal and co-operative utilities under master service agreements (“MSAs”). Services provided under these MSAs include both overhead and underground powerline distribution services. Our MSAs do not guarantee a minimum volume of work. The MSAs provide a framework for core and storm restoration pricing and provide an outline of the service territory in which we will work or the percentage of overall outsourced distribution work we will provide for the customer. Our MSAs also provide a platform for multi-year relationships with our customers. We can easily ramp up staffing for a customer without exhaustive contract negotiations and the MSAs also allow our customers to reduce staffing needs.

Our underground distribution services continue to be impacted by a weak market for new residential housing. We began experiencing a decline in underground distribution service revenue in our first fiscal quarter of 2008. Many residential developments utilize underground distribution powerlines for aesthetic reasons and the underground powerlines can be put in place with required cable, phone or gas lines. Continued challenging economic conditions and tight credit markets have also caused our customers to reduce overhead distribution maintenance spending. Our customers face difficulty in obtaining capital for capital projects and are faced with declining power usage from residential and commercial customers. Reducing maintenance expenditures is an action taken by our customers to improve short-term cash flow and operating results. We believe that a significant amount of pent-up demand is building and power system reliability is being challenged. We remain well positioned to benefit from a reacceleration in maintenance spending, which will remain dependent to a large extent on the health of the economy.

Transmission, engineering and substation revenues increased due to our ability to offer turnkey services (EPC) to our full customer base for larger scale projects. Growth in these categories has been a focus of our revenue diversification strategy. In addition, the fiscal year ended June 30, 2009 included operations related to the EDS acquisition for only ten months.

**Gross Profit.** Gross profit decreased 56.7% to \$47.8 million for the fiscal year ended June 30, 2010 from \$110.3 million for the fiscal year ended June 30, 2009. Gross profit as a percentage of revenues decreased to 9.5% for the fiscal year ended June 30, 2010 from 18.0% for the fiscal year ended June 30, 2009. Our gross profit was impacted negatively by the following:

- *A significantly lower mix of storm restoration revenues for the current year.* Our storm restoration services typically generate a higher profit margin than core services. During a storm response, our storm-assigned crews and equipment are fully utilized. In addition, the overtime typically worked on storm events lowers the ratio of fixed costs to revenue. Storm restoration gross profit margins can vary greatly depending on the geographic area, customer and amount of overtime worked.
- *Distribution margins.* Due to the decline in overall distribution demand, we experienced compressed margins due to the following: (i) increased level of idle equipment, (ii) decreased distribution productivity due to the types of projects being outsourced by our customers, (iii) higher average wage rates as we have retained our most experienced workers and (iv) increased overhead as a percentage of revenue. Major steps were taken as part of our restructuring during our fiscal second quarter to better align our costs with revenue expectations. However, because of the continued reduction of distribution revenues and intense competition during MSA renewals, our distribution margins remain under significant pressure.
- *Crew start-up costs.* Toward the end of fiscal 2010, we had additions to our transmission and distribution headcount, which resulted in new crews and caused us to absorb costs related to the release of certain tools and supplies from inventory and the acquisition of certain new tools. In addition, we attempt to use excess fleet equipment to start new crews. Some of this equipment had been idle for several quarters and required significant repairs and maintenance before being put back into service.
- *Environmental matter.* We recognized \$3.3 million of costs for the fiscal year ended June 30, 2010 related to the cleanup of certain petroleum-related products on an owned property in Georgia. We believe the contamination occurred before we purchased the property. The remediation of the site is substantially complete.

**General and Administrative Expenses.** General and administrative expenses increased 3.5% to \$52.0 million for the fiscal year ended June 30, 2010 from \$50.2 million for the fiscal year ended June 30, 2009. The increase in general and administrative expenses was primarily due to a \$1.4 million increase in stock-based compensation expense, a \$1.6 million increase in professional fees and a \$1.2 million increase in depreciation expense related to recent software and office equipment additions, partially offset by a \$1.7 million decrease in cash incentive compensation expense and a \$1.0 million decrease in wages and benefits. As a percentage of revenues, general and administrative expenses increased to 10.3% from 8.2% due to the increase in expenses described above along with the 17.8% decrease in revenues for fiscal 2010 compared to fiscal 2009.

**Loss on Sale and Impairment of Property and Equipment.** Loss on sale and impairment of property and equipment was \$1.2 million for the fiscal year ended June 30, 2010 compared to \$2.1 million for the fiscal year ended June 30, 2009. The level of losses is affected by several factors, including the timing of the continued replenishment of aging, damaged or excess fleet equipment, and conditions in the market for used equipment. We continually evaluate the depreciable lives and salvage values of our equipment.

**Restructuring Expenses.** During the second quarter of fiscal 2010, we implemented cost restructuring measures in our distribution operations and support services. The cost restructuring initiatives included reductions in headcount, pay levels and employee benefits in distribution operations and support services, and the disposition of excess fleet assets. We have made these changes in order to improve our efficiency and to attempt to align our costs with the current operating environment.

We recorded a pre-tax restructuring charge related to these measures of \$8.9 million (\$5.5 million or \$0.16 per diluted share on an after-tax basis) for the fiscal year ended June 30, 2010, comprised of \$1.0 million for severance and other termination benefits and a \$7.9 million non-cash write-down of fleet and other fixed assets to be disposed.

Substantially all of the cost restructuring initiatives noted above were implemented during our fiscal quarter ended December 31, 2009. As of June 30, 2010 we had received \$4.4 million in proceeds from the sale of assets written down in connection with the restructuring. The carrying value of the remaining assets to be disposed of in connection with the restructuring was \$0.8 million at June 30, 2010 and was included within prepaid expenses and other in the consolidated balance sheets. We expect to complete the disposition of assets within the next six months.

All termination benefits associated with the headcount reductions were paid by June 30, 2010. We expect these restructuring measures to result in annual savings of \$15.2 million.

**Interest Expense.** Interest expense decreased 14.6% to \$7.9 million for the fiscal year ended June 30, 2010 from \$9.3 million for the fiscal year ended June 30, 2009. This decrease was primarily due to lower interest rates and decreased settlement costs related to interest rate swaps, partially offset by increased amortization of deferred loan costs related to the extension of our revolving credit facility (See Note 7 of Notes to Consolidated Financial Statements).

**Other, Net.** Other, net totaled \$0.3 million of income for fiscal 2010 compared to \$1.6 million of income for fiscal 2009. The fiscal 2009 amount includes \$1.2 million related to the settlement of a non-competition lawsuit.

**Income Tax Benefit or Expense.** The income tax benefit was \$8.6 million for the fiscal year ended June 30, 2010 compared to income tax expense of \$18.6 million for the fiscal year ended June 30, 2009. The effective tax rate was 38.9% and 37.1% for the fiscal year ended June 30, 2010 and June 30, 2009, respectively.

#### ***Year Ended June 30, 2009 Compared to Year Ended June 30, 2008***

**Revenues.** Revenues increased 11.1%, or \$61.5 million, to \$613.5 million for the fiscal year ended June 30, 2009 from \$552.0 million for the fiscal year ended June 30, 2008. The increase was attributable to a \$103.5 million increase in storm restoration revenues, partially offset by a \$42.0 million decrease in core revenues.

For fiscal 2009, primarily due to damages caused by Hurricanes Gustav and Ike and significant ice storms in the Midwest, storm restoration revenues totaled \$152.9 million. This compares to \$49.4 million in storm restoration revenues for fiscal 2008. Our storm restoration revenues are highly volatile and unpredictable.

The September 1, 2008 acquisition of EDS added \$80.7 million in core revenues for fiscal 2009, which, among other things, helped to increase our revenues from transmission services by \$14.4 million, or 37.3%, compared to the prior year. Even with these increases, our core revenues decreased 8.4% to \$460.6 million for the fiscal year ended June 30, 2009 from \$502.6 million for the fiscal year ended June 30, 2008. The large amount of storm restoration work during fiscal 2009 diverted significant man-hours from core work. We also experienced a reduction in distribution service revenues as customers reduced their distribution spending across our operating territory.

**Gross Profit.** Gross profit increased 20.3% to \$110.3 million for the fiscal year ended June 30, 2009 from \$91.7 million for the fiscal year ended June 30, 2008. Gross profit as a percentage of revenues increased to 18.0% for fiscal 2009 from 16.6% for fiscal 2008. Our gross profit was impacted positively by the following:

- *A higher mix of storm restoration revenue.* Our storm restoration services typically generate a higher profit margin than core services. During a storm response, our storm-assigned crews and equipment are fully utilized. In addition, the overtime typically worked on storm events lowers the ratio of fixed costs to revenue. Storm gross profit margins can vary greatly depending on the geographic area, customer and amount of overtime worked.
- *Lower fuel expense as a percentage of revenue.* Fuel expense decreased to 5.0% of total revenues for fiscal 2009 compared to 6.2% for fiscal 2008 as fuel costs moderated significantly during fiscal 2009 compared to the record highs reached during the spring and summer of 2008.

The following items negatively impacted our gross profits:

- *Lower gross profit margin on our material procurement services.* Material procurement services generate lower gross profit margins compared to other core services. Our engineering and substation services recognized approximately \$18.9 million in material procurement revenues for fiscal 2009.
- *Higher fixed equipment costs as a percentage of revenue due to decreased utilization.* We own much of our equipment, and both underground and overhead distribution equipment utilization decreased as a result of a reduction in overall utility distribution maintenance projects in our territory. This impact was compounded by the excess leased and special rental equipment which we assumed in the EDS transaction.

**General and Administrative Expenses.** General and administrative expenses increased 20.4% to \$50.2 million for the fiscal year ended June 30, 2009 from \$41.7 million for the fiscal year ended June 30, 2008. Approximately \$3.0 million of the increase is related to additional administrative expenses associated with the EDS business. The following also contributed to the increase in general and administrative expenses: a \$1.8 million increase in wages and benefits, a \$1.0 million increase in depreciation expense related to recent software and office equipment additions and a \$0.5 million increase in stock-based compensation expense. As a percentage of revenues, general and administrative expenses increased to 8.1% from 7.6%.

**Loss on Sale and Impairment of Property and Equipment.** Loss on sale and impairment of property and equipment was \$2.1 million for the fiscal year ended June 30, 2009 compared to \$3.0 million for the fiscal year ended June 30, 2008. The level of losses is affected by several factors, including the timing of the continued replenishment of aging, damaged or excess fleet equipment, and conditions in the market for used equipment. We continually evaluate the depreciable lives and salvage values of our equipment.

**Interest Expense.** Interest expense decreased 33.5% to \$9.3 million for the fiscal year ended June 30, 2009 from \$13.9 million for the fiscal year ended June 30, 2008. This decrease was primarily due to lower debt service costs related to a reduction in average debt balances and lower interest rates, partially offset by higher interest rate swap settlement costs as a result of the lower interest rates.

**Other, Net.** Other, net totaled \$1.6 million of income for fiscal 2009 compared to \$0.2 million of income for fiscal 2008. The fiscal 2009 amount includes \$1.2 million related to the settlement of a non-competition lawsuit.

**Income Tax Expense.** We recorded income tax expense of \$18.6 million for an effective tax rate of 37.1% for the fiscal year ended June 30, 2009 compared to income tax expense of \$13.0 million for an effective tax rate of 39.1% for the fiscal year ended June 30, 2008. The lower effective rate for fiscal 2009 is primarily due to a larger domestic production activities deduction and lower state income taxes.

## Liquidity and Capital Resources

Our primary cash needs have been for capital expenditures, working capital, payments under our credit facility and acquisitions. Our primary source of cash for fiscal 2010 and 2009 was cash provided by operations. Our primary sources of cash for fiscal 2008 were cash provided by operations and to a lesser extent, proceeds from the sale of property and equipment.

We need working capital to support seasonal variations in our business, primarily due to the impact of weather conditions on the electric infrastructure and the corresponding spending by our customers on electric service and repairs. The increased service activity during storm restoration events temporarily causes an excess of customer billings over customer collections, leading to increased accounts receivable during those periods. In the past, we have utilized borrowings under the revolving portion of our credit facility and cash on hand to satisfy normal cash needs during these periods.

As of June 30, 2010, our cash totaled \$11.1 million and we had \$90.4 million available under the \$115.0 million revolving portion of our senior credit facility (after giving effect to the outstanding balance of \$24.6 million of standby letters of credit). This borrowing availability is subject to, and potentially limited by, our compliance with the covenants of our credit facility, which are discussed below.

To date, recent distress in the financial markets has not had a significant impact on our financial position. We consider our cash investment policies to be conservative in that we maintain a diverse portfolio of what we believe to be high-quality cash investments with short-term maturities. Accordingly, we do not anticipate that the current volatility in the capital markets will have a material impact on the principal amounts of our cash investments.

We believe that our cash flow from operations, available cash and cash equivalents, and borrowings available under our credit facility will be adequate to meet our ordinary course liquidity needs for the foreseeable future. However, our ability to satisfy our

obligations or to fund planned capital expenditures will depend on our future performance, which to a certain extent is subject to general economic, financial, competitive, legislative, regulatory and other factors beyond our control. We believe that if we pursue any material acquisitions in the foreseeable future we may need to finance this activity through additional equity or debt financing.

***Changes in Cash Flows: 2010 Compared to 2009***

	<u>Year Ended June 30,</u>	
	<u>2010</u>	<u>2009</u>
	(in millions)	
Net cash provided by operating activities	\$ 21.0	\$ 77.3
Net cash used in investing activities	\$ (25.1)	\$ (45.9)
Net cash (used in) provided by financing activities	\$ (28.6)	\$ 1.0

Net cash provided by operating activities decreased to \$21.0 million for the fiscal year ended June 30, 2010 from \$77.3 million for the fiscal year ended June 30, 2009. The decrease in cash flows from operating activities was primarily due to the significant change in net (loss)/income between the two time periods. We had a net loss of \$13.5 million for the fiscal year ended June 30, 2010 compared to net income of \$31.6 million for the fiscal year ended June 30, 2009. Also contributing to the decrease of net cash provided by operating activities for fiscal 2010 compared to fiscal 2009, was the increase in our combined days outstanding in billed accounts receivable and costs and estimated earnings in excess of billings on uncompleted contracts to 81 days from 71 days.

Net cash used in investing activities decreased to \$25.1 million for the fiscal year ended June 30, 2010 from \$45.9 million for the fiscal year ended June 30, 2009. We decreased our net capital expenditures by \$10.6 million during fiscal 2010 compared to fiscal 2009, which for both periods consisted primarily of purchases of vehicles and equipment used to service our customers and software purchases for both the implementation of our human resource and payroll system and toward the implementation of our job cost reporting and billings system. Our cash used for acquisitions during fiscal 2010 and 2009 was \$15.2 million and \$25.1 million, respectively.

Net cash used in financing activities was \$28.6 million for the fiscal year ended June 30, 2010 compared to net cash provided by financing activities of \$1.0 million for the fiscal year ended June 30, 2009. Our cash used in financing activities during the fiscal year ended June 30, 2010 primarily related to the \$26.0 million prepayment on our senior credit facility.

***Changes in Cash Flows: 2009 Compared to 2008***

	<u>Year Ended June 30,</u>	
	<u>2009</u>	<u>2008</u>
	(in millions)	
Net cash provided by operating activities	\$ 77.3	\$ 55.8
Net cash (used in) provided by investing activities	\$ (45.9)	\$ 2.6
Net cash provided by (used in) financing activities	\$ 1.0	\$ (48.5)

Net cash provided by operating activities increased \$21.5 million to \$77.3 million for fiscal 2009 from \$55.8 million for fiscal 2008. The increase in cash flows from operating activities was primarily due to an increase in storm restoration services. For the years ended June 30, 2009 and 2008, our combined revenue days outstanding in billed accounts receivable and costs and estimated earnings in excess of billings on uncompleted contracts increased to 71 days from 68 days.

Net cash used in investing activities was \$45.9 million for fiscal 2009 compared to net cash provided by investing activities of \$2.6 million for fiscal 2008. The change in cash provided by investing activities was primarily due to the purchase of EDS during fiscal 2009 and, to a lesser extent, an increase in purchases of transmission equipment, some of which had been on short-term rental and leasing arrangements assumed in connection with the acquisition of EDS, and software. We determined that it was economically advantageous to purchase the transmission equipment because of the high utilization rates. The software additions were primarily for the implementation of a human resource and payroll system and progress toward implementation of a job cost reporting and billing system.

Net cash provided by financing activities was \$1.0 million for fiscal 2010 compared to net cash used in financing activities of \$48.5 million for fiscal 2009. Net cash used in financing activities for fiscal 2009 primarily reflected net payments under our credit facility.

### ***Capital Expenditures***

We routinely invest in vehicles, equipment and technology. The timing and volume of such capital expenditures in the future will be affected by the addition of new customers or expansion of existing customer relationships. Capital expenditures were \$17.7 million, \$27.3 million and \$8.6 million for fiscal 2010, 2009 and 2008, respectively. Capital expenditures for all periods consisted primarily of purchases of vehicles and equipment used to service our customers. As of June 30, 2010, we had no material outstanding commitments for capital expenditures. We expect capital expenditures to range from \$10 million to \$20 million for the year ending June 30, 2011, which could vary depending on the addition of new customers or increased work on existing customer relationships. We intend to fund those expenditures primarily from operating cash flow and available cash and cash equivalents.

### ***Credit Facility***

On July 29, 2009, we entered into an amended and restated credit agreement that replaced our prior credit facility. The restated credit agreement: (i) extended the maturity of the revolving facility from July 1, 2010 to July 1, 2012; (ii) increased the amount of the revolving facility from \$90.0 million to \$115.0 million; (iii) increased the interest rate on the revolving facility by 2.0%; (iv) increased the aggregate dollar limits on our ability to invest in joint ventures, transfer assets to foreign subsidiaries, make earn-out payments, use unsecured debt, lease equipment, repurchase debt, pay dividends and repurchase equity; and (v) increased the letter of credit limit from \$50.0 million to \$90.0 million, with the addition of an additional \$25.0 million cash collateralized letter of credit facility at our option. The financial covenants in the credit facility remained unchanged in the restated credit agreement.

On August 30, 2010, we entered into an amendment to the restated credit agreement, which: (i) amended the required leverage ratio to be no more than 3.75 to 1.00 for the fiscal quarters ending June 30, 2010 through March 31, 2011 and 3.25 to 1.00 for the fiscal quarter ending June 30, 2011 and thereafter; (ii) waived compliance with the leverage ratio covenant prior to giving effect to the foregoing amendment with regard to the quarter ending June 30, 2010; and (iii) added Qualified Remedial Expenses (as defined in the first amendment) into the calculation of Consolidated EBITDA in the restated credit agreement. The Qualified Remedial Expenses are primarily related to the FY10 environmental matter. Please see "Year Ended June 30, 2010 Compared to Year Ended June 30, 2009" for a discussion of the environmental matter.

As of June 30, 2010, we had \$114.5 million of term loan indebtedness outstanding under our credit facility and our borrowing availability under the revolving portion of our credit facility was \$90.4 million (after giving effect to \$24.6 million of outstanding standby letters of credit). This borrowing availability is subject to, and potentially limited by, our compliance with the covenants of our credit facility which are discussed below. The obligations under our senior credit facility are unconditionally guaranteed by us, Pike Electric, Inc. and each of our existing and subsequently acquired or organized subsidiaries and secured on a first-priority basis by security interests (subject to permitted liens) in substantially all assets owned by us, Pike Electric, Inc. and each of our other subsidiaries, subject to limited exceptions.

Our credit agreement contains a number of affirmative and restrictive covenants including limitations on mergers, consolidations and dissolutions, sales of assets, investments and acquisitions, indebtedness and liens, and other restricted payments. Under the credit agreement, we are permitted to incur maximum capital expenditures of \$70.0 million in fiscal 2010 and in any fiscal year thereafter, subject to a one year carry-forward of 50% of the unused amount from the previous fiscal year. In addition, our credit agreement includes a requirement that we maintain: (i) a leverage ratio (as defined in the senior credit facility; measured on a trailing four-quarter basis) of no more than 3.75 to 1.0 as of the last day of each fiscal quarter, declining to 3.25 on June 30, 2011 and thereafter, and (ii) a cash interest coverage ratio (as defined in the senior credit facility; measured on a trailing four-quarter basis) of at least 3.5 to 1.0 as of the last day of each fiscal quarter. After giving effect to the first amendment to the restated credit agreement, we were in compliance with all of our debt covenants as of June 30, 2010, included those noted above, with a leverage ratio of 2.83 to 1.00 and a cash interest coverage ratio of 6.96 to 1.00.

We repaid \$26.0 million of term loans outstanding under our credit facility during fiscal 2010 with cash provided by operations and cash on hand.

### ***Contractual Obligations and Other Commitments***

As of June 30, 2010, our contractual obligations and other commitments were as follows:

	<b><u>Payment Obligations by Fiscal Year Ended June 30,</u></b>						
	<b><u>Total</u></b>	<b><u>2011</u></b>	<b><u>2012</u></b>	<b><u>2013</u></b>	<b><u>2014</u></b>	<b><u>2015</u></b>	<b><u>Thereafter</u></b>
	(in millions)						
Long-term debt obligations (1)	\$ 114.5	\$ —	\$ —	\$ 114.5	\$ —	\$ —	\$ —
Interest payment obligations (2)	9.7	4.6	4.6	0.5	—	—	—
Operating lease obligations	32.6	9.1	8.3	5.6	3.6	2.3	3.7
Purchase obligations (3)	27.3	27.3	—	—	—	—	—
Deferred compensation (4)	8.3	—	—	1.7	—	—	6.6
Total	<u>\$ 192.4</u>	<u>\$ 41.0</u>	<u>\$ 12.9</u>	<u>\$ 122.3</u>	<u>\$ 3.6</u>	<u>\$ 2.3</u>	<u>\$ 10.3</u>

- (1) Includes only obligations to pay principal not interest expense.
- (2) Represents estimated interest payments to be made on our variable rate debt. All interest payments assume that principal payments are made as originally scheduled. Interest rates utilized to determine interest payments for variable rate debt are based upon our current term loan interest rate and include the impact of our interest rate swaps. For more information, see Note 7 of the Notes to Consolidated Financial Statements.
- (3) Represents purchase obligations related to materials and subcontractor services for customer contracts.
- (4) For a description of the deferred compensation obligation, see Note 16 of the Notes to Consolidated Financial Statements.

### **Off-Balance Sheet Arrangements**

As is common in our industry, we have entered into certain off-balance sheet arrangements in the ordinary course of business that result in risks not directly reflected in our balance sheets. Our significant off-balance sheet transactions include liabilities associated with non-cancelable operating leases, letter of credit obligations, and surety guarantees entered into in the normal course of business. We have not engaged in any off-balance sheet financing arrangements through special purpose entities.

#### ***Letters of Credit***

Certain of our vendors require letters of credit to ensure reimbursement for amounts they are disbursing on our behalf. In addition, from time to time some customers require us to post letters of credit to ensure payment to our subcontractors and vendors under those contracts and to guarantee performance under our contracts. Such letters of credit are generally issued by a bank or similar financial institution. The letter of credit commits the issuer to pay specified amounts to the holder of the letter of credit if the holder claims that we have failed to perform specified actions. If this were to occur, we would be required to reimburse the issuer of the letter of credit. Depending on the circumstances of such a reimbursement, we may also have to record a charge to earnings for the reimbursement. We do not believe that it is likely that any material claims will be made under a letter of credit in the foreseeable future. As of June 30, 2010, we had \$24.6 million of standby letters of credit issued under our credit facility primarily for insurance and bonding purposes.

#### ***Performance Bonds and Parent Guarantees***

In the ordinary course of business, we are required by certain customers to post surety or performance bonds in connection with services that we provide to them. These bonds provide a guarantee to the customer that we will perform under the terms of a contract and that we will pay subcontractors and vendors. If we fail to perform under a contract or to pay subcontractors and vendors, the customer may demand that the surety make payments or provide services under the bond. We must reimburse the surety for any expenses or outlays it incurs. As of June 30, 2010, we had \$124.3 million in surety bonds outstanding, and we also had provided collateral in the form of a letter of credit to sureties in the amount of \$2.0 million, which is included in the total letters of credit outstanding above. To date, we have not been required to make any reimbursements to our sureties for bond-related costs. We believe that it is unlikely that we will have to fund significant claims under our surety arrangements in the foreseeable future.

Pike Electric Corporation, from time to time, guarantees the obligations of its wholly owned subsidiaries, including obligations under certain contracts with customers.

## **Recent Accounting Pronouncements**

### ***FASB Accounting Standards Codification***

In June 2009, the Financial Accounting Standards Board (“FASB”) issued new guidance concerning the organization of authoritative guidance under U.S. GAAP. This new guidance created the FASB Accounting Standards Codification (“Codification”). The Codification has become the source of authoritative U.S. GAAP recognized by the FASB to be applied by nongovernmental entities. Rules and interpretive releases of the Securities and Exchange Commission (“SEC”) under authority of federal securities laws are also sources of authoritative U.S. GAAP for SEC registrants. The Codification became effective for us in our first quarter of fiscal 2010. As the Codification is not intended to change or alter existing U.S. GAAP, it did not have any impact on our consolidated financial statements. On its effective date, the Codification superseded all then-existing non-SEC accounting and reporting standards. All other non-grandfathered non-SEC accounting literature not included in the Codification will become non-authoritative.

### ***Accounting for Business Combinations***

We adopted new U.S. GAAP guidance related to business combinations beginning in our first quarter of fiscal 2010. The adoption of the new guidance impacted the accounting for the Klondyke acquisition (See Note 3 of the Notes to Consolidated Financial Statements) and it will impact the resolution of certain tax contingencies and adjustments to valuation allowances related to business combinations, which previously were adjusted to goodwill, but will now be adjusted to income tax expense, regardless of the date of the original business combination. This guidance defines the acquirer as the entity that obtains control of one or more businesses in the business combination, establishes the acquisition date as the date that the acquirer achieves control and requires the acquirer to recognize the assets acquired, liabilities assumed and any noncontrolling interest at their fair values as of the acquisition date. In addition, this guidance requires expensing of acquisition-related and restructure-related costs, remeasurement of earn-out provisions at fair value, measurement of equity securities issued for purchase at the date of close of the transaction and non-expensing of in-process research and development related intangibles.

### ***Determination of the Useful Life of Intangible Assets***

We adopted new U.S. GAAP guidance concerning the determination of the useful life of intangible assets beginning in our first quarter of fiscal 2010. The adoption of the new guidance did not have a significant impact on our consolidated financial statements. The new guidance amends the factors that are to be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset. The new guidance is intended to improve the consistency between the useful life of a recognized intangible asset and the period of expected cash flows originally used to measure the fair value of the intangible asset under U.S. GAAP.

### ***Measuring Liabilities at Fair Value***

In August 2009, the FASB released new guidance concerning measuring liabilities at fair value. The new guidance provides clarification that in circumstances in which a quoted price in an active market for the identical liability is not available, a reporting entity is required to measure fair value using certain valuation techniques. Additionally, it clarifies that a reporting entity is not required to adjust the fair value of a liability for the existence of a restriction that prevents the transfer of the liability. This new guidance was effective for our second quarter of fiscal 2010 and did not have a significant impact on our consolidated financial statements.

### ***Disclosures for Fair Value Measurements***

In January 2010, the FASB issued new guidance which requires additional disclosures for recurring and nonrecurring fair value measurements and clarifies certain existing disclosure requirements. These additional disclosures include: amounts and reasons for significant transfers between Level 1 and Level 2 of the fair value hierarchy; reasons for significant transfers in and out of Level 3 of the fair value hierarchy; and information about purchases, sales, issuances and settlements on a gross basis in the reconciliation of recurring Level 3 measurements.

The clarification of existing fair value disclosure requirements include the requirement for entities to disclose information about both the inputs and valuation techniques used in estimating Level 2 and Level 3 fair value measurements and to provide disclosures for fair value measurements for each class of assets and liabilities. The requirements of this guidance were effective for periods beginning after December 15, 2009, with the exception of the requirement of information about purchases, sales, issuances and settlements of Level 3 measurements, which becomes effective for periods ending after December 15, 2010. We do not expect this new guidance to have a material impact on our consolidated financial statements.



### *Subsequent Events*

In February 2010, the FASB issued new guidance regarding subsequent events and amendments to certain recognition and disclosure requirements. Under this new guidance, a public company that is a SEC filer, as defined, is no longer required to disclose the date through which subsequent events have been evaluated.

### **FORWARD-LOOKING STATEMENTS**

This Annual Report on Form 10-K contains statements that are intended to be “forward-looking statements” under the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements are based on current expectations, estimates, forecasts and projections about our company and the industry in which we operate and management’s beliefs and assumptions. Such statements include, in particular, statements about our plans, strategies and prospects under the headings “Business - Industry Trends,” “- Competitive Strengths,” “- Business Strategy,” “- Our Services,” “- Competition,” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

Words such as “may,” “should,” “expect,” “anticipate,” “intend,” “plan,” “predict,” “potential,” “continue,” “believe,” “seek,” “estimate,” variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Such risks include, without limitation, those identified under the heading “Risk Factors.” Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. These forward-looking statements include, but are not limited to, statements relating to:

- our belief that there are significant opportunities for our business and the services we provide due to the deterioration of U.S. transmission and distribution infrastructure, the expanded development of energy sources and the increased outsourcing of infrastructure services;
- our expectation that we will benefit from the development of new sources of electric power generation;
- our belief that our customers, especially electric utilities, will expand outsourcing of utility infrastructure services over time;
- our belief that our customers will continue to derive great benefits from our transformation into an energy solutions company with a wide array of outsourced services available to them;
- our expectation that a substantial portion of our total revenues will continue to be derived from a limited group of customers given the composition of the investor-owned, municipal and co-operative utilities in our geographic market;
- our belief that we have a favorable competitive position in our markets due in large part to our ability to execute with respect to the following factors: (i) diversified services including the ability to offer turn-key EPC project services; (ii) customer relationships and industry reputation; (iii) responsiveness in emergency restoration situations; (iv) adequate financial resources and bonding capacity; (v) geographic breadth and presence in customer markets; and (vi) pricing of services, particularly under MSA constraints; and (vii) safety concerns of our crews, customers and the general public;
- our expectation that costs to maintain environmental compliance and/or to address environmental issues will not have a material adverse effect on our results of operations, cash flows or financial condition;
- our belief that our fleet maintenance capabilities, experience and personnel provide us with a competitive advantage;
- our intention to continue to retain any future earnings to finance growth, development and expansion of our business rather than paying dividends;
- our belief that the lawsuits, claims or other proceedings to which we are subject in the ordinary course of business will not have a material adverse effect on our results of operation, financial position, liquidity or cash flows;
- our belief that a significant amount of pent-up demand is building and power system reliability is being challenged and that we remain well positioned to benefit from a reacceleration in maintenance spending, which will remain dependent to a large extent on the health of the economy;

- our expectation that current volatility in the capital markets will not have a material impact on the principal amounts of our cash investments;
- our belief that our cash flow from operations, available cash and cash equivalents, and borrowings available under our credit facility will be adequate to meet our ordinary course liquidity needs for the foreseeable future and that if we pursue any material acquisitions in the foreseeable future we may need to finance this activity through additional equity or debt financing;
- our expectation that our capital expenditures will range from \$10 million to \$20 million for the year ended June 30, 2011 and our intention to fund those expenditures from operating cash flow and available cash and cash equivalents;
- our belief that it is unlikely that any material claims will be made under a letter of credit in the foreseeable future;
- our belief that it is unlikely that we will have to fund significant claims under our surety arrangements in the foreseeable future;
- our expectation that certain recent accounting pronouncements will have no material effect on our consolidated financial statements;
- our expectation that substantially all the assets held for sale at June 30, 2010 will be sold during the first half of fiscal 2011;
- our expectation that our restructuring measures will result in annual savings of \$15.2 million; and
- our belief that contamination at our owned property in Georgia occurred before we purchased the property and that the remediation of the site is substantially complete.

Except as required under the federal securities laws and the rules and regulations of the SEC, we do not have any intention or obligation to update publicly any forward-looking statements after we file this Annual Report on Form 10-K, whether as a result of new information, future events or otherwise.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### **Interest Rate Risk**

We are exposed to market risk related to changes in interest rates on borrowings under our credit facility, which bears interest based on the London Interbank Offered Rate ("LIBOR"), plus an applicable margin dependent upon our total leverage ratio. We use derivative financial instruments to manage exposure to fluctuations in interest rates on our senior credit facility. These derivative financial instruments, which are currently all swap agreements, are not entered into for trading or speculative purposes. A swap agreement is a contract to exchange a floating rate for a fixed rate without the exchange of the underlying notional amount.

We periodically enter into interest rate swaps to decrease our exposure to interest rate volatility. We currently have two active interest rate swaps, both with notional amounts of \$20 million. One has a fixed rate of 1.1375% and the other has a fixed rate of 1.0525%. Based on our leverage ratio and the one-month LIBOR rate at June 30, 2010, these swap agreements effectively fix the interest rate at 2.85% for \$40 million of our term debt. The fair value of the interest rate swaps at June 30, 2010 was reflected on the balance sheet in accrued expenses and other for \$0.2 million.

Based on our outstanding debt of \$114.5 million at June 30, 2010 and after including the impact of our active interest rate swaps, a hypothetical change in the annual interest rate of 100 basis points would result in a change in annual cash interest expense of \$0.7 million. Actual changes in interest rates may differ materially from the hypothetical assumptions used in computing this exposure.

### **Diesel Fuel Risk**

We have a large fleet of vehicles and equipment that primarily use diesel fuel. As a result, we have market risk for changes in diesel fuel prices. If diesel prices rise, our gross profit and operating income (loss) would be negatively affected due to additional costs that may not be fully recovered through increases in prices to customers.

We periodically enter into diesel fuel swaps and fixed-price forward contracts to decrease our price volatility. We currently hedge approximately 52% of our diesel fuel usage with prices ranging from \$2.70 to \$3.26 per gallon at a weighted-average price of \$3.01 per gallon. Our goal is to maintain our hedged positions at 50% to 80% of our annual volumes on a rolling basis. The fair value of the diesel fuel swaps at June 30, 2010 was approximately \$0.

Based on our projected fuel usage for fiscal 2010 and after including the impact of our active diesel fuel swaps, a \$0.50 change in the price per gallon of diesel fuel would change our annual cost of operations by approximately \$1.5 million. Actual changes in costs of operations may differ materially from the hypothetical assumptions used in computing this exposure.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

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## **Management's Report on Internal Control Over Financial Reporting**

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

The Company's internal control over financial reporting includes policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets; (2) provide reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of management and the board of directors of Pike; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of June 30, 2010. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based on our assessment and those criteria, management has concluded that we maintained effective internal control over financial reporting as of June 30, 2010.

Management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of Klondyke Construction LLC, which is included in our 2010 consolidated financial statements and constituted \$10,218,000 and \$8,348,000 of total and net assets, respectively, as of June 30, 2010.

Our independent registered public accounting firm, Ernst & Young LLP, audited the effectiveness of our internal controls over financial reporting. Ernst & Young has issued their report on the effectiveness of internal control over financial reporting which is included in this Annual Report on Form 10-K.

***Report of Independent Registered Public Accounting Firm***

**The Board of Directors and Shareholders of  
Pike Electric Corporation**

We have audited the accompanying consolidated balance sheets of Pike Electric Corporation as of June 30, 2010 and 2009, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended June 30, 2010. Our audits also included the financial statement schedule listed in the Index at Item 15(a)(2). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Pike Electric Corporation at June 30, 2010 and 2009, and the consolidated results of its operations and its cash flows for each of the three years in the period ended June 30, 2010, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Pike Electric Corporation's internal control over financial reporting as of June 30, 2010, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated September 13, 2010 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Greensboro, North Carolina  
September 13, 2010

## ***Report of Independent Registered Public Accounting Firm***

### **The Board of Directors and Shareholders of Pike Electric Corporation**

We have audited Pike Electric Corporation's internal control over financial reporting as of June 30, 2010, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Pike Electric Corporation's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As indicated in the accompanying Form 10-K, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of Klondyke Construction LLC, which is included in the 2010 consolidated financial statements of Pike Electric Corporation and constituted \$10,218,000 and \$8,348,000 of total and net assets, respectively, as of June 30, 2010. Our audit of internal control over financial reporting of Pike Electric Corporation also did not include an evaluation of the internal control over financial reporting of Klondyke Construction LLC.

In our opinion, Pike Electric Corporation maintained, in all material respects, effective internal control over financial reporting as of June 30, 2010, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Pike Electric Corporation as of June 30, 2010 and 2009 and the related consolidated statements of operations, stockholder's equity and cash flows for each of the three years in the period ended June 30, 2010 of Pike Electric Corporation and our report dated September 13, 2010 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Greensboro, NC  
September 13, 2010

**PIKE ELECTRIC CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except par value amounts)

	June 30,	
	2010	2009
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 11,133	\$ 43,820
Accounts receivable from customers, net	64,672	57,766
Costs and estimated earnings in excess of billings on uncompleted contracts	50,215	46,674
Inventories	6,401	7,718
Prepaid expenses and other	9,115	6,306
Deferred income taxes	10,526	13,649
Total current assets	152,062	175,933
Property and equipment, net	194,885	222,539
Goodwill	114,778	106,865
Other intangibles, net	38,527	40,139
Deferred loan costs, net	3,021	2,028
Other assets	2,105	1,465
Total assets	\$ 505,378	\$ 548,969
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 17,484	\$ 13,231
Accrued compensation	22,589	23,002
Billings in excess of costs and estimated earnings on uncompleted contracts	8,925	5,176
Accrued expenses and other	6,112	8,301
Current portion of deferred compensation	—	1,402
Current portion of insurance and claim accruals	23,422	26,442
Total current liabilities	78,532	77,554
Long-term debt	114,500	140,500
Insurance and claim accruals, net of current portion	6,005	7,335
Deferred compensation, net of current portion	5,844	5,563
Deferred income taxes	48,170	57,251
Other liabilities	2,859	3,801
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, par value \$0.001 per share; 100,000 authorized shares; no shares issued and outstanding	—	—
Common stock, par value \$0.001 per share; 100,000 authorized shares; 33,544 and 33,462 shares issued and outstanding at June 30, 2010 and 2009, respectively	6,427	6,427
Additional paid-in capital	158,030	153,035
Accumulated other comprehensive loss, net of taxes	(142)	(1,109)
Retained earnings	85,153	98,612
Total stockholders' equity	249,468	256,965
Total liabilities and stockholders' equity	\$ 505,378	\$ 548,969

The accompanying notes are an integral part of these consolidated financial statements.



**PIKE ELECTRIC CORPORATION**

**CONSOLIDATED STATEMENTS OF OPERATIONS**

(in thousands, except per share amounts)

	Years Ended June 30,		
	2010	2009	2008
Revenues	\$ 504,084	\$ 613,476	\$ 552,029
Cost of operations	<u>456,317</u>	<u>503,203</u>	<u>460,325</u>
Gross profit	47,767	110,273	91,704
General and administrative expenses	51,994	50,248	41,724
Loss on sale and impairment of property and equipment	1,239	2,116	3,043
Restructuring expenses	<u>8,945</u>	<u>—</u>	<u>—</u>
(Loss) income from operations	(14,411)	57,909	46,937
Other expense (income):			
Interest expense	7,908	9,258	13,919
Other, net	<u>(298)</u>	<u>(1,552)</u>	<u>(214)</u>
Total other expense	7,610	7,706	13,705
(Loss) income before income taxes	(22,021)	50,203	33,232
Income tax (benefit) expense	<u>(8,562)</u>	<u>18,634</u>	<u>12,983</u>
Net (loss) income	<u>\$ (13,459)</u>	<u>\$ 31,569</u>	<u>\$ 20,249</u>
 (Loss) earnings per share:			
Basic	<u>\$ (0.41)</u>	<u>\$ 0.96</u>	<u>\$ 0.62</u>
Diluted	<u>\$ (0.41)</u>	<u>\$ 0.94</u>	<u>\$ 0.60</u>
 Shares used in computing earnings per share:			
Basic	<u>33,132</u>	<u>33,023</u>	<u>32,810</u>
Diluted	<u>33,132</u>	<u>33,741</u>	<u>33,666</u>

The accompanying notes are an integral part of these consolidated financial statements.

PIKE ELECTRIC CORPORATION

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY  
(in thousands)

	Common Stock Shares	Common Stock	Additional Paid-In Capital	Other Comprehensive Loss	Retained Earnings	Total Stockholders' Equity
Balance June 30, 2007	32,916	\$ 6,426	\$ 142,849	\$ (8)	\$ 46,794	\$ 196,061
Employee stock compensation plans, net	267	1	5,439	—	—	5,440
Comprehensive income:						
Net income	—	—	—	—	20,249	20,249
Loss on derivative instruments, net of income taxes of (\$512)	—	—	—	(798)	—	(798)
Total comprehensive income	—	—	—	(798)	20,249	19,451
Balance June 30, 2008	33,183	\$ 6,427	\$ 148,288	\$ (806)	\$ 67,043	\$ 220,952
Employee stock compensation plans, net	279	—	4,747	—	—	4,747
Comprehensive income:						
Net income	—	—	—	—	31,569	31,569
Loss on derivative instruments, net of income taxes of (\$194)	—	—	—	(303)	—	(303)
Total comprehensive income	—	—	—	(303)	31,569	31,266
Balance June 30, 2009	33,462	\$ 6,427	\$ 153,035	\$ (1,109)	\$ 98,612	\$ 256,965
Employee stock compensation plans, net	82	—	4,995	—	—	4,995
Comprehensive income:						
Net loss	—	—	—	—	(13,459)	(13,459)
Gain on derivative instruments, net of income taxes of \$615	—	—	—	967	—	967
Total comprehensive income	—	—	—	967	(13,459)	(12,492)
Balance June 30, 2010	33,544	\$ 6,427	\$ 158,030	\$ (142)	\$ 85,153	\$ 249,468

The accompanying notes are an integral part of these consolidated financial statements.

**PIKE ELECTRIC CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	Years ended June 30,		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
Cash flows from operating activities:			
Net (loss) income	\$ (13,459)	\$ 31,569	\$ 20,249
Adjustments to reconcile net (loss) income to net cash provided by operating activities:			
Depreciation and amortization	35,672	36,564	36,042
Non-cash interest expense	2,082	1,534	2,946
Deferred income taxes	(6,506)	(389)	(6,074)
Loss on sale and impairment of property and equipment	1,239	2,116	3,043
Restructuring charges, non-cash	7,938	—	—
Equity compensation expense	4,836	3,437	2,903
Excess tax benefit from stock-based compensation	(18)	(255)	(976)
Changes in operating assets and liabilities:			
Accounts receivable and costs and estimated earnings in excess of billings on uncompleted contracts	(7,501)	16,631	1,893
Inventories, prepaid expenses and other	440	(1,357)	1,588
Insurance and claim accruals	(4,350)	(3,085)	(701)
Accounts payable and other	1,996	(5,713)	(1,006)
Deferred compensation	(1,402)	(3,709)	(4,153)
Net cash provided by operating activities	20,967	77,343	55,754
Cash flows from investing activities:			
Purchases of property and equipment	(17,663)	(27,251)	(8,568)
Business acquisitions, net	(15,157)	(25,092)	—
Net proceeds from sale of property and equipment	7,739	6,462	11,166
Net cash (used in) provided by investing activities	(25,081)	(45,881)	2,598
Cash flows from financing activities:			
Principal payments on long-term debt	(26,000)	—	(51,000)
Borrowings under revolving credit facility	—	84,705	2,800
Repayments under revolving credit facility	—	(84,705)	(2,800)
Stock option and employee stock purchase activity, net	201	805	1,562
Excess tax benefit from stock-based compensation	18	255	976
Deferred loan costs	(2,792)	(59)	—
Net cash (used in) provided by financing activities	(28,573)	1,001	(48,462)
Net (decrease) increase in cash and cash equivalents	(32,687)	32,463	9,890
Cash and cash equivalents beginning of year	43,820	11,357	1,467
Cash and cash equivalents end of year	\$ 11,133	\$ 43,820	\$ 11,357

The accompanying notes are an integral part of these consolidated financial statements.

**PIKE ELECTRIC CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**For the years ended June 30, 2010, 2009 and 2008**

**(in thousands, except per share amounts)**

**1. Organization and Business**

As used in this section, unless the context requires otherwise, the terms “Pike,” “Pike Electric,” “we,” “us,” and “our”, refer to Pike Electric Corporation and its subsidiaries and all predecessors of Pike Electric Corporation and its subsidiaries.

Pike Electric is one of the largest providers of energy solutions for investor-owned, municipal and co-operative utilities throughout the United States. Our comprehensive services include siting, permitting, engineering, design, installation, maintenance and repair of power delivery systems, including renewable energy projects. We operate in one reportable segment.

We monitor revenue by two categories of services: core and storm restoration. We use this breakdown because core services represent ongoing service revenues, most of which are generated by our customers’ recurring maintenance needs, and storm restoration revenues represent additional revenue opportunities that depend on weather conditions.

The following table sets forth our revenue by category of service for the periods indicated:

	<b><u>For the Years Ended June 30,</u></b>					
	<b><u>2010</u></b>		<b><u>2009</u></b>		<b><u>2008</u></b>	
Core services	\$ 457,448	90.7%	\$ 460,630	75.1%	\$ 502,632	91.1%
Storm restoration services	46,636	9.3	152,846	24.9	49,397	8.9
Total	<u>\$ 504,084</u>	<u>100.0%</u>	<u>\$ 613,476</u>	<u>100.0%</u>	<u>\$ 552,029</u>	<u>100.0%</u>

**2. Summary of Significant Accounting Policies**

*Principles of Consolidation*

The consolidated financial statements include the accounts of Pike Electric Corporation and its wholly owned subsidiaries. All intercompany amounts and transactions have been eliminated in consolidation.

*Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States (“U.S. GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant items subject to such estimates and assumptions include the allowance for doubtful accounts; recognition of revenue for costs and estimated earnings in excess of billings on uncompleted contracts; future cash flows associated with long-lived assets; useful lives and salvage values of fixed assets for depreciation purposes; workers compensation and employee benefit liabilities; purchase price allocations, fair value assumptions in analyzing goodwill, income taxes; and fair value of financial instruments. Due to the subjective nature of these estimates, actual results could differ from those estimates.

*Reclassifications*

Certain amounts reported previously have been reclassified to conform to the current year presentation.

### ***Cash and Cash Equivalents***

We consider all highly-liquid investments with an original maturity of three months or less at the date of purchase to be cash equivalents.

### ***Revenue Recognition***

Revenues from service arrangements are recognized when services are performed. We recognize revenue from hourly services based on actual labor and equipment time completed and on materials when billable to our customers. We recognize revenue on unit-based services as the units are completed. We recognize the full amount of any estimated loss on these projects if estimated costs to complete the remaining units for the project exceed the revenue to be received from such units.

Revenues for fixed-price contracts are recognized using the percentage-of-completion method, measured by the percentage of costs incurred to date to total estimated costs for each contract. Contract costs include all direct material, labor and subcontract costs, as well as indirect costs related to contract performance, such as indirect labor, tools, repairs and depreciation. The cost estimation process is based on the professional knowledge and experience of our engineers, project managers, field construction supervisors, operations management and financial professionals. Changes in job performance, job conditions, estimated profitability and final contract settlements may result in revisions to costs and income and their effects are recognized in the period in which the revisions are determined. At the time a loss on a contract becomes known, the entire amount of the estimated ultimate loss is accrued.

The current asset "Costs and estimated earnings in excess of billings on uncompleted contracts" represents revenues recognized in excess of amounts billed. The current liability "Billings in excess of costs and estimated earnings on uncompleted contracts" represents billings in excess of revenues recognized.

### ***Allowance for Doubtful Accounts***

We provide an allowance for doubtful accounts that represents an estimate of uncollectible accounts receivable. The determination of the allowance includes certain judgments and estimates including our customers' willingness or ability to pay and our ongoing relationship with the customer. In certain instances, primarily relating to storm restoration work and other high-volume billing situations, billed amounts may differ from ultimately collected amounts. We incorporate our historical experience with our customers into the estimation of the allowance for doubtful accounts. These amounts are continuously monitored as additional information is obtained. Accounts receivable are due from customers located within the United States. Any material change in our customers' business or cash flows would affect our ability to collect amounts due.

Accounts receivable, net and costs and estimated earnings in excess of billings on uncompleted contracts included allowances for doubtful accounts of \$645 and \$896 at June 30, 2010 and 2009, respectively. We recorded bad debt expense of \$274, \$392 and \$297 for fiscal 2010, 2009 and 2008, respectively.

### ***Inventories***

Inventories consist of machine parts, supplies, small tools and other materials used in the ordinary course of business and are stated at the lower of average cost or market.

### ***Property and Equipment***

Property and equipment is carried at cost. Replacements and improvements are capitalized when costs incurred for those purposes extend the useful life of the asset. Maintenance and repairs are expensed as incurred. Depreciation on capital assets is computed using the straight-line method. Internal and external costs incurred to acquire and create internal use software are capitalized in accordance with U.S. GAAP. Capitalized software is included in property and equipment on the consolidated balance sheets. Our management makes assumptions regarding future conditions in determining estimated useful lives and potential salvage values, and reviews these

assumptions at least annually. These assumptions impact the amount of depreciation expense recognized in the period and any gain or loss recognized once the asset is disposed of or classified as “held for sale.”

We review our property and equipment for impairment when events or changes in business conditions indicate the carrying value of the assets may not be recoverable, as required by *U.S. GAAP*. An impairment of assets classified as “held and used” exists if the sum of the undiscounted estimated future cash flows expected is less than the carrying value of the assets. If this measurement indicates a possible impairment, we compare the estimated fair value of the asset to the net book value to measure the impairment charge, if any. If the criteria for classifying an asset as “held for sale” have been met, we record the asset at the lower of carrying value or fair value, less estimated selling costs. We continually evaluate the depreciable lives and salvage values of our equipment.

#### ***Goodwill and Other Intangible Assets***

We test our goodwill for impairment annually or more frequently if events or circumstances indicate impairment may exist. Examples of such events or circumstances could include a significant change in business climate or a loss of significant customers. We complete our annual analysis of our reporting units as of the first day of our fourth fiscal quarter. For purposes of our fiscal 2010 analysis, we had two reporting units – construction and engineering. In evaluating reporting units, we first consider our operating segments and related components in accordance with U.S. GAAP. We allocate goodwill to the reporting units that are expected to benefit from the synergies of the business combinations generating the goodwill. We apply a two-step fair value-based test to assess goodwill for impairment. The first step compares the fair values of the reporting units to their carrying amounts, including goodwill. If the carrying amount of any reporting unit exceeds its fair value, the second step is then performed. The second step compares the carrying amount of the reporting unit’s goodwill to the implied fair value of the goodwill. If the implied fair value of the goodwill is less than the carrying amount, an impairment loss would be recorded.

We determine the fair value of our reporting units based on a combination of the income approach, using a discounted cash flow model, and a market approach, which considers comparable companies and transactions. Under the income approach, the discounted cash flow model determines fair value based on the present value of projected cash flows over a specific projection period and a residual value related to future cash flows beyond the projection period. Both values are discounted using a rate which reflects our best estimate of the weighted average cost of capital of a market participant, and is adjusted for appropriate risk factors. We perform sensitivity tests with respect to growth rates and discount rates used in the income approach. Under the market approach, valuation multiples are derived based on a selection of comparable companies and acquisition transactions, and applied to projected operating data for each reporting unit to arrive at an indication of fair value.

For our fiscal 2010 annual impairment analysis, we weighted the income and market approaches 70% and 30%, respectively. The income approach was given a higher weight because it has a more direct correlation to the specific economics of the reporting units than the market approach which is based on multiples of companies that, although comparable, may not have the exact same risk factors as our reporting units. The analysis indicated that, as of the first day of our fourth fiscal quarter, the fair values of each of our reporting units exceeded their respective carrying values. The fair value of our construction reporting unit exceeded its carrying value by less than 10%. We also compared the aggregate estimated fair values of our reporting units from the impairment analysis to our overall market capitalization with appropriate consideration of a control premium. Based on these analyses, we have concluded that goodwill was not impaired.

In addition to goodwill, we identify and value other intangible assets that we acquire in business combinations, such as customer arrangements, customer relationships and non-compete agreements, that arise from contractual or other legal rights or that are capable of being separated or divided from the acquired entity and sold, transferred, licensed, rented or exchanged. The fair value of identified intangible assets is based upon an estimate of the future economic benefits expected to result from ownership, which represents the amount at which the assets could be bought or sold in a current transaction between willing parties, that is, other than in a forced or liquidation sale. For customers with whom we have an existing relationship prior to the date of the transaction, we utilize assumptions that a marketplace participant would consider in estimating the fair value of customer relationships that an acquired entity had with our pre-existing customers in accordance with U.S. GAAP.

Intangible assets with definite lives are amortized over their estimated useful lives and are also reviewed for impairment if events or changes in circumstances indicate that their carrying amount may not be realizable. We have no intangibles with indefinite lives other than goodwill.

Inherent in valuation determinations related to goodwill and other intangible assets are significant judgments and estimates, including assumptions about our future revenue, profitability and cash flows, our operational plans, current economic indicators and market valuations. To the extent these assumptions are incorrect or there are declines in our business outlook, impairment charges may be recorded in future periods.

#### ***Insurance and Claim Accruals***

We are partially self-insured for individual workers' compensation, vehicle and general liability, and health insurance claims. To mitigate a portion of these risks, we maintain commercial insurance for individual workers' compensation and vehicle and general liability claims exceeding \$1,000. We also maintain commercial insurance for health insurance claims exceeding \$500 per person on an annual basis. We determine the amount of our loss reserves and loss adjustment expenses for self-insured claims based on analyses prepared quarterly that use both company-specific and industry data, as well as general economic information. Our estimates for insurance loss exposures require us to monitor and evaluate our insurance claims throughout their life cycles. Using this data and our assumptions about the emerging trends, we estimate the size of ultimate claims. Our most significant assumptions in forming our estimates include the trend in loss costs, the expected consistency with prior year claims of the frequency and severity of claims incurred but not yet reported, changes in the timing of the reporting of losses from the loss date to the notification date, and expected costs to settle unpaid claims. We also monitor the reasonableness of the judgments made in the prior year's estimates and adjust current year assumptions based on that analysis.

For the years ended June 30, 2010, 2009 and 2008, respectively, insurance and claims expense was \$40,001, \$43,437 and \$41,495 and was included in cost of operations and general and administrative expenses in the consolidated statements of operations.

#### ***Collective Bargaining Agreements***

With the acquisition of Klondyke Construction LLC ("Klondyke") (Note 3), we are now party to various collective bargaining agreements with various unions representing craftworkers performing field construction operations (approximately 1% of our employees). The agreements require Klondyke to pay specified wages and provide certain benefits to their union employees, including contributions to certain multi-employer pension plans and employee benefit trusts. The collective bargaining agreements expire at various times and have typically been renegotiated and renewed on terms that are similar to the ones contained in the expiring agreements.

#### ***Stock-Based Compensation***

U.S. GAAP requires that all share-based payments be recognized in the consolidated financial statements based on their grant date fair values. Under U.S. GAAP, share-based compensation expense is recognized over the period the recipient is required to perform the services in exchange for the award (presumptively the vesting period). As permitted by U.S. GAAP, we value awards with graded vesting as single awards and recognize the related compensation expense using a straight-line attribution method. U.S. GAAP requires that excess tax benefits be reported as financing cash inflows, rather than as a reduction of taxes paid, which is included within operating cash flows.

#### ***Advertising and Promotion***

We expense advertising and promotion costs as incurred and these costs are included as a component of general and administrative expenses. Advertising and promotion costs for the years ended June 30, 2010, 2009 and 2008 were \$1,180, \$1,184 and \$944, respectively.



### ***Earnings Per Share***

Basic earnings per share is computed by dividing net income or loss by the weighted-average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income or loss by the weighted-average number of common shares outstanding during the period and potentially dilutive common stock equivalents. Potential common stock equivalents that have been issued by us relate to both outstanding stock options and restricted stock awards and are determined using the treasury stock method.

### ***Deferred Loan Costs***

Deferred loan costs are being amortized over the term of the related debt using the effective-interest method. Accumulated amortization was \$12,902 and \$11,102 at June 30, 2010 and 2009, respectively. Amortization expense was \$1,800, \$809 and \$1,703 for the years ended June 30, 2010, 2009 and 2008, respectively. Approximately \$209 and \$829 of the amortization expense for fiscal 2010 and 2008, respectively, is related to unamortized loan costs written off due to term loan prepayments (See Note 7). We had no term loan prepayments during fiscal 2009.

### ***Derivative Instruments***

We use certain derivative instruments to enhance our ability to manage risk relating to diesel fuel and interest rate exposure. Our use of derivative instruments is currently limited to interest rate swaps and diesel fuel swaps. These instruments are generally structured as hedges of forecasted transactions or the variability of cash flows to be paid related to a recognized asset or liability (cash flow hedges). We do not enter into derivative instruments for trading or speculative purposes. However, we have entered into diesel fuel swaps to economically hedge the future purchases of diesel fuel, for which we have not applied hedge accounting. All derivatives are recognized on the balance sheet at fair value. For those derivative instruments for which we intend to elect hedge accounting, on the date the derivative contract is entered into, we document all relationships between hedging instruments and hedged items, as well as our risk-management objective and strategy for undertaking the various hedge transactions. This process includes linking all derivatives designated as cash flow hedges to specific assets and liabilities on the consolidated balance sheet or to specific forecasted transactions. We also formally assess, both at the hedge's inception and on an ongoing basis, whether the derivatives used in hedging transactions are highly effective in offsetting changes in cash flows of hedged items.

Changes in the fair value of derivatives that are highly effective, and are designated and qualify as cash flow hedges are recorded in other comprehensive income (loss) until earnings are affected by the variability in cash flows of the designated hedged item. Any changes in the fair value of a derivative where hedge accounting has not been elected or where there is ineffectiveness are recognized immediately in earnings. Cash flows related to derivatives are included in operating activities. See Note 8 for additional information.

### ***Income Taxes***

The liability method is used in accounting for income taxes as required by U.S. GAAP. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date.



## ***Recent Accounting Pronouncements***

### ***FASB Accounting Standards Codification***

In June 2009, the Financial Accounting Standards Board (“FASB”) issued new guidance concerning the organization of authoritative guidance under U.S. GAAP. This new guidance created the FASB Accounting Standards Codification (“Codification”). The Codification has become the source of authoritative U.S. GAAP recognized by the FASB to be applied by nongovernmental entities. Rules and interpretive releases of the Securities and Exchange Commission (“SEC”) under authority of federal securities laws are also sources of authoritative U.S. GAAP for SEC registrants. The Codification became effective for us in our first quarter of fiscal 2010. As the Codification is not intended to change or alter existing U.S. GAAP, it did not have any impact on our consolidated financial statements. On its effective date, the Codification superseded all then-existing non-SEC accounting and reporting standards. All other non-grandfathered non-SEC accounting literature not included in the Codification will become non-authoritative.

### ***Accounting for Business Combinations***

We adopted new U.S. GAAP guidance related to business combinations beginning in our first quarter of fiscal 2010. The adoption of the new guidance impacted the accounting for the Klondyke acquisition (See Note 3) and it will impact the resolution of certain tax contingencies and adjustments to valuation allowances related to business combinations, which previously were adjusted to goodwill, but will now be adjusted to income tax expense, regardless of the date of the original business combination. This guidance defines the acquirer as the entity that obtains control of one or more businesses in the business combination, establishes the acquisition date as the date that the acquirer achieves control and requires the acquirer to recognize the assets acquired, liabilities assumed and any noncontrolling interest at their fair values as of the acquisition date. In addition, this guidance requires expensing of acquisition-related and restructure-related costs, remeasurement of earn-out provisions at fair value, measurement of equity securities issued for purchase at the date of close of the transaction and non-expensing of in-process research and development related intangibles.

### ***Determination of the Useful Life of Intangible Assets***

We adopted new U.S. GAAP guidance concerning the determination of the useful life of intangible assets beginning in our first quarter of fiscal 2010. The adoption of the new guidance did not have a significant impact on our consolidated financial statements. The new guidance amends the factors that are to be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset. The new guidance is intended to improve the consistency between the useful life of a recognized intangible asset and the period of expected cash flows originally used to measure the fair value of the intangible asset under U.S. GAAP.

### ***Measuring Liabilities at Fair Value***

In August 2009, the FASB released new guidance concerning measuring liabilities at fair value. The new guidance provides clarification that in circumstances in which a quoted price in an active market for the identical liability is not available, a reporting entity is required to measure fair value using certain valuation techniques. Additionally, it clarifies that a reporting entity is not required to adjust the fair value of a liability for the existence of a restriction that prevents the transfer of the liability. This new guidance was effective for our second quarter of fiscal 2010 and did not have a significant impact on our consolidated financial statements.

### ***Disclosures for Fair Value Measurements***

In January 2010, the FASB issued new guidance which requires additional disclosures for recurring and nonrecurring fair value measurements and clarifies certain existing disclosure requirements. These additional disclosures include: amounts and reasons for significant transfers between Level 1 and Level 2 of the fair value hierarchy; reasons for significant transfers in and out of Level 3 of the fair value hierarchy; and information about purchases, sales, issuances and settlements on a gross basis in the reconciliation of recurring Level 3 measurements.

The clarification of existing fair value disclosure requirements include the requirement for entities to disclose information about both the inputs and valuation techniques used in estimating Level 2 and Level 3 fair value measurements and to provide disclosures for fair value measurements for each class of assets and liabilities. The requirements of this guidance were effective for periods beginning after December 15, 2009, with the exception of the requirement of information about purchases, sales, issuances and settlements of Level 3 measurements, which becomes effective for periods ending after December 15, 2010. We do not expect this new guidance to have a material impact on our consolidated financial statements.

### *Subsequent Events*

In February 2010, the FASB issued new guidance regarding subsequent events and amendments to certain recognition and disclosure requirements. Under this new guidance, a public company that is a SEC filer, as defined, is no longer required to disclose the date through which subsequent events have been evaluated.

### **3. Acquisitions**

#### *Energy Delivery Services*

On September 1, 2008, we acquired substantially all of the assets of Shaw Energy Delivery Services, Inc. ("EDS") for \$22,632 in cash, including transaction costs, plus the assumption of certain operating liabilities. This acquisition enabled Pike to expand its operations into engineering, design, procurement and construction management services and expand its geographic presence through engineering offices in the Southwest, Pacific Northwest, Northeast and Mid-Atlantic markets. In addition, the acquisition added talented workforce and equipment for transmission projects up to 345 kV with substation construction and engineering capabilities up to 500kV and an operational team focused on renewable energy projects.

The purchase price to acquire EDS, including transaction costs, has been allocated to the assets acquired and liabilities assumed at the effective date of the acquisition based on estimated fair values, as summarized in the following table.

Current assets	\$ 18,629
Property and equipment	6,297
Customer relationships	2,800
Non-compete agreements	700
Deferred tax asset	2,855
Goodwill	10,321
Total assets acquired	41,602
Current liabilities	(16,103)
Non-current liabilities	(2,867)
Total liabilities assumed	(18,970)
Net assets	<u>\$ 22,632</u>

The intangible asset related to customer relationships is being amortized over eight years. Intangible assets related to non-compete agreements with the seller and certain employees are being amortized over a weighted-average useful life of two years. Approximately \$5,700 of the goodwill is amortizable for tax purposes.

The financial results of the operations of EDS have been included in our consolidated financial statements since the date of the acquisition. The following unaudited pro forma statement of operations data gives effect to the acquisition of EDS as if it had occurred at the beginning of each period presented. The pro forma results are not necessarily indicative of what actually would have occurred had the acquisition been in effect for the periods presented.

	Year ended June 30,	
	2009	2008
Revenues	\$ 631,524	\$ 647,972
Net income	\$ 31,124	\$ 11,127
Basic earnings per common share	\$ 0.94	\$ 0.34
Diluted earnings per common share	\$ 0.92	\$ 0.33

### ***Facilities Planning & Siting***

On June 30, 2009, we acquired the assets of Facilities Planning & Siting, PLLC. (“FPS”). FPS’s civil engineers, GIS analysts, landscape architects and environmental experts, develop site plans for utilities, cooperatives and municipalities. The purchase price of approximately \$2,384, including transaction costs, has been allocated to the assets acquired and liabilities assumed at the effective date of the acquisition based on estimated fair values as follows: \$108 of tangible assets and \$876 in identifiable intangible assets, resulting in goodwill of approximately \$1,400. Approximately \$1,100 of the goodwill is amortizable for tax purposes.

### ***Klondyke***

On June 30, 2010, we acquired Klondyke Construction LLC (“Klondyke”) based in Phoenix, AZ, for a price of \$17,000 (\$15,157 net of cash acquired), plus the assumption of certain operating liabilities. Klondyke provides construction and maintenance services primarily associated with electric substation, transmission and distribution infrastructure. Klondyke also constructs renewable energy generation facilities. Klondyke’s range of construction services related to substation, transmission and distribution infrastructure complements our west coast engineering capabilities and enables the continued expansion of engineering, procurement and construction services.

The purchase price of approximately \$17,000 has been allocated to the assets acquired and liabilities assumed at the effective date of the acquisition based on estimated fair values as follows: \$6,348 of tangible net assets and \$2,000 in identifiable intangible assets, resulting in goodwill of approximately \$8,652. The allocation of the purchase price remains preliminary as management continues to assess the valuation of the acquired assets and liabilities. The goodwill recognized is attributable primarily to expected synergies and the assembled workforce, and is expected to be amortizable for tax purposes. During the fourth quarter of fiscal 2010, we incurred acquisition-related costs of \$285, which are included in general and administrative expenses.

#### 4. Restructuring Expenses

During the second quarter of fiscal 2010, we initiated plans to implement cost restructuring measures in our distribution operations and support services. The cost restructuring initiatives included reductions in headcount, pay levels and employee benefits in distribution operations and support services, and the disposition of excess fleet assets. We made these changes in order to improve our efficiency and to attempt to align our costs with the current operating environment.

We recorded a pre-tax restructuring charge related to these measures of \$8,945 comprised of \$1,007 for severance and other termination benefits and a \$7,938 non-cash writedown of fleet and other fixed assets to be disposed. The following table summarizes the restructuring activity during the year ended June 30, 2010:

Description	One-Time Employee Termination Benefits	Fixed Asset Writedowns	Total
Accrued restructuring balance as of June 30, 2009	\$ —	\$ —	\$ —
Costs incurred and charged to expense	1,007	7,938	8,945
Cash payments	(1,007)	—	(1,007)
Non-cash settlement	—	(7,938)	(7,938)
Accrued restructuring balance as of June 30, 2010	\$ —	\$ —	\$ —

As of June 30, 2010 we had received \$4,351 in proceeds from the sale of assets written down in connection with the restructuring. The carrying value of the remaining assets to be disposed of in connection with the restructuring was \$776 at June 30, 2010 and was included within prepaid expenses and other in the condensed consolidated balance sheets. We expect to complete the disposition of these remaining assets within the next six months.

#### 5. Property and Equipment

Property and equipment is comprised of the following:

	Estimated Useful Lives in Years	June 30,	
		2010	2009
Land	—	\$ 2,971	\$ 2,971
Buildings	15-39	26,716	26,708
Vehicles	5-12	229,034	262,413
Machinery and equipment	3-19	77,219	86,947
Office equipment, furniture and software	3-7	25,784	22,758
Total		361,724	401,797
Less: accumulated depreciation		(166,839)	(179,258)
Property and equipment, net		<u>\$ 194,885</u>	<u>\$ 222,539</u>

Depreciation expense for the years ended June 30, 2010, 2009 and 2008 was \$31,383, \$32,939 and \$32,878, respectively.

Expenses for maintenance and repairs of property and equipment were \$27,883, \$34,609 and \$36,097, for the years ended June 30, 2010, 2009 and 2008, respectively.

Amounts reported as loss on sale and impairment of property and equipment relate primarily to the sale of aging, damaged or excess fleet equipment. The carrying value of assets held for sale was \$898 and \$825 at June 30, 2010 and 2009, respectively, and is included in prepaid expenses and other in the consolidated balance sheets. Substantially all of the assets held for sale at June 30, 2010 are expected to be sold during the first six months of fiscal 2011.

## 6. Goodwill and Other Intangible Assets

The changes in the carrying amount of goodwill for fiscal year 2010 are as follows:

	Amount
Goodwill at June 30, 2009	\$ 106,865
Acquisition of Klondyke and acquisition adjustments related to FPS	7,913
Goodwill at June 30, 2010	\$ 114,778

We have recorded no impairment losses related to goodwill and have no intangibles with indefinite lives other than goodwill.

Other amortizable intangible assets are comprised of:

	Customer Relationships		Customer Arrangements		Non-Compete Agreements		Total	
	June 30, 2010	2009	June 30, 2010	2009	June 30, 2010	2009	June 30, 2010	2009
Gross carrying value	\$48,106	\$46,170	\$6,990	\$6,990	\$6,990	\$6,250	\$62,086	\$59,410
Accumulated amortization	(12,160)	(8,929)	(6,990)	(6,990)	(4,409)	(3,352)	(23,559)	(19,271)
Net intangible assets	\$35,946	\$37,241	\$-	\$-	\$2,581	\$2,898	\$38,527	\$40,139

During the year ended June 30, 2010, we recorded \$2,676 of amortizable intangible assets in connection with acquisitions. Amortization expense related to intangible assets for the years ended June 30, 2010, 2009 and 2008 was \$4,289, \$3,625 and \$3,164, respectively.

Estimated future amortization expense related to intangible assets is as follows:

Years Ended June 30,	Amount
2011	\$ 3,742
2012	3,032
2013	3,048
2014	2,354
2015	2,213
Thereafter	24,138
Total	\$ 38,527

## 7. Debt

Debt consisted of the following at June 30, 2010 and 2009:

	June 30,	
	2010	2009
Revolving credit facility	\$ —	\$ —
Long-term debt:		
\$300 million term loan	\$ 72,966	\$ 89,534
\$150 million term loan	41,534	50,966
	114,500	140,500
Less: current portion	—	—
Long-term debt	\$ 114,500	\$ 140,500

The total \$114,500 balance of long-term debt matures in fiscal year 2013.

On July 29, 2009, we entered into an amended and restated secured bank credit agreement (“Restated Credit Agreement”) that replaced our prior credit facility (“Original Credit Facility”). The Restated Credit Agreement: (i) extended the maturity of the revolving facility from July 1, 2010 to July 1, 2012; (ii) increased availability under the revolving facility from \$90,000 to \$115,000; (iii) increased the interest rate on the revolving facility by 2.0%; (iv) increased the aggregate dollar limits on our ability to invest in joint ventures, transfer assets to foreign subsidiaries, make earn-out payments, use unsecured debt, lease equipment, repurchase debt, pay dividends and repurchase equity; and (v) increased the letter of credit limit from \$50,000 to \$90,000, with the addition of an additional \$25,000 cash collateralized letter of credit facility at our option. The financial covenants in the credit facility remained unchanged in the Restated Credit Agreement.

On August 30, 2010, we entered into an amendment to the Restated Credit Agreement, which: (i) amended the required leverage ratio to be no more than 3.75 to 1.00 for the fiscal quarters ending June 30, 2010 through March 31, 2011 and 3.25 to 1.00 for the fiscal quarter ending June 30, 2011 and thereafter; (ii) waived compliance with the leverage ratio covenant prior to giving effect to the foregoing amendment with regard to the quarter ending June 30, 2010; and (iii) added Qualified Remedial Expenses (as defined in the first amendment) into the calculation of Consolidated EBITDA in the restated credit agreement. The Qualified Remedial Expenses are primarily related to a fiscal 2010 environmental matter, which has been settled, and for which expenses of \$3,272 are included in costs of operations.

We paid and capitalized \$2,851 of fees related to the Restated Credit Agreement that are being amortized on a straight-line basis as part of interest expense over the remaining term of the revolving facility. During the three months ended September 30, 2009, we immediately recognized expense for \$112 in deferred loan costs associated with the Original Credit Facility, which was related to costs assigned to parties not involved in the amended revolving facility. In addition to the fees to be amortized related to our revolving credit facility, we continue to amortize, over the remaining term of the related debt using the effective-interest method, \$13,071 in deferred loan costs related to the Original Credit Facility. At June 30, 2010, accumulated amortization related to all deferred loan costs was \$12,902.

In addition to the revolving facility, the Restated Credit Agreement includes a \$300,000 term loan due July 1, 2012 and a \$150,000 term loan due March 10, 2012, of which we had \$114,500 outstanding at June 30, 2010. The Restated Credit Agreement is secured by substantially all of our assets and contains a number of affirmative and restrictive covenants, including limitations on mergers, consolidations and dissolutions, sales of assets, investments and acquisitions, indebtedness, liens and restricted payments, and a requirement to maintain certain financial ratios. Pursuant to the terms of the Restated Credit Agreement, we may prepay any loans under the agreement in whole or in part without penalty.

The term loans bear interest at a variable rate at our option of either (a) the Alternate Base Rate, defined as the greater of the Prime Rate or the Federal Funds Effective Rate plus 0.50%, plus a margin ranging from 0.50% to

0.75% or (b) LIBOR plus a margin ranging from 1.50% to 1.75%. The margins are applied based on our leverage ratio, which is computed quarterly. At June 30, 2010, the LIBOR margin was 1.75%. At June 30, 2010, our interest rate for both term loans was 2.125%.

Advances made under the revolving facility bear interest at a variable rate at our election of either (a) the Alternate Base Rate as defined, plus a margin ranging from 2.50% to 3.00% or (b) LIBOR plus a margin ranging from 3.50% to 4.00%. The margins are applied based on our leverage ratio, which is computed quarterly. At June 30, 2010, the LIBOR margin was 4.00%. The borrowing availability under the revolving credit facility was \$90,360 as of June 30, 2010 (after giving effect to outstanding standby letters of credit of \$24,640). This borrowing availability is subject to, and potentially limited by, our compliance with the covenants of the Restated Credit Agreement, as amended. We are subject to a commitment fee of 0.75% and letter of credit fees between 3.75% and 4.25% based on our leverage ratio.

Effective May 2010, we entered into an interest rate swap agreement (the "May 2010 Swap") with a notional amount of \$20,000. The May 2010 Swap has an effective date of May 13, 2010 and will expire on May 13, 2012. Under the May 2010 Swap, we paid a fixed rate of 1.1375% and received a rate equivalent to the thirty-day LIBOR, adjusted monthly.

Effective June 2010, we entered into an interest rate swap agreement (the "June 2010 Swap") with a notional amount of \$20,000. The June 2010 Swap has an effective date of June 19, 2010 and will expire on June 19, 2012. Under the June 2010 Swap, we paid a fixed rate of 1.0525% and received a rate equivalent to the thirty-day LIBOR, adjusted monthly.

Cash paid for interest expense totaled \$6,223, \$7,982 and \$12,616 for the years ended June 30, 2010, 2009 and 2008, respectively. Interest costs capitalized for the year ended June 30, 2010, 2009 and 2008 were \$259, \$232 and \$92, respectively.

## **8. Derivative Instruments and Hedging Activities**

All derivative instruments are recorded on the consolidated balance sheets at their respective fair values under U.S. GAAP. Changes in fair value are recognized either in income or other comprehensive income (loss) ("OCI"), depending on whether the transaction qualifies for hedge accounting and, if so, the nature of the underlying exposure being hedged and how effective the derivatives are at offsetting price movements in the underlying exposure. The effective portions recorded in OCI are recognized in the statement of operations when the hedged item affects earnings.

We have used certain derivative instruments to enhance our ability to manage risk relating to diesel fuel and interest rate exposure. Derivative instruments are not entered into for trading or speculative purposes. We document all relationships between derivative instruments and related items, as well as our risk-management objectives and strategies for undertaking various derivative transactions.

### ***Interest Rate Risk***

We are exposed to market risk related to changes in interest rates on borrowings under our senior credit facility, which bears interest based on LIBOR, plus an applicable margin dependent upon our total leverage ratio. We use derivative financial instruments to manage exposure to fluctuations in interest rates on our senior credit facility.

Effective December 2007, we entered into two interest rate swap agreements (the "2007 Swaps") with a total notional amount of \$100,000 to help manage a portion of our interest risk related to our floating-rate debt interest risk. The 2007 Swaps expired in December 2009. Under both 2007 Swap agreements, we paid a fixed rate of 3.99% and received a rate equivalent to the thirty-day LIBOR, adjusted monthly. The 2007 swaps qualified for hedge accounting and were designated as cash flow hedges. As determined in accordance with U.S. GAAP, there was no hedge ineffectiveness for the 2007 Swaps for the fiscal year ended June 30, 2009.

Effective May 2010, we entered into an interest rate swap agreement (the "May 2010 Swap") with a notional amount of \$20,000 to help manage a portion of our interest risk related to our floating-rate debt interest risk. The

May 2010 Swap will expire in May 2012. Under the May 2010 Swap agreement, we paid a fixed rate of 1.1375% and received a rate equivalent to the thirty-day LIBOR, adjusted monthly. The May 2010 swap qualified for hedge accounting and was designated as a cash flow hedge. As determined in accordance with U.S. GAAP, there was no hedge ineffectiveness for the May 2010 Swap for the fiscal year ended June 30, 2010.

Effective June 2010, we entered into an interest rate swap agreement (the "June 2010 Swap") with a notional amount of \$20,000 to help manage a portion of our interest risk related to our floating-rate debt interest risk. The June 2010 Swap will expire in June 2012. Under the June 2010 Swap agreement, we paid a fixed rate of 1.0525% and received a rate equivalent to the thirty-day LIBOR, adjusted monthly. The June 2010 swap qualified for hedge accounting and was designated as a cash flow hedge. As determined in accordance with U.S. GAAP, there was no hedge ineffectiveness for the June 2010 Swap for the fiscal year ended June 30, 2010.

The net derivative income (loss) recorded in OCI will be reclassified into earnings over the term of the underlying cash flow hedge. The amount that will be reclassified into earnings will vary depending upon the movement of the underlying interest rates. As interest rates decrease, the charge to earnings will increase. Conversely, as interest rates increase, the charge to earnings will decrease.

### ***Diesel Fuel Risk***

We have a large fleet of vehicles and equipment that primarily uses diesel fuel. As a result, we have market risk for changes in diesel fuel prices. If diesel prices rise, our gross profit and operating income (loss) would be negatively affected due to additional costs that may not be fully recovered through increases in prices to customers.

We periodically enter into diesel fuel swaps to decrease our price volatility. As of June 30, 2010, we had hedged approximately 52% of our next 12 months of projected diesel fuel purchases at prices ranging from \$2.70 to \$3.26 per gallon. We are not currently utilizing hedge accounting for any active diesel fuel derivatives.

### ***Balance Sheet and Statement of Operations Information***

The fair value of derivatives at June 30, 2010 and 2009 is summarized in the following table:

	Balance Sheet Location	Asset Derivatives		Liability Derivatives	
		Fair Value at June 30, 2010	Fair Value at June 30, 2009	Fair Value at June 30, 2010	Fair Value at June 30, 2009
<b>Derivatives designated as hedging instruments under U.S. GAAP:</b>					
Interest rate swaps	Accrued expenses and other	\$ —	\$ —	\$ 245	\$ 1,821
Total derivatives designated as hedging instruments under U.S. GAAP		\$ —	\$ —	\$ 245	\$ 1,821
<b>Derivatives not designated as hedging instruments under U.S. GAAP:</b>					
Diesel fuel swaps (gross) (1)	Prepaid expenses and other	\$ 169	\$ —	\$ —	\$ —
Diesel fuel swaps (gross) (1)	Accrued expenses and other	—	259	166	572
Total derivatives not designated as hedging instruments under U.S. GAAP		\$ 169	\$ 259	\$ 166	\$ 572
Total derivatives		\$ 169	\$ 259	\$ 411	\$ 2,393

(1) The fair values of asset and liability derivatives with the same counterparty are netted on the balance sheet.



The effects of derivative instruments, net of tax, on the consolidated statements of operations for the fiscal years ended June 30, 2010 and 2009 are summarized in the following tables:

**Derivatives designated as cash flow hedging instruments:**

	Amount of Gain (Loss) Recognized in OCI (Effective Portion)		Location of Gain (Loss) Reclassified from Accumulated OCI into Income (Loss)	Amount of Gain (Loss) Reclassified from Accumulated OCI into Income (Loss)	
	2010	2009		2010	2009
For the Year Ended June 30,					
Interest rate swaps	\$ 967	\$ (303)	Interest expense	\$ (1,077)	\$ (1,529)
Totals	\$ 967	\$ (303)		\$ (1,077)	\$ (1,529)

**Derivatives not designated as cash flow hedging instruments:**

For the Year Ended June 30,	Location of Gain (Loss) Recognized in Income (Loss)	Amount of Gain (Loss) Recognized in Income (Loss)	
		2010	2009
Diesel fuel swaps	Cost of operations	\$ 317	\$ (313)
Total		\$ 317	\$ (313)

During the years ended June 30, 2010 and 2009, we had no cash flow hedge ineffectiveness.

For the years ended June 30, 2010 and 2009, there were no reclassifications to earnings due to hedged firm commitments no longer deemed probable or due to hedged forecasted transactions that had not occurred by the end of the originally specified time period.

***Accumulated OCI***

For the interest rate swaps, the following table summarizes the net derivative gains or losses, net of taxes, deferred into accumulated OCI and reclassified to income (loss) for the periods indicated below.

	For the Year Ended June 30,	
	2010	2009
Net accumulated derivative loss deferred at beginning of period	\$ (1,109)	\$ (806)
Deferral of net derivative loss in accumulated other comprehensive loss	(110)	(1,832)
Reclassification of net derivative loss against (loss) income	1,077	1,529
Net accumulated derivative loss deferred at end of period	\$ (142)	\$ (1,109)

At June 30, 2010 and June 30, 2009, accumulated OCI associated with interest rate swaps qualifying for hedge accounting treatment was \$(142) and \$(1,109), respectively, net of income tax effects. At June 30, 2010 and 2009,

there was no accumulated OCI associated with diesel fuel swaps as we were not utilizing hedge accounting for any such swaps.

The estimated net amount of the existing losses in OCI at June 30, 2010 expected to be reclassified into net income (loss) over the next twelve months is approximately \$100. This amount was computed using the fair value of the cash flow hedges at June 30, 2010 and will differ from actual reclassifications from OCI to net income (loss) during the next twelve months.

## 9. Comprehensive (Loss) Income

The components of comprehensive (loss) income were as follows for the periods presented:

	<b>For the Year Ended June 30,</b>	
	<b>2010</b>	<b>2009</b>
Net (loss) income	\$ (13,459)	\$ 31,569
Change in fair value of interest rate cash flow hedges, net of income taxes of \$615 and (\$194), respectively	967	(303)
Comprehensive (loss) income	<u>\$ (12,492)</u>	<u>\$ 31,266</u>

## 10. Fair Value Measurements

Fair value rules currently apply to all financial assets and liabilities and for certain nonfinancial assets and liabilities that are required to be recognized or disclosed at fair value. For this purpose, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs.

U.S. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

- Level 1 - Valuations based on quoted prices in active markets for identical instruments that we are able to access. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these products does not entail a significant degree of judgment.
- Level 2 - Valuations based on quoted prices in active markets for instruments that are similar, or quoted prices in markets that are not active for identical or similar instruments, and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.
- Level 3 - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

As of June 30, 2010, we held certain items that are required to be measured at fair value on a recurring basis. These items consisted of diesel fuel swaps, which are used to hedge a portion of our diesel fuel costs. See Note 8 for further information on our derivative instruments and hedging activities.

Our diesel fuel derivative instruments consist of over-the-counter contracts, which are not traded on a public exchange. The fair values for our diesel fuel swaps are based on current settlement values and represent the estimated amount we would have received or paid upon termination of these agreements. The fair values are derived using pricing models that rely on market observable inputs such as yield curves and commodity forward prices, and therefore are classified as Level 2. We also consider counterparty credit risk in our determination of all estimated fair values. We have consistently applied these valuation techniques in all periods presented.

At June 30, 2010, both the carrying amount and fair value for our swap agreements were as follows:

Description	June 30, 2010	Level 1	Level 2	Level 3
Interest rate swap agreements	\$ (245)	\$ -	\$ (245)	\$ -
Diesel fuel swap agreements	3	-	3	-
Total	\$ (242)	\$ -	\$ (242)	\$ -

The carrying amounts of cash and cash equivalents, accounts receivable and accounts payable approximate fair values due to the short-term nature of these instruments. The carrying value of our debt approximates fair value based on the market-determined, variable interest rates.

Assets and liabilities that are measured at fair value on a nonrecurring basis include reporting units valued in connection with annual and interim goodwill impairment testing, assets held for sale, and termination benefits to be paid in connection with our restructuring plans (Note 4). For goodwill impairment testing we rely primarily on a discounted cash flow approach, using Level 3 inputs. This approach requires significant estimates and judgmental factors, including revenue growth rates, terminal values, and weighted average cost of capital, which is used to discount future cash flows. Assets held for sale are valued using Level 2 inputs, primarily observed prices for similar assets in the used equipment market. Liabilities measured and recorded for termination benefits are based on the estimated ultimate payment amounts, which approximate fair value as determined using Level 3 inputs.

## 11. Income Taxes

Income tax expense consisted of the following:

	Years Ended June 30,		
	2010	2009	2008
Current	\$ (2,056)	\$ 19,023	\$ 19,052
Deferred	(6,506)	(389)	(6,069)
Total	\$ (8,562)	\$ 18,634	\$ 12,983

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of our deferred tax liabilities and assets are as follows:

	June 30,	
	2010	2009
Deferred tax liabilities:		
Tax over book depreciation	\$ (51,260)	\$ (58,791)
Tax over book amortization	(8,858)	(9,864)
Other	(942)	(687)
Total deferred tax liabilities	(61,060)	(69,342)
Deferred tax assets:		
Deferred compensation	2,283	2,721
Self-insurance accruals	9,945	12,236
Accrued vacation	2,109	2,310
Other	9,079	8,473
Total deferred tax assets	23,416	25,740
Net deferred tax liabilities	\$ (37,644)	\$ (43,602)

The differences between the income tax expense and the amounts computed by applying the statutory federal income tax rate to earnings before income taxes are as follows:

	Years Ended June 30,					
	2010		2009		2008	
Computed tax at federal statutory rate	\$ (7,707)	-35.0%	\$ 17,571	35.0%	\$ 11,631	35.0%
State income taxes, net of federal benefit	(1,028)	-4.7%	1,799	3.6%	1,393	4.2%
Other	173	0.8%	(736)	-1.5%	(41)	-0.1%
Net income tax (benefit) expense	\$ (8,562)	-38.9%	\$ 18,634	37.1%	\$ 12,983	39.1%

Cash paid for income taxes totaled \$556, \$20,203 and \$23,971 for the years ended June 30, 2010, 2009 and 2008, respectively.

We have recorded a liability for unrecognized tax benefits related to tax positions taken on various income tax returns. If recognized, the entire amount of unrecognized benefits would impact our effective tax rate.

A reconciliation of the beginning and ending amounts of unrecognized tax benefits is as follows:

	Years Ended June 30,		
	2010	2009	2008
Beginning of year	\$ 146	\$ 558	\$ 558
Increases related to tax positions taken in a prior period	—	75	—
Decreases related to tax positions taken in a prior period	—	(120)	—
Decreases relating to settlements with taxing authorities	—	(367)	—
End of year	\$ 146	\$ 146	\$ 558

All of the unrecognized tax benefits remaining as of June 30, 2010 would impact our effective tax rate if recognized.

The Internal Revenue Service has completed its examination of our federal income tax returns through the year ended June 30, 2007. With few exceptions, our state income tax returns our subject to examination for the year ended June 30, 2006 and forward.

We have elected to recognize interest and penalties related to income tax matters in the income tax provision. Interest and penalties were minor for all periods presented, and as of June 30, 2010, there were no significant amounts accrued for interest or penalties related to uncertain tax positions.

## 12. Employee Benefit Plans

We sponsor a defined contribution plan that covers all full-time employees who have completed a minimum of two months of employment. Contributions relating to the defined contribution plan will be made based upon the plan's provisions. Additional amounts may be contributed at the option of our board of directors. Our contributions were \$1,872, \$2,084 and \$1,630 for the years ended June 30, 2010, 2009 and 2008, respectively.

## 13. Stock-Based Compensation

### Overview

In connection with our initial public offering, we adopted the 2005 Omnibus Compensation Plan (the "2005 Plan") in July 2005. We adopted the 2008 Omnibus Compensation Plan (the "2008 Plan" and, together with the 2005 Plan, the "Omnibus Plans") in fiscal year 2008 in anticipation of future compensation-related equity awards. The Omnibus Plans authorize our Board of Directors to grant various types of awards to directors, officers, employees and consultants, including stock options intended to qualify as incentive stock options under Section 422

of the Internal Revenue Code of 1986, as amended, nonqualified stock options, stock appreciation rights, restricted stock awards, restricted stock units, performance units, cash incentive awards, deferred share units and other equity-based or equity-related awards. To date all equity awards under the Omnibus Plans have consisted of nonqualified stock options and restricted stock.

Subject to adjustment as provided below, the aggregate number of shares of common stock that may be issued pursuant to awards granted under the 2005 Plan is 1,750, of which the maximum number of shares that may be delivered pursuant to incentive stock options granted and restricted stock awards is 500 and 450, respectively. Subject to adjustment as provided below, the aggregate number of shares of common stock that may be issued pursuant to awards granted under the 2008 Plan is 2,500, of which the maximum number of shares that may be delivered pursuant to incentive stock options granted and restricted stock awards is 500 and 500, respectively. We have a policy of issuing new shares to satisfy option exercises.

Under both Omnibus Plans, the maximum number of shares of common stock with respect to which awards may be granted to any eligible individual in any fiscal year is 600. If an award granted under either Omnibus Plan is forfeited, or otherwise expires, terminates or is canceled without the delivery of shares, then the shares covered by the forfeited, expired, terminated or canceled award will again be available to be delivered pursuant to awards under the applicable Omnibus Plan.

We also maintain two stock option plans that were adopted in 2002 (the “2002 Plans”), under which stock options were granted to key employees, officers and directors. Option grants under the 2002 Plans were at a price of no less than the fair market value of the underlying stock at the date of grant, generally vest over a four-year period, and have a term of ten years. We do not intend to make additional grants under the 2002 Plans.

We recorded non-cash expense related to our stock-based compensation plans of \$4,836, \$3,437 and \$2,903 for the years ended June 30, 2010, 2009 and 2008, respectively, all of which is included in general and administrative expenses in the consolidated statements of operations. The total income tax benefit associated with non-cash stock compensation expense was \$1,889, \$1,342 and \$1,134 for the years ended June 30, 2010, and 2009 and 2008, respectively. As of June 30, 2010, there were 1,819 shares available for future issuance under our stock-based compensation plans.

### *Stock Options*

For purposes of determining compensation expense for stock option awards, the fair value of each option award is estimated on the date of grant using the Black-Scholes option pricing model. The key assumptions used in the Black-Scholes model for options granted during fiscal 2010, 2009 and 2008 were as follows:

	Years ended June 30,		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
Dividend yield	—	—	—
Risk-free interest rate	2.65% - 2.74%	1.87% - 3.00%	3.21% - 3.53%
Expected volatility	0.45	0.38	0.36 - 0.38
Expected life	6.0 - 6.5 years	6.0 years	6.0 - 6.5 years

The dividend yield assumption is based on our current intent not to issue dividends. The risk-free interest rate is based on the U.S. Treasury rate for the expected life at the time of grant. We have limited trading history beginning July 27, 2005; as such our expected volatility is based on the average long-term historical volatilities of peer companies. Also, due to our limited trading history, we are using the “simplified method” to calculate expected holding periods as allowed under U.S. GAAP, which represents the period of time that options granted are expected to be outstanding.

A summary of stock option activity for the year ended June 30, 2010, is presented as follows:

	<u>Options</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Remaining Life (years)</u>	<u>Aggregate Intrinsic Value</u>
Options outstanding, June 30, 2009	2,940	\$ 10.19		
Exercised	(2)	\$ 8.81		
Forfeited	—	—		
Granted	411	\$ 11.38		
Options outstanding, June 30, 2010	<u>3,349</u>	<u>\$ 10.33</u>	<u>5.3</u>	<u>\$ 6,089</u>
Options vested and expected to vest, June 30, 2010	<u>3,280</u>	<u>\$ 10.28</u>	<u>5.2</u>	<u>\$ 6,084</u>
Options exercisable, June 30, 2010	<u>2,400</u>	<u>\$ 5.10</u>	<u>3.1</u>	<u>\$ 6,021</u>

The weighted-average grant-date fair value of options granted during fiscal 2010, 2009 and 2008 was \$5.33, \$4.19 and \$6.65, respectively. The total intrinsic value of options exercised during fiscal 2010, 2009 and 2008 was \$3, \$415 and \$2,695, respectively.

As of June 30, 2010, there was \$3,204 of unrecognized compensation expense related to outstanding stock options which is expected to be recognized over a weighted-average period of 1.9 years.

Cash received from option exercises for the years ended June 30, 2010, 2009 and 2008 was \$16, \$242 and \$1,008, respectively. The actual tax benefit realized from option exercises totaled \$1, \$225 and \$1,100 for the years ended June 30, 2010, 2009 and 2008, respectively.

#### ***Other Stock-Based Compensation***

A summary of restricted stock activity for the year ended June 30, 2010 is presented below:

	<u>Shares</u>	<u>Weighted Average Grant- Date Fair Value</u>
Non-vested shares, June 30, 2009	389	\$14.16
Granted	236	\$10.45
Vested	(88)	\$13.58
Forfeited	—	—
Non-vested shares, June 30, 2010	<u>537</u>	<u>\$12.62</u>

The fair value of restricted stock awards is estimated based on the average of our high and low stock price on the date of grant, and, for the purposes of expense recognition, the total new number of shares expected to vest is adjusted for estimated forfeitures. As of June 30, 2010, there was \$3,079 of unrecognized compensation expense related to non-vested restricted stock which is expected to be recognized over a weighted-average period of 1.8 years. The total fair value of shares vested during the years ended June 30, 2010, 2009 and 2008 was \$1,019, \$149 and \$773, respectively.

In addition, we recorded non-cash compensation expense of \$250 in the year ended June 30, 2008, related to an annual bonus of unrestricted and fully vested shares of common stock granted to our Chief Executive Officer pursuant to his employment agreement. This specific equity award was eliminated pursuant to a change in the employment agreement of our Chief Executive Officer in fiscal 2009.

### *Employee Stock Purchase Plan*

In September 2005, we adopted an Employee Stock Purchase Plan (the "ESPP") that was approved by stockholders in December 2005. Under the ESPP, shares of our common stock are purchased during offerings commencing on January 1 of each year. The first offering period under the ESPP commenced on January 1, 2006. Shares are purchased at three-month intervals at 95% of the fair market value on the last trading day of each three-month purchase period. Employees may purchase shares having a value not exceeding 20% of their annual compensation, or \$25, whichever is less. During the fiscal year ended June 30, 2010, employees purchased 53 shares at an average price of \$9.41 per share. During the fiscal year ended June 30, 2009, employees purchased 51 shares at an average price of \$11.10 per share. During the fiscal year ended June 30, 2008, employees purchased 36 shares at an average price of \$15.51 per share. At June 30, 2010, there were 295 shares of common stock reserved for future issuance under the ESPP.

#### **14. (Loss) Earnings Per Share**

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

	<u>Years Ended June 30,</u>		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
<b>Basic:</b>			
Net (loss) income	\$ (13,459)	\$ 31,569	\$ 20,249
Weighted average common shares	33,132	33,023	32,810
Basic (loss) earnings per share	\$ (0.41)	\$ 0.96	\$ 0.62
<b>Diluted:</b>			
Net (loss) income	\$ (13,459)	\$ 31,569	\$ 20,249
Weighted average common shares	33,132	33,023	32,810
Potential common stock arising from stock options and restricted stock	—	718	856
Weighted average common shares – diluted	33,132	33,741	33,666
Diluted (loss) earnings per share	\$ (0.41)	\$ 0.94	\$ 0.60

All outstanding options and restricted stock awards were excluded from the calculation of diluted earnings per share for the fiscal year ended June 30, 2010, because their effect would have been anti-dilutive. Outstanding options and restricted stock awards equivalent to 1,465 and 444 shares of common stock were excluded from the calculation of diluted earnings per share for the years ended June 30, 2009 and 2008, respectively, because their effect would have been anti-dilutive.

## 15. Leases

We lease various technology hardware; real estate used as engineering offices, satellite offices or storage facilities; and two airplanes under operating leases with terms ranging from one to ten years. We also rent various vehicles and equipment on short-term, month-to-month leases. Many of these leases have automatic renewal features and we have no material escalation clauses. At June 30, 2010, the future minimum lease payments under the operating leases are as follows:

2011	\$	9,409
2012		8,642
2013		5,767
2014		3,589
2015		2,258
Thereafter		3,729
	\$	<u>33,394</u>

Rent expense related to operating leases was approximately \$7,653, \$4,986 and \$2,856 for the years ended June 30, 2010, 2009 and 2008, respectively. We do not have any leases that are classified as capital leases for any of the periods presented in these financial statements.

## 16. Deferred Compensation

In connection with the acquisition of Red Simpson, Inc. on July 1, 2004, we agreed to pay, as part of the purchase price, \$26,000 in deferred compensation over a two-year period. We also agreed to pay an additional \$29,100 in deferred compensation over four years if the employees continued their employment.

In May 2005, the deferred compensation plan was amended to eliminate the future service requirement and fully vest the benefits under the plan. The amendment provides that, if an employee continues to be employed, dies, becomes disabled, retires, or is terminated for other than "cause" as defined in the amendment, the amounts under the deferred compensation plan will be paid out in accordance with the original four-year payment term. Generally under the amendment, if an employee voluntarily terminates or is terminated for cause, then any remaining unpaid amounts under the deferred compensation plan are paid out on the fifteenth anniversary (2019) of the initial payment date plus interest. The interest rate is to be determined by us based upon a risk-free interest rate plus a margin reflecting an appropriate risk premium. Generally under the amendment, if an employee is terminated for "specified cause," as defined in the amendment, then all unpaid amounts under the deferred compensation plan are forfeited.

For the year ended June 30, 2008, due to forfeitures, we recorded deferred compensation income of \$620. Accretion of interest on deferred compensation liabilities was \$282, \$725 and \$1,243 for the years ended June 30, 2010, 2009 and 2008, respectively, and is included in interest expense on the consolidated statements of operations.



The following table sets forth the approximate amounts of deferred compensation remaining to be paid in each of the five years ended June 30 and thereafter:

2011	—
2012	—
2013	1,659
2014	—
2015	—
Thereafter	6,602
Total	8,261
Less amount representing interest	(2,417)
Present value of expected payments	5,844
Less current portion	—
Deferred compensation, net of current portion	\$ 5,844

## 17. Financial Instruments

### *Concentrations of Credit Risk*

Financial instruments, which potentially subject us to concentrations of credit risk, consist primarily of accounts receivable and costs and estimated earnings in excess of billings on uncompleted contracts. Due to the high-credit quality of our customers, credit risk relating to accounts receivable is limited and credit losses have generally been within management's estimates. We perform periodic credit evaluations of our customers' financial condition, but generally do not require collateral. Duke Energy accounted for approximately 21.9%, 20.1%, and 19.9% of our total revenues for fiscal 2010, 2009 and 2008, respectively. We had accounts receivable from two customers of \$6,886 and \$5,823, respectively, at June 30, 2010. We had accounts receivable from one customer of \$13,061 at June 30, 2009.

At June 30, 2010 and 2009, we had cash in excess of federally insured limits on deposit with financial institutions of approximately \$8,398 and \$43,057, respectively.

### *Off-Balance Sheet Risk*

For June 30, 2010 and 2009, we had letters of credit outstanding totaling \$24,640 and \$23,640, respectively, as required by our workers' compensation, general liability and vehicle liability insurance providers and to the surety bond holder.

## 18. Related Party Transactions and Agreements

### *Stockholders' Agreement*

We, LGB Pike II LLC, a company affiliated with Lindsay Goldberg, and certain other stockholders, including certain of our executive officers, are parties to a stockholders' agreement dated April 18, 2002, as amended, which provides such stockholders registration rights for the shares of our common stock they hold. Specifically, each of the stockholders party to the stockholders' agreement has "piggyback" registration rights where, if we propose to register any of our securities for sale for our own account, other than a registration in connection with an employee benefit or similar plan or an acquisition or an exchange offer, we will be required to provide them the opportunity to participate in such registration. In addition to its piggyback registration rights, LGB Pike II LLC and its affiliates have the right to require us to file registration statements, or "demand registrations," covering shares of our common stock that they hold. On September 7, 2006, we filed a registration statement registering the resale of 8,000,000 shares of our common stock held by LGB Pike II LLC, which was declared effective by the SEC on September 20, 2006. The stockholders' agreement also requires LGB Pike II LLC and its affiliates to vote their shares of our

common stock for J. Eric Pike to be a member of our board of directors for so long as he is our Chief Executive Officer and controls at least 1,321,965 shares of the Company's common stock.

## **19. Commitments and Contingencies**

### ***Legal Proceedings***

We are from time to time a party to various lawsuits, claims and other legal proceedings that arise in the ordinary course of business. These actions typically seek, among other things: (a) compensation for alleged personal injury, workers' compensation, employment discrimination, breach of contract, property damage, (b) punitive damages, civil penalties or other damages, or (c) injunctive or declaratory relief. With respect to all such lawsuits, claims and proceedings, we accrue reserves when it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. We do not believe that any of these proceedings, individually or in the aggregate, would be expected to have a material adverse effect on our results of operations, financial position or cash flows.

### ***Purchase Obligations***

As of June 30, 2010, we had \$27,298 in purchase obligations related to materials and subcontractor services for customer contracts, all of which are expected to be completed within 12 months.

### ***Performance Bonds and Parent Guarantees***

In the ordinary course of business, we are required by certain customers to post surety or performance bonds in connection with services that we provide to them. These bonds provide a guarantee to the customer that we will perform under the terms of a contract and that we will pay subcontractors and vendors. If we fail to perform under a contract or to pay subcontractors and vendors, the customer may demand that the surety make payments or provide services under the bond. We must reimburse the surety for any expenses or outlays it incurs. As of June 30, 2010, we had \$124,269 in surety bonds outstanding, and we also had provided collateral in the form of letters of credit to sureties in the amount of \$2,000. To date, we have not been required to make any reimbursements to our sureties for bond-related costs. We believe that it is unlikely that we will have to fund significant claims under our surety arrangements in the foreseeable future. Pike Electric Corporation, from time to time, guarantees the obligations of its wholly owned subsidiaries, including obligations under certain contracts with customers.

### ***Collective Bargaining Agreements***

With the acquisition of Klondyke (Note 3), we are now party to various collective bargaining agreements with various unions representing craftworkers performing field construction operations. The agreements require Klondyke to pay specified wages, provide certain benefits to their union employees and contribute certain amounts to multi-employer pension plans and employee benefit trusts. If Klondyke withdrew from, or otherwise terminated participation in, one or more multi-employer pension plans or the plans were to otherwise become underfunded, Klondyke could be assessed liabilities for additional contributions related to the underfunding of these plans. The collective bargaining agreements expire at various times and have typically been renegotiated and renewed on terms similar to the ones contained in the expiring agreements.

### ***Indemnities***

We generally indemnify our customers for the services we provide under our contracts, as well as other specified liabilities, which may subject us to indemnity claims and liabilities and related litigation. As of June 30, 2010, we do not believe that any future indemnity claims against us would have a material adverse effect on our results of operations, financial position or cash flows.

## 20. Quarterly Data - Unaudited

The following table presents the quarterly operating results for the years ended June 30, 2010 and 2009:

	Quarter Ended			
	September 30,	December 31,	March 31,	June 30,
<b>Fiscal 2010:</b>				
Revenues	\$ 127,220	\$ 135,198	\$ 120,931	\$ 120,735
Gross profit	11,695	16,936	10,431	8,705
Net loss (1)	(2,705)	(4,703)	(2,031)	(4,020)
Basic loss per share	\$ (0.08)	\$ (0.14)	\$ (0.06)	\$ (0.12)
Diluted loss per share	\$ (0.08)	\$ (0.14)	\$ (0.06)	\$ (0.12)
<b>Fiscal 2009:</b>				
Revenues	\$ 185,506	\$ 144,586	\$ 154,921	\$ 128,462
Gross profit	44,961	18,436	28,129	18,747
Net income	18,269	2,571	8,270	2,458
Basic earnings per share	\$ 0.55	\$ 0.08	\$ 0.25	\$ 0.07
Diluted earnings per share	\$ 0.54	\$ 0.08	\$ 0.25	\$ 0.07

(1) In the second quarter of fiscal 2010, we recorded restructuring expenses of \$8,924 (Note 4).

Earnings per share amounts for each quarter are required to be computed independently. As a result their sum may not equal the total year basic and diluted earnings per share.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

There are no changes in accountants or disagreements with accountants on accounting principles and financial disclosures required to be disclosed in this Item 9.

**ITEM 9A. CONTROLS AND PROCEDURES**

As of the end of the period covered by this report, an evaluation was performed under the supervision and with the participation of our management, including the chief executive officer (“CEO”), and chief financial officer (“CFO”), of the effectiveness of the design and operation of our “disclosure controls and procedures” (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934 (the “Exchange Act”)) pursuant to Rule 13a-15(b) of the Exchange Act. Based on that evaluation, our management, including the CEO and CFO, concluded that our disclosure controls and procedures are effective for the purpose of providing reasonable assurance that the information required to be disclosed in the reports we file or submit under the Exchange Act (i) is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and (ii) is accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosures.

See page 38 for “Management’s Report on Internal Control over Financial Reporting.” See page 40 for the “Report of Independent Registered Public Accounting Firm.”

There has been no change in our internal control over financial reporting during fiscal 2010 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

Not applicable.

**Part III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

For information with respect to our executive officers, see “Executive Officers” section of the Proxy Statement for the 2010 Annual Meeting of Stockholders, which is incorporated herein by reference. For information with respect to our Directors, see the “Proposal 1 – Election of Directors” section of the Proxy Statement for the 2010 Annual Meeting of Stockholders, which is incorporated herein by reference. For information with respect to Section 16 reports, see the “Section 16(a) Beneficial Ownership Reporting Compliance” section of the Proxy Statement for the 2010 Annual Meeting of Stockholders, which is incorporated herein by reference. For information with respect to the Audit Committee of the Board of Directors, see the “Corporate Governance – Board Committees” section of the Proxy Statement for the 2010 Annual Meeting of Stockholders, which is incorporated herein by reference.

We have adopted a written code of conduct, which is intended to qualify as a “code of ethics” within the meaning of Item 406 of Regulation S-K of the Exchange Act (the “Code of Ethics”). The Code of Ethics applies to our Chief Executive Officer, Chief Financial Officer and Principal Accounting Officer and any other person performing similar functions. The Code of Ethics is available on our website at [www.pike.com](http://www.pike.com). We intend to disclose any substantive amendments to, or waivers from, our Code of Ethics on our website or in a report on Form 8-K. We have filed as exhibits to this Form 10-K the officer certifications required by Section 302 of the Sarbanes-Oxley Act, and we submitted the required annual CEO certification to the NYSE in fiscal 2010 without any qualifications.

There have been no material changes to the procedures through which stockholders may recommend nominees to our Board of Directors since October 22, 2009, which is the date of our last proxy statement.

**ITEM 11. EXECUTIVE COMPENSATION**

For information with respect to executive and director compensation, see the “Compensation Discussion and Analysis,” “Executive Compensation Tables,” “Compensation Committee Interlocks and Insider Participation,” “Compensation Committee Report” and “Director Compensation” sections of the Proxy Statement for the 2010 Annual Meeting of Stockholders, which are incorporated herein by reference.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

For information with respect to security ownership of certain beneficial owners and management, see the “Principal Stockholders” section of the Proxy Statement for the 2010 Annual Meeting of Stockholders, which is incorporated herein by reference. For information with respect to securities authorized for issuance under equity compensation plans, see the “Equity Compensation Plan Information” section of the Proxy Statement for the 2010 Annual Meeting of Stockholders, which is incorporated herein by reference.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

For information with respect to certain relationships and related transactions, see the “Related Party Transactions” and “Policy for Review of Related Person Transactions” sections of the Proxy Statement for the 2010 Annual Meeting of Stockholders, which are incorporated herein by reference. For certain information with respect to director independence, see the disclosures in the “Corporate Governance – Director Independence” section of the Proxy Statement for the 2010 Annual Meeting of Stockholders regarding director independence, which is incorporated herein by reference.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

For information with respect to principal accountant fees and services, see the “Ratification of Appointment of Independent Registered Public Accounting Firm” section of the Proxy Statement for the 2010 Annual Meeting of Stockholders, which is incorporated herein by reference.

**Part IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

- a) Financial Information
  - (1) Financial Statements: See “Index to Consolidated Financial Statements” in Part II, Item 8 of this Form 10-K.
  - (2) Financial Statement Schedule: See “Schedule II – Valuation and Qualifying Accounts” of this Form 10-K.
  - (3) Exhibits
    - See (b) below.
- b) Exhibits
  - See Exhibit Index on page 73.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PIKE ELECTRIC CORPORATION  
(Registrant)

Date: September 13, 2010

By: /s/ J. Eric Pike  
J. Eric Pike  
Chairman, Chief Executive Officer and President

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ J. Eric Pike</u> J. Eric Pike	Chairman, Chief Executive Officer and President	September 13, 2010
<u>/s/ Anthony K. Slater</u> Anthony K. Slater	Executive Vice President and Chief Financial Officer	September 13, 2010
<u>/s/ Gary D. Waldman</u> Gary D. Waldman	Chief Accounting Officer	September 13, 2010
<u>/s/ Charles E. Bayless</u> Charles E. Bayless	Director	September 13, 2010
<u>/s/ Adam P. Godfrey</u> Adam P. Godfrey	Director	September 13, 2010
<u>/s/ James R. Helvey III</u> James R. Helvey III	Director	September 13, 2010
<u>/s/ Peter Pace</u> Peter Pace	Director	September 13, 2010
<u>/s/ Robert D. Lindsay</u> Robert D. Lindsay	Director	September 13, 2010
<u>/s/ Daniel J. Sullivan</u> Daniel J. Sullivan	Director	September 13, 2010
<u>/s/ Louis F. Terhar</u> Louis F. Terhar	Director	September 13, 2010

SCHEDULE II

PIKE ELECTRIC CORPORATION  
 VALUATION AND QUALIFYING ACCOUNTS  
 YEARS ENDED JUNE 30, 2010, 2009 AND 2008

<u>Description</u>	<u>Balance at</u> <u>Beginning</u> <u>of Period</u>	<u>Charged to</u> <u>Revenue or</u> <u>Expense</u>	<u>Deductions</u>	<u>Balance at</u> <u>End of</u> <u>Period</u>
<b>Year ended June 30, 2010:</b>				
Allowance for doubtful accounts	\$ 896	\$ 819	\$ (902) (1)	\$ 813
Insurance claim reserve	35,939	38,096	(42,771) (2)	31,264
<b>Year ended June 30, 2009:</b>				
Allowance for doubtful accounts	\$ 699	\$ 1,058	\$ (861) (1)	\$ 896
Insurance claim reserve	38,857	41,621	(44,539) (2)	35,939
<b>Year ended June 30, 2008:</b>				
Allowance for doubtful accounts	\$ 942	\$ 497	\$ (740) (1)	\$ 699
Insurance claim reserve	39,295	39,799	(40,237) (2)	38,857

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(1) Represents uncollectible accounts written off, net of recoveries.

(2) Represents claim payments for self-insured claims.

## EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
2.1	Asset Purchase Agreement dated June 18, 2008 by and among Pike Electric, Inc., Shaw Energy Delivery Services, Inc., Pike Electric Corporation and The Shaw Group, Inc., as amended on August 14, 2008 (Incorporated by reference to Exhibit 2.1 on our Form 8-K filed September 3, 2008)
3.1	Certificate of Incorporation of Pike Electric Corporation (Incorporated by reference to Exhibit 3.1 on our Registration Statement on Form S-1/A filed July 11, 2005)
3.2	Amended and Restated Bylaws of Pike Electric Corporation, as of April 30, 2009 (Incorporated by reference to Exhibit 3.1 on our Form 8-K filed May 5, 2009)
4.1	Specimen Stock Certificate (Incorporated by reference to Exhibit 4.1 on our Registration Statement on Form S-1/A filed July 22, 2005)
4.2	Senior Indenture (Incorporated by reference to Exhibit 4.1 on our Registration Statement on Form S-3 filed July 16, 2009)
4.3	Subordinated Indenture (Incorporated by reference to Exhibit 4.2 on our Registration Statement on Form S-3 filed July 16, 2009)
10.1	Sixth Amendment and Restatement Agreement, dated as of July 29, 2009, to the Amended and Restated Credit Agreement among Pike Electric Corporation, Pike Electric, Inc. and the lenders party thereto (Incorporated by reference to Exhibit 10.1 on our Form 8-K filed August 3, 2009)
10.2	Second Amended and Restated Credit Agreement, dated as of July 29, 2009, among Pike Electric Corporation, Pike Electric, Inc. and the lenders party thereto (Incorporated by reference to Exhibit 10.2 on our Form 8-K filed August 3, 2009)
10.3	First Amendment to the Second Amended and Restated Credit Agreement, dated August 30, 2010, among Pike Electric Corporation, Pike Electric, Inc. and the lenders party thereto (Incorporated by reference to Exhibit 10.1 on our Form 8-K filed September 3, 2010)
10.4	Stockholders Agreement, dated April 18, 2002, among Pike Holdings, Inc., LGB Pike LLC, certain rollover holders and certain management stockholders (Incorporated by reference to Exhibit 10.6 on our Registration Statement on Form S-1/A filed June 3, 2005)
10.5	Addendum, dated June 13, 2005, to the Stockholders Agreement dated April 18, 2002, among Pike Holdings, Inc., LGB Pike LLC, certain rollover holders and certain management stockholders (Incorporated by reference to Exhibit 10.13 on our Registration Statement on Form S-1/A filed July 11, 2005)
10.6	Amendment, dated July 21, 2005, to the Stockholders Agreement dated April 18, 2002, among Pike Electric Corporation as successor to Pike Holdings, Inc., LGB Pike II LLC as successor to LGB Pike LLC, certain rollover holders and certain management stockholders (Incorporated by reference to Exhibit 10.16 on our Registration Statement on Form S-1/A filed July 22, 2005)
10.7*	2006 Employee Stock Purchase Plan (Incorporated by reference to Appendix B of our Proxy Statement on Schedule 14A filed October 28, 2005)
10.8*	2002 Stock Option Plan A (Incorporated by reference to Exhibit 10.2 on our Registration Statement on Form S-1/A filed June 3, 2005)
10.9*	2002 Stock Option Plan B (Incorporated by reference to Exhibit 10.3 on our Registration Statement on Form S-1/A filed June 3, 2005)
10.10*	2005 Omnibus Incentive Compensation Plan (Incorporated by reference to Exhibit 10.15 on our Registration Statement on Form S-1/A filed July 22, 2005)
10.11*	2008 Omnibus Incentive Compensation Plan (Incorporated by reference to Exhibit 10.1 on our Form 8-K filed December 11, 2007)



- 10.12\* Form of Stock Option Award Agreement (Incorporated by reference to Exhibit 10.11 on our Form 10-K filed September 1, 2009)
- 10.13\* Form of Restricted Share Award Agreement (Incorporated by reference to Exhibit 10.12 on our Form 10-K filed September 1, 2009)
- 10.14\* Form of Restricted Stock Unit Award Agreement (Incorporated by reference to Exhibit 10.13 on our Form 10-K filed September 1, 2009)
- 10.15\* Form of Director Restricted Stock Award Agreement (Incorporated by reference to Exhibit 10.14 on our Form 10-K filed September 1, 2009)
- 10.16\* Management Incentive Plan (Incorporated by reference to Exhibit 10.15 on our Form 10-K filed September 1, 2009)
- 10.17\* Director Compensation Summary (Incorporated by reference to Exhibit 10.1 on our Form 10-Q filed November 9, 2009)
- 10.18\* Amended and Restated Employment Agreement between Pike Electric Corporation and J. Eric Pike, dated as of September 24, 2008 (Incorporated by reference to Exhibit 10.1 on our Form 8-K filed September 29, 2008)
- 10.19\* First Amendment to Amended and Restated Employment Agreement, dated May 1, 2009, by and between Pike Electric Corporation and J. Eric Pike (Incorporated by reference to Exhibit 10.2 on our Form 8-K filed May 5, 2009)
- 10.20\* Form of Employment Agreement between Pike Electric Corporation and its executive officers (Incorporated by reference to Exhibit 10.1 on our Form 8-K filed June 12, 2009)
- 10.21\* Form of Indemnification Agreement between Pike Electric Corporation and its Directors (Incorporated by reference to Exhibit 10.1 on our Form 8-K filed May 5, 2009)
- 21.1 List of subsidiaries of Pike Electric Corporation (filed herewith)
- 23.1 Consent of Ernst & Young LLP (filed herewith)
- 31.1 Certification of Periodic Report by Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14a and pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
- 31.2 Certification of Periodic Report by Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14a and pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
- 32.1 Certification of Periodic Report by Chief Executive Officer and Chief Financial Officer pursuant to U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)

\*Indicates a management contract or compensatory plan or arrangement.

**Subsidiaries of the Pike Electric Corporation**

Pike Electric, Inc. (North Carolina)  
Pike Equipment and Supply Company, LLC (North Carolina)  
Pike Energy Solutions, LLC (North Carolina)  
Klondyke Construction LLC (Arizona)  
Elemental Energy, Inc. (Arizona)

**Exhibit 23.1**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the following Registration Statements of Pike Electric Corporation of our reports dated September 1, 2010 with respect to the consolidated financial statements, and schedule of Pike Electric Corporation, and the effectiveness of internal control over financial reporting of Pike Electric, included in this Annual Report on Form 10-K for the year ended June 30, 2010.

1. Registration Statement (Form S-8 No. 333-126902) pertaining to the Pike Holdings, Inc. 2002 Stock Options A, Pike Holdings, Inc. 2002 Stock Options Plan B, and Pike Electric Corporation 2005 Omnibus Incentive Compensation Plan,
2. Registration Statement (Form S-8 No. 333-150815) pertaining to the Pike Electric Corporation 2008 Omnibus Incentive Compensation Plan,
3. Registration Statement (Form S-8 No. 333-130087) pertaining to the Pike Electric Corporation Employee Stock Purchase Plan,
4. Registration Statement (Form S-3 No. 333-137158) of Pike Electric Corporation, and
5. Registration Statement (Form S-3 No. 333-160618) of Pike Electric Corporation.

/s/ Ernst & Young LLP

Greensboro, North Carolina  
September 13, 2010

**MANAGEMENT CERTIFICATION**

I, J. Eric Pike, certify that:

1. I have reviewed this Annual Report on Form 10-K of Pike Electric Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 13, 2010

/s/ J. Eric Pike  
\_\_\_\_\_  
J. Eric Pike  
Chairman, Chief Executive Officer  
and President

**MANAGEMENT CERTIFICATION**

I, Anthony K. Slater, certify that:

1. I have reviewed this Annual Report on Form 10-K of Pike Electric Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 13, 2010

/s/ Anthony K. Slater

Anthony K. Slater  
Executive Vice President and Chief Financial Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Pike Electric Corporation (the "Company") on Form 10-K for the fiscal year ending June 30, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, J. Eric Pike, Chairman of the Board of Directors, Chief Executive Officer and President of the Company, and Anthony K. Slater, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350 as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly represents, in all material respects, the financial condition and results of operations of the Company.

/s/ J. Eric Pike

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J. Eric Pike  
Chairman, Chief Executive Officer and President  
September 13, 2010

/s/ Anthony K. Slater

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Anthony K. Slater  
Executive Vice President and Chief Financial Officer  
September 13, 2010