

Edgar Filing: TREMISIS ENERGY ACQUISITION CORP - Form 10QSB

TREMISIS ENERGY ACQUISITION CORP  
Form 10QSB  
August 15, 2005

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

FORM 10-QSB

(Mark One)

Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2005

Transition report under Section 13 or 15(d) of the Exchange Act

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 000-50682

Tremisis Energy Acquisition Corporation  
(Exact Name of Small Business Issuer as Specified in Its Charter)

Delaware  
(State or other Jurisdiction of  
Incorporation or Organization)

20-0700684  
(I.R.S. Employer  
Identification No.)

1775 Broadway, Suite 604, New York, New York 10019  
(Address of Principal Executive Office)

(212) 397-1464  
(Issuer's Telephone Number, Including Area Code)

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

As of August 15, 2005, 7,700,000 shares of common stock, par value \$.0001 per share, were issued and outstanding.

Transitional Small Business Disclosure Format (check one): Yes  No

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Tremisis Energy Acquisition Corporation  
(a corporation in the development stage)

Balance Sheets (Unaudited)

	June 30, 2005	December 31,
=====		
	June 30, 2005	December 31,
-----		
ASSETS		
Current assets:		
Cash	\$ 578,330	\$ 83
U.S. Government Securities held in Trust Fund (Note 2)	33,826,040	33,35
Accrued interest receivable held in Trust Fund (Note 2)	18,361	9
Prepaid expenses	25,315	2
	-----	-----
Total current assets	34,448,046	34,29
	-----	-----
Furniture and equipment (net accumulated depreciation of \$2,880 and \$1,418)	10,993	
	-----	-----
Total assets	\$34,459,039	\$34,30
=====		
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accrued expenses	\$ 54,463	\$ 2
Taxes Payable	64,015	2
	-----	-----
Total current liabilities	118,478	5
=====		
Common stock, subject to possible conversion 1,264,368 shares at conversion value (Note 2)	6,765,498	6,68
Commitment (Note 4)		

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Stockholders' equity (Notes 2, 3, 5 and 6)		
Preferred stock, \$.0001 par value, authorized 1,000,000 shares; none issued	--	
Common stock, \$.0001 par value Authorized 30,000,000 shares; Issued and outstanding 7,700,000 shares (which includes 1,264,368 subject to possible conversion)	770	
Additional paid-in capital	27,421,832	27,506
Earnings accumulated during the development stage	152,461	6
-----		
Total stockholders' equity	27,575,063	27,566
-----		
Total liabilities and stockholders' equity	\$34,459,039	\$34,302
=====		

See Summary of Significant Accounting Policies and  
Notes to Unaudited Financial Statements.

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Tremisis Energy Acquisition Corporation  
(a corporation in the development stage)

Statements of Operations (Unaudited)

	For the Three Months Ended June 30, 2005	For the Three Months Ended June 30, 2004	For the Six Months Ended June 30, 2005	For Per Feb 200 (in to 200
-----				
Expenses:				
General and administrative expense (Note 4)	\$ 80,909	\$ 61,167	\$ 212,123	\$
	-----	-----	-----	-----
Operating loss	(80,909)	(61,167)	(212,123)	
Interest Income	223,812	52,666	407,209	
	-----	-----	-----	-----
Income (loss) before provision for taxes	142,903	(8,501)	195,086	
Provision for taxes (Note 7)	(73,850)	--	(107,150)	
	-----	-----	-----	-----
Net income (loss)	\$ 69,053	\$ (8,501)	\$ 87,936	\$
	-----	-----	-----	-----
Accretion of Trust Fund relating to common stock subject to possible conversion	44,231	10,150	80,334	

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Net income (loss) attributable to common stockholders	\$ 24,822	\$ (18,561)	\$ 7,602	\$
Basic and diluted income (loss) per share	\$ 0.00	\$ (0.00)	\$ 0.00	\$
Weighted average common shares outstanding	7,700,000	4,363,776	7,700,000	3

See Summary of Significant Accounting Policies and  
Notes to Unaudited Financial Statements

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Tremisis Energy Acquisition Corporation  
(a corporation in the development stage)

Statements of Stockholders' Equity (Unaudited)

	Common Stock		Addition paid-in capital
	Shares	Amount	
Balance, February 5, 2004 (inception)	--	\$ --	\$ --
Issuance of common stock to initial stockholders	1,375,000	137	24,863
Sale of 6,325,000 units and underwriters' option, net of underwriters' discount and offering expenses (includes 1,264,368 shares subject to possible conversion)	6,325,000	633	27,537,178
Accretion of Trust Fund relating to Common stock subject to possible conversion	--	--	(59,875)
Net income for the period	--	--	--
Balance, December 31, 2004	7,700,000	\$ 770	\$ 27,502,166
Accretion of Trust Fund relating to Common stock subject to possible conversion	--	--	(80,334)
Net income for the six month period			

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(unaudited)	--	--	--
Balance, June 30, 2005 (unaudited)	7,700,000	\$ 770	\$ 27,421,832

See Summary of Significant Accounting Policies and  
Notes to Unaudited Financial Statements.

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Tremisis Energy Acquisition Corporation  
(a corporation in the development stage)

Statements of Cash Flows (Unaudited)

	For the Three Months Ended June 30, 2005	For the Three Months Ended June 30, 2004	For the Six Months Ended June 30, 2005
Cash flows from operating activities			
Net income (loss) for the period	\$ 69,053	\$ (8,501)	\$ 87,936
Adjustments to reconcile net income to net cash used in operating activities:			
Depreciation	881	203	1,461
Gain on maturity of U.S. Government securities held in Trust Fund	(203,634)	--	(474,524)
Change in operating assets and liabilities:			
Increase in prepaid expenses	(17,940)	(51,625)	(3,190)
(Increase) decrease in accrued interest receivable	(18,361)	(50,777)	72,809
(Decrease) increase in accrued expenses	(42,334)	80,585	27,783
Increase in income tax payable	55,715	--	38,015
Net cash used in operating activities	(156,620)	(30,115)	(249,710)
Cash flows from investing activities			
Purchase of U.S. Government Securities held in Trust Fund	(101,268,270)	(33,143,000)	(134,888,158)
Maturity of U.S. Government Securities held in Trust Fund	101,269,000	--	134,888,000
(Increase) decrease in deferred acquisition costs	15,000	--	--
Purchase of furniture and equipment	(3,009)	(7,976)	(5,896)

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Net cash provided by (used in) investing activities	12,721	(33,150,976)	(6,054)
<hr style="border-top: 1px dashed black;"/>			
Cash flows from financing activities			
Proceeds from public offering of 6,325,000 units and underwriter option, net	--	34,163,000	--
Decrease in deferred registration costs	--	89,885	--
Proceeds from issuance of common stock to initial stockholders	--	--	--
Proceeds from note payable, stockholder	--	7,500	--
Repayment of note payable, stockholder	--	(77,500)	--
<hr style="border-top: 1px dashed black;"/>			
Net cash provided by financing activities	--	34,182,885	--
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Net (decrease) increase in cash	(143,899)	1,001,794	(255,764)
Cash at beginning of period	722,229	4,265	834,094
<hr style="border-top: 1px dashed black;"/>			
Cash at end of period	\$ 578,330	\$ 1,006,059	578,330
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Supplemental disclosure of cash flow information:			
Cash paid during the period for income taxes	\$ 18,300	\$ --	\$ 69,300
Supplemental disclosure of non cash activity:			
Accretion of Trust Fund relating to common stock subject to possible conversion	\$ 44,231	\$ 10,150	\$ 80,334
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See Summary of Significant Accounting Policies and  
Notes to Unaudited Financial Statements.

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Tremisis Energy Acquisition Corporation  
(a corporation in the development stage)

### Summary of Significant Accounting Policies

Income taxes	The Company follows Statement of Financial Accounting Standards No. 109 ("SFAS No. 109"), "Accounting for Income Taxes" which is an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Company's financial statements or tax returns.
Net income per share	Net income per share is computed on the basis of the weighted average number of common shares outstanding during the period, including common stock equivalents (unless anti-dilutive) which would arise from the exercise of stock warrants.
Use of estimates	The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make

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estimates and assumptions that affect the report amounts of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.

## Reclassifications

Certain items have been reclassified from prior periods to conform with current period presentation.

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Tremisis Energy Acquisition Corporation  
(a corporation in the development stage)

Notes to Unaudited Financial Statements

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## 1. Basis of Presentation

The accompanying financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with instructions to Form 10-QSB. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to such rules and regulations. These financial statements should be read in conjunction with the financial statements that were included in the Company's Annual Report on Form 10-KSB for the period ended December 31, 2004.

In the opinion of management, all adjustments (consisting of normal accruals) have been made that are necessary to present fairly the financial position of Tremisis Energy Acquisition Corporation (the "Company"). Operating results for the interim period presented are not necessarily indicative of the results to be expected for a full year.

## 2. Organization and Business Operations

The Company was incorporated in February 5, 2004 as a blank check company whose objective is to acquire an operating business in either the energy or the environmental industry and their related infrastructures.

The registration statement for the Company's initial public offering ("Offering") was declared effective May 13, 2004. The Company consummated the offering on May 18, 2004 and received net proceeds of approximately \$34,163,100 (Note 3). The Company's management has broad discretion with respect to the specific application of the net proceeds of this Offering, although substantially all of the net proceeds of this Offering are intended to be generally applied toward consummating a business combination with an operating business in the energy and environmental industry and their related infrastructures ("Business Combination"). At June

30, 2005 an amount of \$33,844,401 (which includes accrued interest of \$18,361) is being held in an interest-bearing trust account ("Trust Fund") until the earlier of (i) the consummation of its first Business Combination or (ii) liquidation of the Company. Under the agreement governing the Trust Fund, funds will only be invested in United States government securities (Treasury Bills) with a maturity of 180 days or less. The remaining net proceeds may be used to pay for business, legal and accounting due diligence on prospective acquisitions and continuing general and administrative expenses.

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Tremisis Energy Acquisition Corporation  
(a corporation in the development stage)

Notes to Unaudited Financial Statements

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The Company, after signing a definitive agreement for the acquisition of a target business, will submit such transaction for stockholder approval. In the event that stockholders owning 20% or more of the shares sold in the Offering, vote against the Business Combination and exercise the conversion rights described below, the Business Combination will not be consummated. All of the Company's stockholders prior to the Offering, including all of the officers and directors of the Company ("Initial Stockholders"), have agreed to vote their 1,375,000 founding shares of common stock in accordance with the vote of the majority in interest of all other stockholders of the Company ("Public Stockholders") with respect to the Business Combination. After consummation of the Business Combination, all of these voting safeguards will no longer be applicable.

With respect to a Business Combination which is approved and consummated, any Public Stockholder who voted against the Business Combination may demand that the Company convert his or her shares. The per share conversion price will equal the amount in the Trust Fund as of the record date for determination of stockholders entitled to vote on the Business Combination divided by the number of shares of common stock held by Public Stockholders at the consummation of the Offering. Accordingly, Public Stockholders holding 19.99% of the aggregate number of shares owned by all Public Stockholders may seek conversion of their shares in the event of a Business Combination. Such Public Stockholders are entitled to receive their per share interest in the Trust Fund computed without regard to the shares held by Initial Stockholders. In this respect, \$6,765,498 and \$6,685,164 (which includes accretion of Trust Fund) has been classified as common stock subject to possible conversion at June 30, 2005 and



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December 31, 2004, respectively.

The Company's Certificate of Incorporation provides for mandatory liquidation of the Company in the event that the Company does not consummate a Business Combination within 18 months from the date of the consummation of the Offering (such date would be November 18, 2005), or 24 months from the consummation of the Offering (such date would be May 18, 2005) if certain extension criteria have been satisfied. In the event of liquidation, it is likely that the per share value of the residual assets remaining available for distribution (including Trust Fund assets) will be less than the initial public offering price per share in the Offering (assuming no value is attributed to the Warrants contained in the Units sold in the Offering discussed in Note 3).

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Tremisis Energy Acquisition Corporation  
(a corporation in the development stage)

Notes to Unaudited Financial Statements

3. Offering

On May 18, 2004, the Company sold 6,325,000 units ("Units") in the Offering including an additional 825,000 Units pursuant to the underwriters' over-allotment option. Each Unit consists of one share of the Company's common stock, \$.0001 par value, and two Redeemable Common Stock Purchase Warrants ("Warrants"). Each Warrant will entitle the holder to purchase from the Company one share of common stock at an exercise price of \$5.00 commencing the later of the completion of a Business Combination with a target business or one year from the effective date of the Offering and expiring five years from the date of the prospectus. The Warrants will be redeemable at a price of \$.01 per Warrant upon 30 days' notice after the Warrants become exercisable, only in the event that the last sale price of the common stock is at least \$8.50 per share for any 20 trading days within a 30 trading day period ending on the third day prior to the date on which notice of redemption is given. In connection with this Offering, the Company issued, for \$100, an option to the representative of the underwriters to purchase 275,000 Units at an exercise price of \$9.90 per Unit. In addition, the warrants underlying such Units are exercisable at \$6.25 per share.

4 Commitment

The Company presently occupies office space provided by and affiliate of an initial stockholder. Such affiliate has agreed that, until the acquisition of a target business by the Company, it will make such office space, as well as certain office and secretarial services available to the Company, as

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may be required by the Company from time to time. The Company pays such affiliate \$3,500 per month for such services commencing on May 18, 2004, the effective date of the Offering. Included in general and administrative such services are \$10,500 and \$7,000 for the three month periods ended June 30, 2005 and 2004 respectively, \$21,000 and \$7,000 for the six month periods ended June 30, 2005 and 2004, respectively and \$49,000 for the period from February 5, 2004 (inception) to June 30, 2005.

5 Preferred Stock

The Company is authorized to issue 1,000,000 shares of preferred stock with such designations, voting and other rights and preferences as may be determined from time to time by the Board of Directors.

6 Common Stock

The Company's Board of Directors authorized a 1.666666 to one forward stock split of its common stock on March 10, 2004, a 1.1428571 to one forward stock split of its common stock on April 16, 2004 and a 1.375 to one forward stock split of its common stock on April 23, 2004. All references in the accompanying financial

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Tremisis Energy Acquisition Corporation  
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Notes to Unaudited Financial Statements

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statements to the numbers of shares have been retroactively restated to reflect the transaction.

As of June 30, 2005, 13,475,000 shares of common stock were reserved for issuance upon exercise of redeemable warrants and underwriters' unit purchase option.

7 Provision for Taxes

Provision for taxes consists of:

	For the Three Months ended June 30, 2005	For the six Months ended June 30, 2005	For the Period from February 5, 2004 (inception) to June 30, 2005
	-----	-----	-----
Current			
Federal	\$ 41,959	\$ 52,459	\$ 85,459
State and local	31,891	54,691	100,806
	-----	-----	-----
	\$ 73,850	\$107,150	\$186,265
	-----	-----	-----

The effective tax rate exceeds statutory rates primarily due to state and local taxes which are calculated as a percentage of capital.

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

The following discussion should be read in conjunction with the Company's Consolidated Financial Statements and footnotes thereto contained in this report.

Forward Looking Statements

The statements discussed in this Report include forward looking statements that involve risks and uncertainties detailed from time to time in the Company's reports filed with the Securities and Exchange Commission.

Plan of Operations

We were formed on February 5, 2004 to serve as a vehicle to effect a merger, capital stock exchange, asset acquisition or other similar business combination with a company in the either of the energy or environmental industries and their related infrastructures. We intend to utilize cash derived from the proceeds of our recently completed public offering, our capital stock, debt or a combination of cash, capital stock and debt, in effecting a business combination.

Net income for the three months ended June 30, 2005 consisted Interest income of \$223,812 reduced by \$10,500 for a monthly administrative services agreement, \$24,052 for professional fees, \$14,647 for officer liability insurance, \$11,732 for travel, meals and entertainment expenses, \$7,788 for franchise fees, \$73,850 for taxes and \$12,190 for other expenses.

Net income for the three months ended June 30, 2004 consisted Interest income of \$52,666 reduced by \$7,000 for a monthly administrative services agreement, \$1,125 for professional fees, \$7,375 for officer liability insurance, \$5,564 for travel, meals and entertainment expenses and \$40,103 for other expenses.

Net income for the six months ended June 30, 2005 consisted Interest income of \$407,209 reduced by \$21,000 for a monthly administrative services agreement, \$62,031 for professional fees, \$29,397 for officer liability insurance, \$66,387 for travel, meals and entertainment expenses, \$15,282 for franchise fees, \$107,150 for taxes and \$18,026 for other expenses.

Net income for the period from February 5, 2004 (inception) to June 30, 2004 consisted Interest income of \$52,666 reduced by \$7,000 for a monthly administrative services agreement, \$1,125 for professional fees, \$7,375 for officer liability insurance, \$5,564 for travel, meals and entertainment expenses and \$40,953 for other expenses

Net income for the period from February 5, 2004 (inception) to June 30, 2005 consisted of Interest income of \$715,241 reduced by \$49,000 for a monthly administrative services agreement, \$81,517 for professional fees, \$66,272 for officer liability insurance, \$71,816 for travel, meals and entertainment expenses, \$38,282 for franchise fees, \$186,265 for taxes and \$69,628 for other expenses.

We consummated our initial public offering on May 18, 2004. Gross proceeds from our initial public offering, including the full exercise of the underwriters' over-allotment option, were \$37,950,100. After deducting offering expenses of \$1,510,000 including \$990,000 evidencing the underwriters' non-accountable expense allowance of 3% of the gross proceeds, and underwriting discounts of \$2,277,000, net proceeds were \$34,163,100. \$33,844,401 (which

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includes accrued interest of \$18,361) is currently held in trust and the remaining proceeds are available to be used to provide for business, legal and accounting due diligence on prospective acquisitions and continuing general and administrative expenses. We will use substantially all of the net proceeds of this offering to acquire a target business, including identifying and

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evaluating prospective acquisition candidates, selecting the target business, and structuring, negotiating and consummating the business combination. To the extent that our capital stock is used in whole or in part as consideration to effect a business combination, the proceeds held in the trust fund as well as any other net proceeds not expended will be used to finance the operations of the target business. We believe that we have sufficient available funds outside of the trust fund to operate through May 18, 2006, assuming that a business combination is not consummated during that time. Over this time period, we anticipate approximately \$180,000 of expenses for legal, accounting and other expenses related to the due diligence investigations, structuring and negotiating of a business combination, \$84,000 for the administrative fee payable to First Americas Management LLC (\$3,500 per month for two years), \$50,000 of expenses for the due diligence and investigation of a target business, \$40,000 of expenses in legal and accounting fees relating to our SEC reporting obligations and \$666,000 for general working capital that will be used for miscellaneous expenses and reserves, including approximately \$60,000 for director and officer liability insurance premiums. We do not believe we will need to raise additional funds following this offering in order to meet the expenditures required for operating our business. However, we may need to raise additional funds through a private offering of debt or equity securities if such funds are required to consummate a business combination that is presented to us. We would only consummate such a fund raising simultaneously with the consummation of a business combination.

We are obligated to pay to First Americas Management LLC, an affiliate of Isaac Kier, our secretary, treasurer and a member of our board of directors, a monthly fee of \$3,500 for general and administrative services. Through June 30, 2005, an aggregate of \$49,000 has been paid for such services. In addition, in February and April 2004, Lawrence S. Coben advanced an aggregate of \$77,500 to us, on a non-interest bearing basis, for payment of offering expenses on our behalf. This amount was repaid in May 2004 out of proceeds of our initial public offering.

### ITEM 3. CONTROLS AND PROCEDURES.

An evaluation of the effectiveness of our disclosure controls and procedures as of June 30, 2005 was made under the supervision and with the participation of our management, including chief executive officer and treasurer. Based on that evaluation, he concluded that our disclosure controls and procedures are effective as of the end of the period covered by this report to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. During the most recently completed fiscal quarter, there has been no significant change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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## PART II.

### OTHER INFORMATION

#### ITEM 2: UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On May 18, 2004, we closed our initial public offering of 6,325,000 Units, including 825,000 Units issued upon exercise of the underwriters' over-allotment option, with each unit consisting of one share of our common stock and two warrants, each to purchase one share of our common stock at an exercise price of \$5.00 per share. The Units were sold at an offering price of \$6.00 per Unit, generating gross proceeds of 37,950,100. The representative of the underwriters in the offering was EarlyBirdCapital, Inc. The securities sold in the offering were registered under the Securities Act of 1933 on a registration statement on Form S-1 (No. 333-113583). The Securities and Exchange Commission declared the registration statement effective on May 12, 2004.

We paid a total of \$2,277,000 in underwriting discounts and commissions, and \$1,510,000 for costs and expenses related to the offering, including \$990,000 for the underwriters' non-accountable expense allowance of 3% of the gross proceeds.

After deducting the underwriting discounts and commissions and the offering expenses, the total net proceeds to us from the offering were \$34,163,100, of which \$33,143,000 was deposited into a trust fund and the remaining proceeds are to be used to provide for business, legal and accounting due diligence on prospective business combinations and continuing general and administrative expenses. Through June 30, 2005, we have used approximately \$454,000 of cash for operating expenses and \$77,500 to repay advances made to us by one of our initial stockholders.

#### ITEM 6: EXHIBITS

(a) Exhibits:

- 31.1 - Section 302 Certification by CEO
- 31.2 - Section 302 Certification by Treasurer
- 32.1 - Section 906 Certification by CEO
- 32.2 - Section 906 Certification by Treasurer

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### SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TREMISIS ENERGY  
ACQUISITION CORPORATION

Dated: August 15, 2005

/s/ Lawrence S. Coben

-----  
Lawrence S. Coben  
Chairman of the Board and

Chief Executive Officer

/s/ Isaac Kier

-----  
Isaac Kier

Treasurer