

ENVIRONMENTAL POWER CORP  
Form 10-Q/A  
December 03, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM 10-Q/A**

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(Mark one)

**QUARTERLY REPORT UNDER SECTION 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2004

OR

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

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

Commission file number 0-15472

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**Environmental Power Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**75-3117389**  
(IRS Employer  
Identification No.)

**One Cate Street 4<sup>th</sup> Floor, Portsmouth, New Hampshire 03801**

(Address of principal executive offices)

(Zip code)

**(603) 431-1780**

Registrant's telephone number, including area code

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

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

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

Number of shares of Common Stock outstanding at March 31, 2004 27,363,749 shares

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EXPLANATORY NOTE

This Quarterly Report on Form 10-Q/A relates to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004, as amended by a Quarterly Report on Form 10-Q/A for the quarter ended March 31, 2004, as filed with the Securities and Exchange Commission on May 14, 2004, and a Quarterly Report on Form 10-Q/A for the quarter ended March 31, 2004, as filed with the Securities and Exchange Commission on November 15, 2004 (as amended, the Report), and is being filed to amend paragraph (a) of Part I, Item 4 (Controls and Procedures) of the Report to read in its entirety as follows:

**ITEM 4. CONTROLS AND PROCEDURES**

**(a) Evaluation of disclosure controls and procedures.**

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report (the Evaluation Date). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the Evaluation Date, our disclosure controls and procedures are effective in timely alerting them to the material information relating to us (or our consolidated subsidiaries) required to be included in our periodic SEC filings.

**PART II. OTHER INFORMATION**

**ITEM 6. EXHIBITS**

The following exhibits are filed with this report. The exhibit index previously included in the Report is not amended hereby.

**(a) Exhibits**

- 31.1 Certification of Chief Executive Officer
- 31.2 Certification of Chief Financial Officer
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. §1350
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. §1350

**SIGNATURES**

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

**ENVIRONMENTAL POWER CORPORATION**  
December 3, 2004

/s/ R. Jeffrey Macartney

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R. Jeffrey Macartney  
Treasurer and Chief Financial Officer  
(principal accounting officer and authorized officer)