

METWOOD INC  
Form 10QSB  
November 14, 2007

---

---

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

\_\_\_\_\_  
FORM 10-QSB  
\_\_\_\_\_

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

**For the quarterly period ended September 30, 2007**

**TRANSITION REPORT UNDER SECTION 12 OR 15(d) OF THE EXCHANGE ACT**

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

**Commission File Number 000-05391**

\_\_\_\_\_  
METWOOD, INC.  
(Exact name of registrant as specified in its charter)

**NEVADA**  
(State or other jurisdiction  
of incorporation)

**83-0210365**  
(IRS Employer  
Identification No.)

**819 Naff Road, Boones Mill, VA 24065**  
(Address of principal executive offices)

**(540) 334-4294**  
(Issuer's telephone number)

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

Edgar Filing: METWOOD INC - Form 10QSB

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

Number of shares of common stock outstanding as of April 30, 2007: 12,116,399

Transitional Small Business Disclosure Format (Check one) Yes [ ] No

---

---

---

METWOOD, INC. AND SUBSIDIARY  
TABLE OF CONTENTS - FORM 10-QSB

|  | <i>Page(s)</i> |
|--|----------------|
| <b>PART I - FINANCIAL INFORMATION</b>  |                |
| Item 1 Financial Statements  |                |
| Consolidated Balance Sheet As of September 30, 2007  | 3              |
| Consolidated Statements of Income for the Three Months Ended September 30, 2007 and 2006     | 4              |
| Consolidated Statements of Cash Flows for the Three Months Ended September 30, 2007 and 2006 | 5              |
| Notes to Consolidated Financial Statements   | 7-11           |
| Item 2 Management's Discussion and Analysis  | 12-16          |
| Item 3 Controls and Procedures   | 16             |
| <b>PART II - OTHER INFORMATION</b>   |                |
| Item 6 Exhibits and Reports on Form 8-K  | 17             |
| Signatures   | 18             |
| Index to Exhibits  | 19             |

Table of Contents

METWOOD, INC. AND SUBSIDIARY  
CONSOLIDATED BALANCE SHEET  
AS OF SEPTEMBER 30, 2007  
(UNAUDITED)

## ASSETS

## Current Assets

|   |    |           |
|---|----|-----------|
| Cash and cash equivalents                   | \$ | 42,440    |
| Accounts receivable                         |    | 556,527   |
| Deposits                                    |    | 15,091    |
| Inventory                                   |    | 1,159,749 |
| Prepaid expenses                            |    | 62,825    |
| Recoverable income taxes                    |    | 54,583    |
| Total current assets                        |    | 1,891,215 |
| Property and Equipment                      |    |           |
| Leasehold and land improvements             |    | 163,701   |
| Furniture, fixtures and equipment           |    | 81,351    |
| Computer hardware, software and peripherals |    | 187,049   |
| Machinery and shop equipment                |    | 380,110   |
| Vehicles                                    |    | 371,501   |
|   |    | 1,183,712 |
| Less accumulated depreciation               |    | (612,969) |
| Net property and equipment                  |    | 570,743   |
| Goodwill                                    |    | 253,088   |
| TOTAL ASSETS                                | \$ | 2,715,046 |

See accompanying notes to consolidated financial statements.

Table of Contents

METWOOD, INC. AND SUBSIDIARY  
CONSOLIDATED BALANCE SHEET  
AS OF SEPTEMBER 30, 2007  
(UNAUDITED)

## LIABILITIES AND STOCKHOLDERS' EQUITY

## Current Liabilities

|                                       |    |         |
|---------------------------------------|----|---------|
| Accounts payable and accrued expenses | \$ | 302,388 |
|---------------------------------------|----|---------|

|                           |         |
|---------------------------|---------|
| Total current liabilities | 302,388 |
|---------------------------|---------|

## Long-term Liabilities

|                                       |        |
|---------------------------------------|--------|
| Amounts owed to related-party company | 35,522 |
|---------------------------------------|--------|

|                            |         |
|----------------------------|---------|
| Deferred income taxes, net | 134,467 |
|----------------------------|---------|

|                             |         |
|-----------------------------|---------|
| Total long-term liabilities | 169,989 |
|-----------------------------|---------|

|                   |         |
|-------------------|---------|
| Total liabilities | 472,377 |
|-------------------|---------|

## Stockholders' Equity

|  |        |
|--|--------|
| Common stock, \$.001 par, 100,000,000 shares authorized;<br>12,121,249 shares issued; 12,116,399 outstanding | 12,121 |
|--|--------|

|  |   |
|--|---|
| Common stock not yet issued (\$.001 par, 2,150 shares) | 2 |
|--|---|

|                            |           |
|----------------------------|-----------|
| Additional paid-in capital | 1,345,734 |
|----------------------------|-----------|

|                   |         |
|-------------------|---------|
| Retained earnings | 886,612 |
|-------------------|---------|

|  |           |
|--|-----------|
|  | 2,244,469 |
|--|-----------|

|                         |         |
|-------------------------|---------|
| Treasury stock, at cost | (1,800) |
|-------------------------|---------|

|                            |           |
|----------------------------|-----------|
| Total stockholders' equity | 2,242,669 |
|----------------------------|-----------|

## TOTAL LIABILITIES

|                          |    |           |
|--------------------------|----|-----------|
| AND STOCKHOLDERS' EQUITY | \$ | 2,715,046 |
|--------------------------|----|-----------|

See accompanying notes to consolidated financial statements.

Table of Contents

METWOOD, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF INCOME  
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2007 AND 2006  
(UNAUDITED)

|                                      | 2007         | 2006         |
|--------------------------------------|--------------|--------------|
| REVENUES                             |              |              |
| Construction sales                   | \$ 1,141,513 | \$ 1,105,956 |
| Engineering sales                    | 68,655       | 44,568       |
| Gross sales                          | 1,210,168    | 1,150,524    |
| Cost of construction sales           | 722,397      | 570,608      |
| Cost of engineering sales            | 63,348       | 45,919       |
| Gross cost of sales                  | 785,745      | 616,527      |
| Gross profit                         | 424,423      | 533,997      |
| ADMINISTRATIVE EXPENSES              |              |              |
| Advertising                          | 20,831       | 30,514       |
| Bad debts                            | -            | 23,061       |
| Depreciation                         | 15,984       | 13,031       |
| Insurance                            | 21,334       | 19,354       |
| Payroll expenses                     | 165,594      | 189,557      |
| Professional fees                    | 27,608       | 22,300       |
| Rent                                 | 19,650       | 18,600       |
| Research and development             | 7,576        | 8,000        |
| Telephone                            | 8,035        | 9,071        |
| Travel                               | 13,794       | 9,809        |
| Vehicle                              | 13,472       | 9,073        |
| Other                                | 36,738       | 34,681       |
| Total administrative expenses        | 350,616      | 387,051      |
| Operating income                     | 73,807       | 146,946      |
| Other income (expense)               | 704          | 3,077        |
| Income before income taxes           | 74,511       | 150,023      |
| Income taxes                         | 19,952       | 56,349       |
| Net income                           | \$ 54,559    | \$ 93,674    |
| Basic and diluted earnings per share | \$ -         | \$ 0.01      |
| Weighted average number of shares    | 11,989,761   | 11,908,958   |

See accompanying notes to consolidated financial statements.



Table of Contents

METWOOD, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2007 AND 2006  
(UNAUDITED)

|   | 2007      | 2006      |
|---|-----------|-----------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                               |           |           |
| Net income  | \$ 54,559 | \$ 93,674 |
| Adjustments to reconcile net income to net cash from operating activities |           |           |
| Depreciation  | 33,611    | 29,086    |
| Provision for deferred income taxes                                       | 17,458    | 4,778     |
| (Increase) decrease in operating assets:                                  |           |           |
| Accounts receivable   | (156,369) | 11,861    |
| Inventory   | 50,689    | (81,450)  |
| Recoverable income taxes  | 2,494     | -         |
| Other operating assets  | 39,382    | (2,639)   |
| Increase (decrease) in operating liabilities:                             |           |           |
| Accounts payable and accrued expenses                                     | 41,539    | (16,520)  |
| Current income taxes payable  | -         | (7,429)   |
| Net cash from operating activities  | 83,363    | 31,361    |
| <b>CASH FLOWS USED FOR INVESTING ACTIVITIES</b>                           |           |           |
| Expenditures for fixed assets   | (104,024) | (33,715)  |
| Net cash used for investing activities                                    | (104,024) | (33,715)  |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                               |           |           |
| Proceeds from issuance of common stock                                    | 26,614    | -         |
| Purchase of treasury stock  | (1,800)   | -         |
| Net cash from financing activities  | 24,814    | -         |
| Net increase (decrease) in cash   | 4,153     | (2,354)   |
| Cash, beginning of the year   | 38,287    | 99,880    |
| Cash, end of the period   | \$ 42,440 | \$ 97,526 |

See accompanying notes to consolidated financial statements.



Table of Contents

METWOOD, INC. AND SUBSIDIARY  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 SEPTEMBER 30, 2007  
 (UNAUDITED)

## NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business Activity - Metwood, Inc. ("Metwood") was organized under the laws of the Commonwealth of Virginia on April 7, 1993. On June 30, 2000, Metwood entered into an Agreement and Plan of Reorganization in which the majority of its outstanding common stock was acquired by a publicly held Nevada shell corporation. The acquisition was a tax-free exchange for federal and state income tax purposes and was accounted for as a reverse merger in accordance with Accounting Principles Board ("APB") Opinion No. 16. Upon acquisition, the name of the shell corporation was changed to Metwood, Inc., and Metwood, Inc., the Virginia corporation, became a wholly owned subsidiary of Metwood, Inc., the Nevada corporation. The publicly traded shell corporation had not had a material operating history for several years prior to the merger.

Effective January 1, 2002, Metwood acquired certain assets of Providence Engineering, PC ("Providence"), a professional engineering firm with customers in the same proximity as Metwood. The total purchase price of \$350,000 was paid with \$60,000 in cash and with 290,000 shares of the Company's common stock to the two Providence shareholders. These shares were valued at the closing active quoted market price of the stock at the effective date of the purchase, which was \$1.00 per share. One of the shareholders of Providence was also an officer and existing shareholder of Metwood prior to the acquisition. In 2002 Metwood purchased from that shareholder and retired 15,000 of the originally issued 290,000 shares for \$15,000 and in 2004 purchased from that shareholder and retired the remaining 275,000 of the originally issued 290,000 shares for \$50,000. The initial purchase transaction was accounted for under the purchase method of accounting. The purchase price was allocated as follows:

|                     |            |
|---------------------|------------|
| Accounts receivable | \$ 75,000  |
| Fixed assets        | 45,000     |
| Goodwill            | 230,000    |
| Total               | \$ 350,000 |

During the year ended June 30, 2003, liabilities assumed at the date of acquisition were identified and paid. The amount of the liabilities paid was \$23,088, and this amount was added to goodwill.

The consolidated company ("the Company") provides construction-related products and engineering services to residential customers and contractors, commercial contractors, developers and retail enterprises, primarily in southwestern Virginia.

Basis of Presentation - The financial statements include the accounts of Metwood, Inc. and its wholly owned subsidiary, Providence Engineering, PC, prepared in accordance with accounting principles generally accepted in the United States of America and pursuant to the rules and regulations of the Securities and Exchange Commission. All significant intercompany balances and transactions have been eliminated.



Table of Contents

METWOOD, INC. AND SUBSIDIARY  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2007  
(UNAUDITED)

In the opinion of management, the unaudited condensed consolidated financial statements contain all the adjustments necessary in order to make the financial statements not misleading. The results for the period ended September 30, 2007 are not necessarily indicative of the results to be expected for the entire fiscal year ending June 30, 2008.

Fair Value of Financial Instruments - For certain of the Company's financial instruments, none of which are held for trading, including cash, accounts receivable, accounts payable and accrued expenses, the carrying amounts approximate fair value due to their short maturities.

Management's Use of Estimates - The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Accounts Receivable - The Company grants credit in the form of unsecured accounts receivable to its customers based on an evaluation of their financial condition. The Company performs ongoing credit evaluations of its customers. The estimate of the allowance for doubtful accounts, which is charged off to bad debt expense, is based on management's assessment of current economic conditions and historical collection experience with each customer. At September 30, 2007, the allowance for doubtful accounts was \$-0-. Specific customer receivables are considered past due when they are outstanding beyond their contractual terms and are charged off to the allowance for doubtful accounts when determined uncollectible. For the three months ended September 30, 2007 and 2006, the amount of bad debts charged off was \$-0- and \$23,061 respectively, including chargeoffs for the three months ended September 30, 2006 relating to receivables which have been awarded to the Company as a result of lawsuits whose collectibility

Inventory - Inventory, consisting of metal and wood raw materials, is located on the Company's premises and is stated at the lower of cost or market using the first-in, first-out method.

Property and Equipment - Property and equipment are recorded at cost and include expenditures for improvements when they substantially increase the productive lives of existing assets. Maintenance and repair costs are expensed to operations as incurred. Depreciation is computed using the straight-line method over the assets' estimated useful lives, which range from three to forty years. When a fixed asset is disposed of, its cost and related accumulated depreciation are removed from the accounts. The difference between undepreciated cost and the proceeds is recorded as a gain or loss.

Goodwill - The Company accounts for goodwill and intangibles under SFAS No. 142, "Goodwill and Other Intangible Assets." As such, goodwill is not amortized, but is subject to annual impairment reviews, or more frequent reviews if events or circumstances indicate there may be an impairment. The Company performed its required annual goodwill impairment test as of June

30, 2007 using discounted cash flow estimates and found that there was no impairment of goodwill.

Patents - The Company has been assigned several key product patents developed by certain Company officers. No value has been recorded in the Company's financial statements because the fair value of the patents was not determinable within reasonable limits at the date of assignment.

8

---

Table of Contents

METWOOD, INC. AND SUBSIDIARY  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2007  
(UNAUDITED)

Revenue Recognition - Revenue is recognized when goods are shipped and earned or when services are performed, provided collection of the resulting receivable is probable. If any material contingencies are present, revenue recognition is delayed until all material contingencies are eliminated. Further, no revenue is recognized unless collection of the applicable consideration is probable.

Income Taxes - Income taxes are accounted for in accordance with SFAS No. 109, "Accounting for Income Taxes." A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and for net operating loss carryforwards, where applicable. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or the entire deferred tax asset will not be realized. Deferred tax assets and liabilities are adjusted for the effect of changes in tax laws and rates on the date of enactment.

Research and Development - The Company performs research and development on its metal/wood products, new product lines, and new patents. Costs, if any, are expensed as they are incurred. For the three months ended September 30, 2007 and 2006, the expenses relating to research and development were \$7,576 and \$8,000, respectively.

Earnings Per Common Share - Basic earnings per share amounts are based on the weighted average shares of common stock outstanding. If applicable, diluted earnings per share would assume the conversion, exercise or issuance of all potential common stock instruments such as options, warrants and convertible securities, unless the effect is to reduce a loss or increase earnings per share. This presentation has been adopted for the quarters presented. There were no adjustments required to net income for the years presented in the computation of diluted earnings per share.

Recent Accounting Pronouncements - In July 2006, the Financial Accounting Standards Board ("FASB") issued Interpretation ("FIN") No. 48, "Uncertainty in Income Taxes." FIN 48 applies to all tax positions within the scope of Statement 109 and clarifies when and how to recognize tax benefits in the financial statements with a two-step approach to recognition and measurement. FIN 48 became effective for fiscal years beginning after December 15, 2006. The Company does not believe that the application of FIN 48 will have a material effect on our consolidated results of operations or financial position.

In September 2006, the SEC released Staff Accounting Bulletin ("SAB") No. 108, "Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements." SAB 108 provides interpretive guidance on the SEC's views regarding the process of quantifying materiality of financial statement misstatements. SAB 108 is effective for fiscal years ending after November 15, 2006. The Company does not believe that the application of SAB 108 will have a material effect on our consolidated results of operations or financial position.

In September 2006, the FASB issued Statement No. 157, "Fair Value Measurements" ("SFAS 157"). SFAS 157 defines fair value, establishes a framework and gives guidance regarding the methods used for measuring fair value, and expands disclosures about fair value measurements. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company is currently assessing the impact that SFAS 157 will have on our consolidated results of operations or financial position.

Table of Contents

METWOOD, INC. AND SUBSIDIARY  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 SEPTEMBER 30, 2007  
 (UNAUDITED)

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities ("SFAS 159"). SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value. The objective of SFAS 159 is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. SFAS 159 is effective for fiscal years beginning after November 15, 2007. We have not completed our evaluation of SFAS 159, but we do not currently believe that it will have a material impact on our results of operations or financial position.

In February 2007, the EITF issued EITF 07-03, "Accounting for Nonrefundable Advance Payments for Goods or Services to Be Used in Future Research and Development Activities" ("EITF 07-03"). In EITF 07-3, the task force reached a consensus that nonrefundable advance payments for goods or services to be received in the future for use in research and development activities should be deferred and capitalized. The capitalized amounts should be expensed as the related goods are delivered or the services are performed. EITF 07-03 is effective for new contracts entered into during fiscal years beginning after December 15, 2007, including interim periods within those fiscal years. We have not completed our evaluation of EITF 07-03, but we do not currently believe that it will have a material impact on our results of operation or financial position.

## NOTE 2 - EARNINGS PER SHARE

Net income and earnings per share for the three months ending September 30, 2007 and 2006 are as follows:

|  | 2007       | 2006       |
|--|------------|------------|
| Net income                                 | \$ 54,559  | \$ 93,674  |
| Income per share - basic and fully diluted | \$ --      | \$ 0.01    |
| Weighted average number of shares          | 11,989,761 | 11,908,958 |

## NOTE 3 - SUPPLEMENTAL CASH FLOW INFORMATION

Supplemental disclosures of cash flow information for the three months ended September 30, 2007 and 2006 are summarized as follows:

|                | 2007   | 2006      |
|----------------|--------|-----------|
| Cash paid for: |        |           |
| Income taxes   | \$ --  | \$ 59,000 |
| Interest       | \$ 356 | \$ --     |

## NOTE 4 - RELATED-PARTY TRANSACTIONS

From time to time, the Company contracts with a company related through common ownership for building and grounds-related maintenance services. There were no fees paid to the related company for the three months ended

September 30, 2007 and 2006. For the three months ended September 30, 2007 and 2006, the Company had sales of \$31,037 and \$25,248, respectively, to the company referred to above. As of September 30, 2007, the related receivables outstanding were \$54,352. See also Note 7.



Table of Contents

METWOOD, INC. AND SUBSIDIARY  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2007  
(UNAUDITED)

## NOTE 5 - BANK CREDIT LINE

The Company has available a \$600,000 revolving line of credit with a local bank. The balance outstanding at September 30, 2007 was \$-0-.

## NOTE 6 - SEGMENT INFORMATION

The Company operates in two principal business segments: (1) construction-related products and (2) engineering services. Performance of each segment is evaluated based on profit or loss from operations before income taxes. These reportable segments are strategic business units that offer different products and services. Summarized revenue and expense information by segment for the three months ended September 30, 2007 and 2006, as excerpted from internal management reports, is as follows:

| Construction:                | 2007         | 2006         |
|------------------------------|--------------|--------------|
| Sales                        | \$ 1,141,513 | \$ 1,105,956 |
| Intersegment expenses        | (14,512)     | (4,837)      |
| Cost of sales                | (722,397)    | (570,608)    |
| Corporate and other expenses | (353,865)    | (436,151)    |
| Segment income               | \$ 50,739    | \$ 94,360    |
| <b>Engineering:</b>          |              |              |
| Sales                        | \$ 68,655    | \$ 44,568    |
| Intersegment revenues        | 14,512       | 4,837        |
| Cost of sales                | (63,348)     | (45,919)     |
| Corporate and other expenses | (15,999)     | (4,172)      |
| Segment income (loss)        | \$ 3,820     | \$ (686)     |

## NOTE 7 - OPERATING LEASE COMMITMENTS

On January 3, 2005, the Company entered into a ten-year commercial operating lease with a company related through common ownership. The lease covers various buildings and property which house our manufacturing plant, executive offices and other buildings with a current monthly rental of \$6,550. The lease expires on December 31, 2014. For the three months ended September 30, 2007 and 2006, we recognized rental expense for these spaces of \$19,650 and \$18,600, respectively.

Table of Contents

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS

*With the exception of historical facts stated herein, the matters discussed in this report are "forward-looking" statements that involve risks and uncertainties that could cause actual results to differ materially from projected results. Such "forward-looking" statements include, but are not necessarily limited to, statements regarding anticipated levels of future revenues and earnings from operations of the Company. Readers of this report are cautioned not to put undue reliance on "forward-looking" statements, which are by their nature, uncertain as reliable indicators of future performance.*

**Description of Business**

Background

As discussed in detail in Note 1, the Company was incorporated under the laws of the Commonwealth of Virginia on April 7, 1993 and, on June 30, 2000, entered into a reverse merger in which it became the wholly owned subsidiary of a public Nevada shell corporation, renamed Metwood, Inc. Effective January 1, 2002, Metwood acquired certain assets of Providence Engineering, PC in a transaction accounted for under the purchase method of accounting.

Principal Products/Services and Markets

*Metwood*

Residential builders are aware of the superiority of steel framing vs. wood framing, insofar as steel framing is lighter; stronger; termite, pest, rot and fire resistant; and dimensionally more stable in withstanding induced loads. Although use of steel framing in residential construction has generally increased each year since 1980, many residential builders have been hesitant to utilize steel due to the need to retrain framers and subcontractors who are accustomed to a "stick-built" construction method where components are laid out and assembled with nails and screws. The Company's founders, Robert ("Mike") Callahan and Ronald Shiflett, saw the need to combine the strength and durability of steel with the convenience and familiarity of wood and wood fasteners.

Metwood manufactures light-gage steel construction materials, usually combined with wood or wood fasteners, for use in residential and commercial applications in place of more conventional wood products, which are inferior in terms of strength and durability. The steel and steel/wood products allow structures to be built with increased load strength and structural integrity and fewer support beams or support configurations, thereby allowing for structural designs that are not possible with wood-only products.

Metwood's primary products and services are:

- Girders and headers
- Floor joists
- Floor joist reinforcers
- Roof and floor trusses
- Garage, deck and porch concrete pour-over systems
- Garage and post-and-beam buildings
- Engineering, design and custom building services

*Providence*

Providence is extensively involved in ongoing product research and development for Metwood. Additionally, Providence offers its customers civil engineering capabilities which include rezoning and special use submissions; erosion and sediment control and storm-water management design; residential, commercial, and religious facility site development design; and utility design, including water, sewer and onsite treatment systems. Providence's staff is familiar with construction practices and has been actively involved in construction administration and inspection on multiple projects.



### Table of Contents

Providence also performs a variety of structural design and analysis work, successfully providing solutions for many projects, including retaining walls, residential framing, commercial building framing, light-gage steel fabrication drawings, metal building retrofits and additions, mezzanines, and seismic anchors and restraints.

Providence has designed numerous foundations for a variety of structures. Its foundation design expertise includes metal building foundations, traditional building construction foundations, atypical foundations for residential structures, tower foundations, and sign foundations for a variety of uses and applications.

Providence has also designed and drafted full building plans for several applications. When subcontracting with local professional firms, Providence has the ability to provide basic architectural, mechanical, electrical, and detailed civil and structural design services for these facilities.

Providence has reviewed designs by manufacturers for a variety of structures and structural components, including retaining walls, radio towers, tower foundations, sign foundations, timber trusses, light-gage steel trusses, and light-gage steel beams. This service enables clients to take generic designs and have them certified and approved for construction in the desired locality.

### Distribution Methods of Products and Services

The Company's sales are primarily retail, directly to contractors and do-it-yourself homeowners in Virginia and North Carolina. Approximately 90% of the Company's sales are wholesale to lumberyards, home improvement stores, hardware stores, and plumbing and electrical suppliers in Virginia and North Carolina, including Lowe's and 84 Lumber. Metwood relies primarily on its own sales force to generate sales; additionally, however, the Company has distributors in Virginia, New York, Oklahoma, Arizona, Colorado and Pennsylvania and also utilizes the salespeople of wholesale yards stocking the Company's products as an additional sales force. Metwood intends to continue expanding the wholesale marketing of its unique products to retailers and to license the Company's technology and products to increase its distribution outside of Virginia, North Carolina and the South.

### Status of Publicly Announced New Products or Services

The Company has acquired four new patents through assignment from Robert M. Callahan and Ronald B. Shiflett, the patent holders. All four patents reflect various modifications to the Company's Joist Reinforcing Bracket which will make it even easier for tradesmen to insert utility conduits through wood joists.

### Seasonality of Market

The Company's sales can be subject to seasonal impacts, as its products are used in residential and commercial construction projects which tend to be at peak levels in Virginia and North Carolina between the months of March and October. Accordingly, the Company's sales tend to be greater in its fourth and first fiscal quarters. However, the Company is expanding into less weather-sensitive markets, such as Florida, Georgia, Arizona, South Carolina and Alabama in order to ameliorate seasonality factors. The Company builds an inventory of its products throughout the winter and spring to support its sales season.



Table of Contents

Competition

Nationally, there are over one hundred manufacturers of the types of products produced by the Company. However, the majority of these manufacturers are using wood-only products or products without metal reinforcement. Metwood has identified only one other manufacturer in the United States that manufactures a wood-metal floor truss similar to that of the Company. However, Metwood has often found that its products are the only ones that will work within many customers' design specs.

Sources and Availability of Raw Materials and the Names of Principal Suppliers

All of the raw materials used by the Company are readily available on the market from numerous suppliers. The light-gage metal used by the Company is supplied primarily by Marino-Ware, Telling Industries and Wheeling Corrugating Company. The Company's main sources of lumber are BlueLinx and The Contractor Yard. Gerdau Amersteel, Descosteel and Adelpia Metals provide the majority of the Company's rebar. Because of the number of suppliers available to the Company, its decisions in purchasing materials are dictated primarily by price and secondarily by availability. The Company does not anticipate a lack of supply to affect its production; however, a shortage might cause the Company to pass on higher materials prices to its buyers.

Dependence on One or a Few Major Customers

Presently the Company does not have any one customer whose loss would have a substantial impact on the Company's operations.

Patents

The Company has eight U.S. Patents:

U.S. Patent No. 5,519,977, "Joist Reinforcing Bracket," a bracket that reinforces wooden joists with a hole for the passage of a utility conduit. The Company refers to this as its floor joist patch kit.

U.S. Patent No. 5,625,997, "Composite Beam," a composite beam that includes an elongated metal shell and a pierceable insert for receiving nails, screws or other penetrating fasteners.

U.S. Patent No. 5,832,691, "Composite Beam," a composite beam that includes an elongated metal shell and a pierceable insert for receiving nails, screws or other penetrating fasteners. This is a continuation-in-part of U.S. Patent No. 5,625,997.

U.S. Patent No. 5,921,053, "Internally Reinforced Girder with Pierceable Nonmetal Components," a girder that includes a pair of c-shaped members secured together so as to form a hollow box, which permits the girder to be secured within a building structure with conventional fasteners such as nails, screws and staples.

U.S. Patent Nos. D472,791S, D472,792S, D472,793S, and D477,210S, all modifications of Metwood's Reinforcing Bracket, which will be used for repairs of wood I-joists.



Table of Contents

Each of these patents was originally issued to the inventors and Company founders, Robert Callahan and Ronald B. Shiflett, who licensed these patents to the Company.

Need for Government Approval of Principal Products

The Company's products must either be sold with an engineer's seal or applicable building code approval. Once that approval is obtained, the products can be used in all fifty states. The Company's Floor Joist Reinforcer received Bureau Officials Code Association ("BOCA") approval in April 2001. Currently, the Company's chief engineer has obtained professional licensure in several states which permit products not building code approved to be sold and used with his seal. The Company expects his licensure in a growing number of states to greatly assist in the uniform acceptability of its products as it expands to new markets.

Time Spent During the Last Two Fiscal Years on Research and Development Activities

Approximately fifteen percent of the Company's time and resources have been spent during the last two fiscal years researching and developing its metal/wood products, new product lines, and new patents.

Costs and Effects of Compliance with Environmental Laws

The Company does not incur any costs to comply with environmental laws. It is an environmentally friendly business in that its products are fabricated from recycled steel.

Number of Total Employees and Number of Full-Time Employees

The Company had thirty-six employees at September 30, 2007, thirty-four of whom were full time.

**Results of Operations**

Net Income

The Company had net income of \$54,559 for the three months ended September 30, 2007, versus \$93,674 for the three months ended September 30, 2006, a decrease of \$39,115. The decrease in net income was attributable primarily to higher materials costs, since gross sales comparing 2007 to 2006 increased slightly and administrative expenses were lower.

Sales

Revenues were \$1,210,168 for the three months ended September 30, 2007 compared to \$1,150,524 for the same period in 2006, an increase of \$59,644, or 5%. The increase in sales resulted primarily from a slight increase in volume comparing the two periods.



Table of Contents

Expenses

Total administrative expenses were \$350,616 for the three months ended September 30, 2007, versus \$387,051 for the three months ended September 30, 2006, a decrease of \$36,435 (9%). A decrease of approximately \$10,000 in advertising and \$24,000 in payroll expenses in 2007 over 2006 were the largest contributors to the overall decrease.

Liquidity and Capital Reserves

On September 30, 2007, the Company had cash of \$42,440 and working capital of \$1,588,827. Net cash provided by operating activities was \$83,363 for the three months ended September 30, 2007 compared to \$31,361 for the three months ended September 30, 2006. The higher provision of cash in the current year resulted primarily from the use of inventory on hand, an increase in payables, and expenses of a non-cash nature (depreciation and deferred income taxes).

Cash used in investing activities was \$104,024 for the three months ended September 30, 2007 compared to cash used of \$33,715 during the same period in the prior year. Cash flows used in investing activities for the current period were for vehicles (\$6,000); shop equipment \$64,791); computers and peripherals and furniture and fixtures (\$9,117); and leasehold and land improvements (\$24,116).

Cash provided by financing activities was \$24,814 for the three months ended September 30, 2007 compared to \$-0- for the period ended September 30, 2006. Proceeds from the issuance of common stock of \$26,614 was offset by the cost (\$1,800) of treasury stock.

ITEM 3 - CONTROLS AND PROCEDURES

The management of Metwood, Inc. has reviewed the systems of internal controls and disclosures within the specified time frame of ninety days. Management believes that the systems in place allow for proper controls and disclosures of financial reporting information. There have been no changes in these controls since our last evaluation date.

Table of Contents

**PART II - OTHER INFORMATION**

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

See index to exhibits.

(b) Reports on Form 8-K

There were no reports on Form 8-K filed during the quarter ended September 30, 2006.

Table of Contents

SIGNATURES

In accordance with 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.

Date: November 14, 2007

/s/ Robert M. Callahan

Robert M. Callahan  
Chief Executive Officer

/s/ Shawn A. Callahan

Shawn A. Callahan  
Chief Financial Officer

Table of Contents

**INDEX TO EXHIBITS**

| <b>NUMBER</b> | <b>DESCRIPTION OF EXHIBIT</b>  |
|---------------|--|
| 3(i)*         | Articles of Incorporation  |
| 3(ii)**       | By-Laws  |
| 31.1          | <u>Certification of Chief Executive Officer Pursuant to Securities Exchange Act Rules 13a-14 and 15d-14 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> |
| 31.2          | <u>Certification of Chief Financial Officer Pursuant to Securities Exchange Act Rules 13a-14 and 15d-14 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> |
| 32            | <u>Certifications Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18U.S.C. 1350)</u>  |

\*Incorporated by reference on Form 8-K, filed February 16, 2000

\*\*Incorporated by reference on Form 8-K, filed February 16, 2000

