

**The Alpine Group, Inc.**  
**Unaudited Financial Statements**  
**For the Quarterly Period Ended September 30, 2008**

**THE ALPINE GROUP, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share data)  
(unaudited)

	<b>September 30,</b>	<b>December 31,</b>
<b>ASSETS</b>	<b>2008</b>	<b>2007</b>
Current assets:		
Cash and cash equivalents.....	\$ 13,819	\$ 6,146
Amount due from redemption of investment (Note 1) .....	—	11,029
Marketable securities (Note 1) .....	4,185	—
Restricted cash (Note 1) .....	300	300
Other investments (Note 1) .....	947	947
Accounts receivable, trade .....	4,850	3,699
Accounts receivable from affiliates (Note 1) .....	3,197	122
Inventories, net (Note 2) .....	4,087	28,001
Prepaid expenses, deposits and other current assets.....	4,973	5,543
Total current assets .....	36,358	55,787
Property, plant and equipment, net.....	675	743
Investment in affiliates (Note 3) .....	24,322	28,339
Deferred income taxes .....	2,747	2,747
Goodwill (Note 4) .....	533	533
Other assets .....	1,174	1,457
Total assets .....	\$ 65,809	\$ 89,606
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Revolving credit facility (Note 6) .....	\$ 1,044	\$ 7,979
Current portion of long-term debt .....	82	93
Accounts payable .....	6,717	8,901
Accrued expenses .....	4,580	6,290
Deferred income taxes and income taxes payable.....	12,076	12,050
Total current liabilities .....	24,499	35,313
Long-term debt, less current portion .....	252	281
Other long-term liabilities .....	1,544	1,528
Mandatorily redeemable series A convertible preferred stock (12,171 and 12,215 shares outstanding at September 30, 2008 and December 31, 2007, respectively) (Note 7).....	4,585	4,602
Commitments and contingencies		
Stockholders' equity:		
9% cumulative convertible preferred stock at liquidation value .....	177	177
Common stock, \$.10 par value; (50,000,000 shares authorized; 26,785,560 and 26,752,868 shares issued at September 30, 2008 and December 31, 2007, respectively).....	2,678	2,675
Capital in excess of par value.....	171,518	171,027
Accumulated other comprehensive income (loss) .....	(4,720)	29
Accumulated deficit .....	(18,076)	(9,580)
Treasury stock, at cost (17,541,352 and 17,427,255 shares at September 30, 2008 and December 31, 2007, respectively) .....	(116,492)	(116,239)
Receivable from stockholders .....	(156)	(207)
Total stockholders' equity.....	34,929	47,882
Total liabilities and stockholders' equity .....	\$ 65,809	\$ 89,606

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

**THE ALPINE GROUP, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in thousands, except per share data)  
(unaudited)

	<b>Three Months Ended</b>	
	<b>September 30,</b>	
	<b>2008</b>	<b>2007</b>
Net sales.....	\$ 15,071	\$ 15,094
Cost of goods sold (Note 2).....	11,004	14,084
Gross profit .....	4,067	1,010
Selling, general and administrative expenses.....	1,687	1,749
Operating income (loss).....	2,380	(739)
Interest expense .....	(57)	(45)
Dividend and interest income.....	191	408
Realized losses on sale of marketable securities.....	(46)	—
Other income (expense), net.....	—	(4)
Income (loss) before income taxes, equity in earnings (loss) of affiliates and discontinued operations.....	2,468	(380)
Income tax benefit (provision) .....	(1,013)	152
Income (loss) before equity in earnings (loss) of affiliates and discontinued operations.....	1,455	(228)
Equity in earnings (loss) of affiliates.....	(8,623)	1,200
Income (loss) from continuing operations.....	(7,168)	972
Discontinued operations (Note 5):		
Loss from discontinued operations.....	(32)	(681)
Income tax benefit .....	13	273
Loss from discontinued operations.....	(19)	(408)
Net income (loss).....	(7,187)	564
Preferred stock dividends .....	(96)	(97)
Net income (loss) applicable to common stock .....	\$(7,283)	\$ 467
Net income (loss) per share of common stock (Note 8):		
Basic		
Income (loss) from continuing operations applicable to common stock.....	\$ (0.64)	\$ 0.08
Loss from discontinued operations, net of tax .....	(0.00)	(0.04)
Net income (loss) applicable to common stock per share.....	\$ (0.64)	\$ 0.04
Diluted:		
Income (loss) from continuing operations and assumed conversions .....	\$ (0.64)	\$ 0.05
Loss from discontinued operations, net of tax .....	(0.00)	(0.02)
Net income (loss) applicable to common stock per share.....	\$ (0.64)	\$ 0.03
Weighted average shares outstanding:		
Basic .....	11,325	11,032
Diluted .....	11,325	20,905

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**THE ALPINE GROUP, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in thousands, except per share data)  
(unaudited)

	Nine Months Ended	
	September 30,	
	2008	2007
Net sales.....	\$ 45,496	\$ 38,686
Cost of goods sold (Note 2).....	38,533	36,320
Gross profit .....	6,963	2,366
Selling, general and administrative expenses.....	5,390	5,366
Operating income (loss).....	1,573	(3,000)
Interest expense .....	(255)	(168)
Dividend and interest income.....	681	1,084
Realized gains on sales of marketable securities.....	38	11
Other income (expense), net.....	316	(25)
Income (loss) before income taxes, equity in earnings (loss) of affiliates and discontinued operations .....	2,353	(2,098)
Income tax benefit (provision) .....	(956)	839
Income (loss) before equity in earnings (loss) of affiliates and discontinued operations.....	1,397	(1,259)
Equity in earnings (loss) of affiliates.....	(13,423)	2,583
Income (loss) from continuing operations.....	(12,026)	1,324
Discontinued operations (Note 5):		
Income (loss) from discontinued operations .....	6,367	(1,326)
Income tax benefit (provision) .....	(2,547)	531
Net income (loss) on discontinued operations .....	3,820	(795)
Net income (loss).....	(8,206)	529
Preferred stock dividends.....	(290)	(292)
Net income (loss) applicable to common stock .....	\$ (8,496)	\$ 237
Net income (loss) per share of common stock (Note 8):		
Basic:		
Income (loss) from continuing operations applicable to common stock.....	\$ (1.09)	\$ 0.09
Income (loss) from discontinued operations, net of tax.....	0.34	(0.07)
Net income (loss) applicable to common stock per share.....	\$ (0.75)	\$0.02
Diluted:		
Income (loss) from continuing operations applicable to common stock.....	\$ (1.09)	\$ 0.06
Income (loss) from discontinued operations, net of tax.....	0.34	(0.03)
Net income (loss) applicable to common stock per share.....	\$ (0.75)	\$0.03
Weighted average shares outstanding:		
Basic .....	11,329	11,128
Diluted .....	11,329	21,047

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

**THE ALPINE GROUP, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY**  
(in thousands, except share data)  
(unaudited)

	Nine Months Ended September 30, 2008	
	Shares	Amount
9% cumulative convertible preferred stock:		
Balance at beginning of period .....	177	\$ 177
Balance at end of period .....	177	177
Common stock:		
Balance at beginning of period .....	26,752,868	2,675
Shares issued pursuant to Series A Preferred Stock conversion.....	32,692	3
Balance at end of period .....	26,785,560	2,678
Capital in excess of par value:		
Balance at beginning of period .....		\$ 171,027
Compensation expense related to restricted stock and certain stock options, less vested shares released from Treasury .....		548
Shares issued pursuant to Series A Preferred Stock conversion.....		13
Deferred stock account distribution .....		(70)
Balance at end of period .....		171,518
Accumulated other comprehensive income:		
Balance at beginning of period .....		29
Change in unrealized gains (losses) on securities, (net of tax) .....		(325)
Change in unrealized other comprehensive income of equity affiliates .....		(4,424)
Balance at end of period .....		(4,720)
Accumulated deficit:		
Balance at beginning of period .....		(9,580)
Net loss .....		(8,206)
Dividends on preferred stock .....		(290)
Balance at end of period .....		(18,076)
Treasury stock:		
Balance at beginning of period .....	(17,427,255)	(116,239)
Share purchases .....	(139,820)	(332)
Stock options and grants .....	25,723	79
Balance at end of period .....	(17,541,352)	(116,492)
Receivable from stockholders:		
Balance at beginning of period .....		(207)
Forgiveness of officer loans .....		51
Balance at end of period .....		(156)
Total stockholders' equity .....		\$ 34,929
Comprehensive loss (Note 9).....		\$ (12,955)

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

**THE ALPINE GROUP, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)  
(unaudited)

	Nine Months Ended	
	September 30,	
	2008	2007
Cash flows from operating activities:		
Net income (loss) .....	\$ (8,206)	\$ 529
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization .....	138	107
Compensation expense related to stock options and grants .....	609	657
Equity in (earnings) loss of affiliate .....	13,423	(2,583)
Realized gains from sale of investment securities .....	(52)	—
Income taxes .....	—	(2,420)
Other .....	(10)	(11)
Changes in assets and liabilities:		
Accounts receivable, net .....	(1,151)	(4,840)
Accounts receivable from affiliates .....	(1,786)	4,070
Inventories, net .....	23,914	33,407
Other current and non-current assets .....	748	3,258
Accounts payable and accrued expenses .....	(3,664)	(9,291)
Other, net .....	16	—
Cash flows provided by operating activities .....	23,979	22,883
Cash flows from investing activities:		
Capital expenditures .....	(47)	(57)
Purchase of marketable securities .....	(7,497)	(46,287)
Proceeds from sale of investments .....	14,063	37,173
Proceeds from loans to affiliate .....	—	3,275
Acquisition of Posterloid .....	—	(2,924)
Investments in affiliates .....	(15,197)	(14,013)
Cash flows used for investing activities .....	(8,678)	(22,833)
Cash flows from financing activities:		
Net payments under revolving credit facilities .....	(6,935)	(49)
Repayment of long term debt .....	(50)	(65)
Purchase of treasury stock .....	(332)	(269)
Debt issuance costs .....	(30)	—
Dividends on preferred stock .....	(278)	(292)
Other .....	(3)	1
Cash flows used for financing activities .....	(7,628)	(674)
Net increase (decrease) in cash and cash equivalents .....	7,673	(624)
Cash and cash equivalents at beginning of period .....	6,146	1,586
Cash and cash equivalents at end of period .....	\$ 13,819	\$ 962
Supplemental disclosures:		
Cash paid for interest .....	\$ 226	\$ 282
Cash paid for income taxes, net .....	\$ 3,279	\$ 1,125

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

**THE ALPINE GROUP, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**September 30, 2008**  
**(unaudited)**

**1. General**

***Basis of presentation and description of business***

The accompanying unaudited condensed consolidated financial statements of The Alpine Group, Inc. have been prepared by management and represent the accounts and, except as noted below, the consolidation of all of its majority-controlled subsidiaries (collectively "Alpine" or "the Company"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments, consisting of normal recurring adjustments, necessary to present fairly the financial position of Alpine and its subsidiaries as of September 30, 2008, the results of operations for the three and nine months ended September 30, 2008 and 2007, and cash flows for the nine months ended September 30, 2008 and 2007. The year-end condensed consolidated balance sheet as of December 31, 2007 contained herein was derived from audited financial statements but does not include all disclosures required by generally accepted accounting principles in the United States. For further information, refer to the Company's consolidated financial statements and footnotes thereto for the year ended December 31, 2007. Operating results for the nine months ended September 30, 2008 are not necessarily indicative of the results that may be expected for the year ending December 31, 2008.

Synergy Cables Ltd. ("SCL"), a 52% owned subsidiary of the Company, is accounted for using the equity method. According to accounting principles generally accepted in the United States of America, Alpine's financial statements are required to include the consolidation of SCL. However, since the Company intends to reduce its ownership of SCL to below 50% and for a more informative presentation of the Company's financial position and results of operations, including a consistent comparison with prior periods, the equity method is utilized in the unaudited financial statements presented herein. Accounting for Alpine's investment in SCL on an equity basis rather than on a consolidation basis does not change Alpine's consolidated net income/ (loss). There were no significant differences between accounting standards used by SCL and accounting principles generally accepted in the United States of America ("GAAP") as used by Alpine that would have a material effect on the results of operations of SCL.

Alpine is a holding company which over the recent past has owned and operated industrial and other manufacturing companies. At September 30, 2008 Alpine's operations consisted of its 52% ownership in SCL, an Israeli based producer of wire and cable products, Exeon Inc., a wholly owned subsidiary primarily engaged in the business of copper scrap reclamation ("Exeon"), Posterloid Corporation ("Posterloid"), a wholly owned subsidiary engaged in the design and manufacture of menu boards and signage for the food service industry and financial institutions (Note 4) and a 23% ownership investment in Wolverine Tube, Inc. ("Wolverine"), a manufacturer of copper and copper alloy tubular products (Note 3).

***Restricted cash***

The Company is required to maintain on deposit with a lender \$0.3 million of cash in accordance with the terms of a subsidiary's revolving credit facility (see Note 6) and \$0.1 million of cash related to a lease of its New Jersey office, which amounts are classified as restricted cash and other assets, respectively, in the financial statements contained herein.

***Marketable securities***

SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities*, requires securities to be classified as held to maturity, available for sale or trading. Only those securities classified as held to maturity, which the Company intends and has the ability to hold until maturity, are reported at amortized cost. All other securities held as of September 30, 2008 have been classified as available for sale and are reported at fair value with unrealized gains and losses included in shareholders' equity.

The following table shows the unrealized gains (losses) and fair value of the Company's investments aggregated by investment category as of September 30, 2008:

<u>Description of Securities</u>	<b>(in thousands)</b>			
	<u>Cost Basis</u>	<u>Unrealized Gains</u>	<u>Unrealized Losses*</u>	<u>Fair Value</u>
Marketable equity securities .....	\$ 2,259	\$ 2	\$ (479)	\$ 1,782
Municipal bonds and notes .....	200		(17)	183
Mutual funds .....	242		(25)	217
Government securities .....	2,025		(22)	2,003
<b>Total .....</b>	<b>\$ 4,726</b>	<b>\$ 2</b>	<b>\$ (543)</b>	<b>\$ 4,185</b>

\* None of the gross unrealized losses have exceeded 12 months.

The gross unrealized gains (losses) related to short-term investments are primarily due to a change in the fair market value of the various equity securities. Alpine has reviewed its securities in a loss position and believes that the gross unrealized losses on its short-term investments at September 30, 2008 are temporary in nature. Alpine reviews its investment portfolio quarterly, to identify and evaluate investments that have indications of possible impairment. Factors considered in determining whether a loss is temporary include the length of time and extent to which fair value has been less than cost basis, the financial condition, credit quality and near-term prospects of the investee and Alpine's ability to hold the investment for a period of time sufficient to allow for any anticipated recovery in market value.

#### ***Amount due from redemption of investment and other investments***

The Company has an investment in a limited partnership investment fund which, due to the Company's less than 1% ownership in the partnership, is accounted for using cost basis accounting. Since such investment is accounted for on a cost basis, the recorded balance does not reflect appreciation in the investment. The estimated fair value of the investment as of December 31, 2007, based upon the valuation of the underlying assets as provided by this limited partnership, was \$12.3 million. On December 31, 2007 the Company liquidated \$11.0 million of the investment and realized a gain of approximately \$2.5 million from the sale of this investment; however since the actual proceeds were not received until January 2008, the liquidated portion of the investment was classified as "Amount due from redemption of investment" at December 31, 2007. The proceeds were utilized for working capital purposes. The remaining cost basis as of September 30, 2008 was \$0.9 million and estimated fair market value as of that date was \$1.1 million.

#### ***Revenue recognition and accounts receivable***

Revenue from scrap sales is recognized when the product is shipped to the customer, which is when title and risk of loss pass. Credit sales on open accounts are made to customers in the normal course of business. Management periodically reviews its accounts receivable and writes off any amounts deemed to be uncollectible. The Company provides an allowance for doubtful accounts when needed. During the third quarter of 2008 the Company accrued \$0.1 million to provide for a possible doubtful account. This is the only allowance deemed necessary as of September 30, 2008. At December 31, 2007 no allowance was needed. The Company's price to the buyer is fixed and determinable based upon the price set forth in a written order from the customer.

For products bought and resold to Wolverine and SCL, in accordance with Emerging Issues Task Force 99-19 "Reporting Revenue Gross as a Principal versus Net as an Agent" ("EITF 99-19") revenue is recognized on a "net as an agent" basis. While the Company does take title and bears all risks of ownership, there are other criteria, such as the fact the Company's supplier is responsible for the fulfillment of the order, including acceptability of the product, as well as the fact that the Company only earns a stated rate of the amount billed to Wolverine or SCL, that result in such sales being recorded on a net basis. Therefore, only the incremental fees earned on the sales are recorded in net revenues in the statement of operations. Revenue on these sales is recognized when title transfers, which is the earlier of consumption or payment.

#### ***Related party transactions***

In December 2007 Exeon and Wolverine entered into a supply agreement pursuant to which Exeon agreed to supply Wolverine and Wolverine agreed to purchase from Exeon its copper scrap and cathode requirements for its North American melting operations. The agreement is for two years. Exeon sales to Wolverine on a gross basis were \$55.2 and \$232.5 million for the three and nine month periods ended September 30, 2008. The copper handling fees which represent the net sales that were recorded in



accordance with EITF 99-19 were \$104,000 and \$427,000 for the three and nine month periods ended September 30, 2008.

In August 2006 Exeon and SCL entered into a supply agreement pursuant to which Exeon could elect to purchase copper rod for resale to SCL for use in SCL's manufacturing operations (see Note 2). Exeon sales to SCL on a gross basis were \$0.0 and \$30.3 million for the three and nine month periods ended September 30, 2007, respectively. The copper handling fee which represents the net sale that was recorded in accordance with EITF 99-19 (see Note 1) was \$0 and \$134,000 for the three and nine month periods ended September 30, 2007, respectively. There were no sales to SCL during the three and nine month periods ended September 30, 2008.

## 2. Inventories

At September 30, 2008 and December 31, 2007, the components of inventories were as follows:

	September 30, 2008	December 31, 2007
	(in thousands)	
Raw materials .....	\$ 1,280	\$ 2,024
Work in process .....	364	364
Finished goods .....	3,190	26,167
Total gross inventories .....	4,834	28,555
Lower of cost or market adjustment .....	(200)	—
LIFO reserve .....	(547)	(554)
Inventories, net .....	\$ 4,087	\$28,001

The inventories shown above include \$3.2 and \$26.9 million of gross inventory as of September 30, 2008 and December 31, 2007, respectively, valued using the LIFO method. An actual valuation of inventory under the LIFO method can be made only at the end of each year based on actual inventory levels and costs at such time. Accordingly, interim LIFO calculations necessarily are made based on management's estimates of expected year-end inventory levels and costs. The LIFO reserve decreased by \$1.7 million during the third quarter of 2008 resulting in a credit of \$1.7 million against cost of sales during the third quarter of 2008. This credit during the third quarter offsets the effect of a \$1.7 million LIFO charge to cost of sales during the first quarter of 2008. The charge during the first quarter was due primarily to an increase in copper prices during the first quarter, whereas the credit in the third quarter was the result of a decline in copper prices. All of the Company's LIFO inventories are copper based products and the rise and fall in copper products did not have a significant impact on the Company's cash earnings, as all of these inventories are hedged with copper futures contracts. Such interim results are subject to adjustment in future periods to reflect final year-end LIFO inventory valuation.

## 3. Investments in affiliates

### *Wolverine Tube, Inc.*

On February 16, 2007, Alpine and a co-investor, Plainfield Special Situations Master Fund Limited ("Plainfield"), purchased \$10 million and \$40 million, respectively, of newly issued shares of Series A 8% Convertible Preferred Stock (the "Wolverine Series A Preferred Stock") of Wolverine Tube, Inc. ("Wolverine"), and on February 17, 2007, representatives of Alpine and Plainfield joined Wolverine's board of directors, constituting a majority thereof. Additionally, on January 25, 2008, Alpine purchased 4,494 shares of Wolverine Series A Preferred Stock at a purchase price per share in cash of \$1,000 for an aggregate purchase price of approximately \$4.5 million. These shares were purchased pursuant to an option granted to Alpine under the Purchase Agreement among Wolverine, Alpine and Plainfield, dated January 31, 2007.

Dividends on the Wolverine Series A Preferred Stock, are cumulative and payable quarterly on each January 31, April 30, July 31 and October 31 at an initial annual rate of 8%. Wolverine is entitled to defer dividends on the Wolverine Series A Preferred Stock in certain circumstances. Any dividend so deferred will accrue at an annual rate of 10% through January 31, 2012 and 12% thereafter. Additionally, if Wolverine fails to register for resale the common stock into which the Wolverine Series A Preferred Stock is convertible (the "registration requirement"), then the applicable initial or deferral dividend rate, as the case may be, increases by 0.50% for the preceding dividend quarter and sequentially for each quarter (or portion thereof) during which such registration requirement remains unsatisfied, up to a maximum aggregate increase of 2%. Since as of July 31, 2007, such registration requirement was unsatisfied, the applicable dividend rate for the quarter ended July 31, 2007 increased to 8.5%. Alpine thereafter and through June 30, 2008 waived any further incremental adjustment in such dividend rate on account of failure to satisfy the registration requirement. However, following the expiration of such waiver period and through the current date the registration requirement remained unsatisfied. This resulted in the resumption of sequential quarterly incremental adjustments of 0.50% to such dividend rate.

Additionally, commencing as of April 11, 2008, Wolverine notified Alpine that in accordance with its rights under the certificate of designations for its Series A Preferred Stock, it was electing to defer current payment of dividends. Accordingly, as a result of the foregoing, the annual dividend rate for the Wolverine Series A Preferred Stock was 12.0% on September 30, 2008. The Wolverine Series A Preferred Stock votes with the Wolverine common stock on an as converted basis on all matters. The security is convertible into shares of Wolverine common stock based upon an initial conversion price of \$1.10 per share and would result in an ownership by Alpine in Wolverine of 14.6% on a fully diluted, as converted basis.

On February 16, 2007, Alpine and Wolverine entered into an agreement pursuant to which Alpine will provide certain management and other services to Wolverine for an initial period of two years in consideration of an annual fee of \$1.3 million and reimbursement of its reasonable and customary expenses. During the three and nine month periods ended September 30, 2008 the Company recorded \$0.3 and \$0.9 million, respectively, as a credit against selling, general and administrative expenses related to management fees under such agreement. During the three and nine month periods ended September 30, 2007 the Company recorded \$0.3 and \$0.8 million, respectively, in the same manner for such fees for those time periods.

On March 29, 2007, October 18, 2007 and August 16, 2008, Wolverine granted Alpine options under the Wolverine Tube, Inc. 2007 Non-Qualified Stock Option Plan (the "Wolverine Option Plan") to purchase 4,399,059 (the "Original Option") 366,588 (the "Additional Option") and 540,294 (the "Second Additional Option") shares of common stock of Wolverine, or 6.0%, 0.5% and 0.5% respectively, of the outstanding shares of Wolverine on a fully diluted, as converted basis as of the respective grant dates. The exercise prices for such options were as follows: \$1.10 per share as to a tranche of 40% of the Original Option and Additional Option shares and \$0.74 per share as to a tranche of 40% of the Second Additional Option shares; \$1.40 per share as to a tranche of 30% of the Original Option and Additional Option shares and \$0.95 per share as to a tranche of 30% of the Second Additional Option shares; and \$2.20 per share as to a tranche of 30% of the Original Option and Additional Option shares and \$1.49 per share as to a tranche of 40% of the Second Additional Option shares. The Original Option, Additional Option and Second Additional Option vest on a pro rata basis among the three tranches listed above in five equal successive annual installments of 20%, commencing, respectively, on the first anniversary of each grant. The term of each option grant expires on, and is exercisable by Alpine as to vested Original Option, Additional Option and Second Additional Option shares until, the tenth anniversary of each respective grant. As a result of the issuance of additional shares of common stock of Wolverine following a rights offering consummated during October 2007, and pursuant to the express terms of the Wolverine Option Plan, the number of common shares underlying the Original Option and the Additional Option were automatically adjusted to 6,483,533 and 540,294, respectively. Also as a result of the foregoing issuance of additional shares of common stock of Wolverine, the exercise prices for the separate 40%, 30% and 30% option tranches granted under the Original Option and Additional Option were adjusted to equal those of the Second Additional Option, i.e. \$0.74, \$0.95 and \$1.49, respectively.

On March 20, 2008, Alpine purchased \$10 million of newly issued shares of Series B 8 ½ % Convertible Preferred Stock (the "Wolverine Series B Preferred") of Wolverine. The terms and provisions of the Wolverine Series B Preferred Stock (including cumulation and payment dates for dividends, initial conversion price, right of Wolverine to defer payment of dividends under certain circumstances at a higher dividend rates, and automatic incremental adjustment of applicable initial or deferral dividend rate upon failure to satisfy the registration requirement in respect of Wolverine Series B Preferred Stock after June 30, 2008) are substantially identical to those of the Wolverine Series A Preferred Stock, except that the initial cumulative dividend rate on the Wolverine Series B Preferred Stock is 8.5% per annum and the rights and seniority of such security are ratable and parri passu with those of the Wolverine Series A Preferred Stock. Following this investment, Alpine owned 22.4% of Wolverine (on a fully diluted as converted basis). Commencing as of April 11, 2008, Wolverine notified Alpine that in accordance with its rights under the certificate of designations for its Series B Preferred Stock, it was electing to defer current payment of dividends. Furthermore, since the registration requirement with respect to the Wolverine Series B Preferred Stock was unsatisfied as of June 30, 2008 and thereafter continued unsatisfied through the current date, the dividend rate increased by 50 basis points effective as of each of July 1, 2008 and August 1, 2008. Accordingly, as a result of the foregoing, the annual dividend rate for the Wolverine Series B Preferred Stock was 11.5% on September 30, 2008.

As a result of Alpine's aforesaid March 20, 2008 additional investment in Wolverine, among other factors, as of such date Alpine adopted the equity method of accounting for its investment in Wolverine. However, no adjustment compared to the cost basis previously applied was deemed necessary for the quarter ended March 31, 2008 as Alpine's share of Wolverine's earnings for the remaining period between March 20, 2008 and the end of such quarter was immaterial for adjustment. During the quarters ended September 30 and June 30, 2008 Alpine recorded \$6.0 and \$3.1 million for its share of Wolverine's losses for the same periods, respectively. The third quarter loss includes Alpine's proportionate share (approximately \$5.1 million) of the net impact of a \$44 million goodwill impairment and a \$21.7 million gain on divestitures, both of which Wolverine recorded in its third quarter 2008 results. The goodwill impairment was primarily related to the deterioration in profitability of Wolverine's business located in Carrollton, Texas and the low market price of its common stock, resulting in a substantially depressed enterprise value. The divestiture gains were primarily the result of the divestiture of its Canadian residential plumbing tube business.

The Company has received \$0.5 and \$0.5 million in dividend payments for the nine month periods ended September 30, 2008 and 2007, respectively, on account of Wolverine preferred stock holdings. The Company recorded \$0.3 million for the three month period ending March 31, 2008 as dividend income; however, beginning in the second quarter of 2008, Alpine has recorded the dividends as a reduction in their investment in Wolverine. The Company has cumulatively accrued \$1.3 and \$0.6 million of such dividends for the periods ended September 30 and June 30, 2008, respectively. Also, for the three and nine month periods, ending September 30, 2007 the Company recorded \$0.2 million and \$0.5 million, respectively, in dividends and interest income in its statement of operations on account of Wolverine preferred stock dividends for such periods.

During July 2008 and September 2008, Alpine purchased on the open market, 509,382 and 417,853 shares of Wolverine common stock for aggregate purchase prices of \$0.4 million and \$0.3 million, respectively. Following such purchases, Alpine owns 23.4% of Wolverine on a fully diluted, as converted basis.

### ***Synergy Cables Ltd.***

On February 22, 2006, Alpine and Shrem Fudim Kelner Technologies Ltd., (“SFKT”), an unrelated Israeli company, entered into an agreement (the “Agreement”), whereby Alpine and SFKT agreed to invest \$10 million and \$5 million, respectively, in newly issued common shares of SCL. Concurrently, Alpine and SFKT entered into an agreement which provides for (i) certain restrictions upon sale and disposition of SCL common shares, (ii) rights of first offer and "tag along" rights in regard to certain proposed sales of SCL shares, (iii) mutual support and voting for candidates for election to the SCL board of directors, and (iv) sharing of certain management fees payable by SCL. On February 23, 2006, SCL’s principal lender agreed to extend approximately \$11 million in long term indebtedness of SCL and convert \$15 million in SCL indebtedness into a non-interest bearing subordinated loan repayable only upon liquidation of SCL and exchangeable into 15% of SCL share capital. The foregoing agreements were closed on June 26, 2006 and as a result the Company owns approximately 52% of SCL.

On February 27, 2007, SCL, announced a public offering of units (“Units”) of its securities consisting of newly issued convertible and non-convertible bonds, warrants to purchase additional non-convertible bonds through three months following the offering date, and warrants to purchase common stock of SCL through March 2011. The Units offering was fully subscribed and consummated on March 18, 2007. Gross proceeds from the Units offering totaled \$44.0 million. Contemporaneously with the Units offering, SCL announced an \$8.0 million rights offering to its existing common stockholders. The rights offering was fully subscribed and consummated on March 22, 2007. Alpine participated pro rata in the rights offering and purchased 14,668,519 SCL shares for an aggregate purchase price of \$4.0 million. The purchase price was paid by Alpine from proceeds of the repayment of working capital loans previously advanced by it to SCL in the aggregate principal amount of \$3.3 million, with the remainder of the purchase price being funded out of available cash.

## **4. Acquisitions**

### ***Purchase of Posterloid Corporation***

On February 23, 2007, Alpine acquired 100% of the stock of Posterloid Corporation (“Posterloid”) for \$2.9 million. The acquisition was accounted for under the provisions of SFAS No. 141 “Business Combinations”. The results of Posterloid’s operation have been included in the consolidated financial statements since that date. Posterloid is located in Long Island City, NY and is a designer and manufacturer of menu boards and signage for the food service industry and financial institutions. Alpine has guaranteed payment of a contingent earn out of up to a maximum of \$0.5 million based on achievement of certain cumulative performance levels over a three year period. Goodwill of \$533,000 representing the excess of the purchase price over the fair value of the net assets acquired in the Posterloid acquisition was recorded during 2007. Goodwill will be assessed at least annually for impairment and any such impairment will be recognized in the period identified.

## **5. Discontinued operations**

On January 31, 2006, Exeon completed the sale of certain of its assets comprising its building wire business to Southwire Corporation. Exeon sold all of its closing date building wire related inventory and prepaid assets, its Florence, Alabama manufacturing plant and equipment, and Southwire assumed certain contracts and selected current liabilities related to the business. Exeon retained substantially all of its other liabilities, including the indebtedness under its revolving credit facility. Excluded from the sale were cash and cash equivalents and accounts receivable of Exeon, a copper scrap reclamation plant and operation based in Jonesboro, Indiana, a plastic resin compounding plant and operation based in Marion, Indiana, and three leased warehouse distribution centers. The scrap reclamation operation serviced both Exeon’s internal requirements for scrap processing, as well as external customers. The purchase price was the sum of (i) \$27 million plus (ii) the closing date value of Exeon’s inventory and certain prepaid assets aggregating \$55.6 million, which was paid in cash by Southwire at closing. At closing, Exeon repaid in full and terminated its revolving credit facility. In December 2006 Exeon discontinued its plastic resin compounding operations and on May 31, 2007 it sold its Marion, Indiana plant and related machinery and equipment to a third party for \$0.7 million.

Alpine had an after-tax gain of \$4.0 million resulting from the proceeds it received (net of expenses) related to its share of a 2007 settlement arising from a lawsuit filed by Exeon and other plaintiffs, alleging a conspiracy to increase the prices of copper products during the 1993-1996 timeframe in violation of Section 1 of the Sherman Act. This gain was recorded as income from discontinued operations during the second quarter of 2008, since it was related primarily to Alpine's discontinued building wire operations. The remaining assets and liabilities related to discontinued operations were less than \$1.0 million as of September 30, 2008 and December 31, 2007 and therefore are no longer shown separately in the balance sheet herein.

## **6. Revolving Credit Facility**

On December 19, 2006, Exeon entered into a loan agreement with a bank providing for revolving maximum borrowings of up to \$5 million and on December 31, 2007 amended the agreement to increase the maximum borrowing limit to \$8 million. Borrowing availability is determined by reference to a borrowing base that permits advances to be made at net valuation rates against accounts receivable and inventories of Exeon's scrap reclamation business. Interest is payable monthly in arrears and is based on a floating bank base rate less 50 basis points. The effective rate as of September 30, 2008 was 5%. The loan is collateralized by the assets of the scrap reclamation business indicated above including the property, plant and equipment located at Exeon's Jonesboro, Indiana facility and inventories related to such business located at such plant and at approved third party consigned locations. The loan also requires compliance by Exeon with certain financial covenants typical to such agreements, all of which were in compliance as of September 30, 2008 and December 31, 2007.

In October 2006, Exeon established a \$25 million credit line with UBS Bank USA ("UBS"). The line is guaranteed by Alpine and collateralized by Exeon's and Alpine's cash equivalents and other investments on deposit with UBS and its affiliates from time to time for the account of Exeon and Alpine. There was no outstanding balance under the credit line as of September 30, 2008 or December 31, 2007.

## **7. Series A Cumulative Convertible Preferred Stock**

Alpine has authorized 500,000 shares of preferred stock with a par value of \$1.00 per share. The preferred stock may be issued at the discretion of the board of directors in one or more series with differing terms, limitations and rights.

At September 30, 2008, there were 12,171 shares of Alpine Series A Cumulative Convertible Stock (the "Alpine Series A Preferred Stock") outstanding. Holders of the Alpine Series A Preferred Stock are entitled to receive, when, as and if declared by the board of directors out of funds legally available for payment, cash dividends at an annual rate of \$30.40 per share. The Alpine Series A Preferred Stock originally was convertible into Common Stock, at the option of the holder, at the rate of 691 shares of Common Stock per share of Alpine Series A Preferred Stock. As a result of a special dividend declared by the Company during 2004 the conversion rate increased to 743.01. There were 44 and 81 shares of Alpine Series A Preferred Stock converted into 32,692 and 60,183 shares of Common Stock during the nine month periods ended September 30, 2008 and 2007, respectively.

The Company may cause conversion of the Alpine Series A Preferred Stock into Common Stock if the Common Stock is then listed on the New York Stock Exchange or the American Stock Exchange or is traded on the Nasdaq National Market System and the average closing price of a share of the Common Stock for any 20 consecutive trading days equals or exceeds 300% of the conversion price then in effect. The Alpine Series A Preferred Stock is subject to mandatory redemption by the Company ratably on the last day of each quarter during the three-year period commencing on December 31, 2009 at the liquidation value of \$380 per share, plus accrued and unpaid dividends. Additionally, if the Company experiences a change in control it will, subject to certain limitations, offer to redeem the Alpine Series A Preferred Stock at a cash price of \$380 per share plus accrued and unpaid dividends.

Dividends related to the Alpine Series A Preferred Stock have been paid on a quarterly basis since issuance.

At September 30, 2008, 177 shares of 9% Cumulative Convertible Preferred Stock ("9% Preferred Stock") were outstanding. Each Share of the 9% Preferred Stock is convertible into 105 1/2 shares of Common Stock, subject to customary adjustments. Alpine may redeem the stock at any time, in whole or in part at a price equal to the liquidation value per share of \$1,000. The 9% Preferred Stock is senior to the Alpine Series A Preferred Stock.

## 8. Earnings Per Share

The computation of basic and diluted income (loss) per share for the three and six month periods ended September 30, 2008 and 2007 is as follows:

	<u>Three Months Ended September 30,</u>					
	<u>2008</u>			<u>2007</u>		
	<u>Net income</u> <u>(loss)</u>	<u>Weighted</u> <u>Average</u> <u>Shares</u>	<u>Per Share</u> <u>Amount</u>	<u>Net income</u> <u>(loss)</u>	<u>Weighted</u> <u>Average</u> <u>Shares</u>	<u>Per Share</u> <u>Amount</u>
<b><u>Basic earnings (loss) per share</u></b>						
Income (loss) from continuing operations .....	\$ (7,168)	11,325	\$ (0.63)	\$ 972	11,032	\$ 0.09
Adjustments:						
Preferred stock dividends.....	(96)	11,325	(0.01)	(97)	11,032	(0.01)
Income (loss) attributable to common stock from continuing operations.....	\$ (7,264)	11,325	\$ (0.64)	\$ 875	11,032	\$ 0.08
Loss from discontinued operations, net of tax....	(19)	11,325	(0.00)	(408)	11,032	(0.04)
Net income (loss) applicable to common stock..	\$ (7,283)	11,325	\$ (0.64)	\$ 467	11,032	\$ 0.04
<b><u>Diluted earnings (loss) per share</u></b>						
Income (loss) from continuing operations applicable to common stock.....	\$ (7,264)	11,325	\$ (0.64)	\$ 875	11,032	\$ 0.08
Effect of dilutive securities:						
Restricted stock plans .....				—	327	
Stock option plans .....				—	443	
Convertible preferred stock .....				97	9,103	
Income (loss) attributable to common stock from continuing operations and assumed conversions.....	\$ (7,264)	11,325	\$ (0.64)	\$ 972	20,905	\$ 0.05
Loss from discontinued operations.....	(19)	11,325	(0.00)	(408)	20,905	(0.02)
Net income applicable to common stock .....	\$ (7,283)	11,325	\$ (0.64)	\$ 564	20,905	\$ 0.03

	<u>Nine Months Ended June 30,</u>					
	<u>2008</u>			<u>2007</u>		
	<u>Net income</u> <u>(loss)</u>	<u>Weighted</u> <u>Average</u> <u>Shares</u>	<u>Per Share</u> <u>Amount</u>	<u>Net income</u> <u>(loss)</u>	<u>Weighted</u> <u>Average</u> <u>Shares</u>	<u>Per Share</u> <u>Amount</u>
<b><u>Basic earnings (loss) per share</u></b>						
Income (loss) from continuing operations.....	\$(12,026)	11,329	\$ (1.06)	\$1,324	11,128	\$ 0.12
Adjustments:						
Preferred stock dividends .....	(290)	11,329	(0.03)	(292)	11,128	(0.03)
Income (loss) attributable to common stock						
from continuing operations .....	\$(12,316)	11,329	\$ (1.09)	\$1,032	11,128	\$ 0.09
Income (loss) from discontinued operations .....	3,820	11,329	0.34	(795)	11,128	(0.07)
Net income (loss) applicable to common stock ..	\$(8,496)	11,329	\$ (0.75)	\$ 237	11,128	\$ 0.02
<b><u>Diluted earnings (loss) per share</u></b>						
Income (loss) from continuing operations						
applicable to common stock.....	\$(12,316)	11,329	\$ (1.09)	\$1,032	11,128	\$ 0.09
Effect of dilutive securities:						
Restricted stock plans .....				—	334	
Stock option plans .....				—	454	
Convertible preferred stock .....				292	9,131	
Income (loss) attributable to common stock						
from continuing operations and assumed						
conversions.....	\$(12,316)	11,329	\$ (1.09)	\$1,324	21,047	\$ 0.06
Income (loss) from discontinued operations .....	3,820	11,329	0.34	(795)	21,047	(0.03)
Net income (loss) applicable to common stock ..	\$ (8,496)	11,329	\$ (0.75)	\$ 529	21,047	\$ 0.03

The Company has excluded the assumed exercise of certain stock options (1.8 million), vesting of restricted stock grants (0.3 million) and conversion of all preferred stock (12,171 preferred shares convertible into 9.0 million common shares) from the Company's earnings per share calculation for the three and nine month periods ended September 30, 2008. The Company has excluded the assumed exercise of certain stock options (0.6 and 0.4 million for the three and nine month periods ended September 30, 2007, respectively) because the effect would be antidilutive.

## 9. Comprehensive Income

The components of comprehensive income for the three and nine month periods ended September 30, 2008 and 2007 were as follows:

	<u>Three Months Ended</u> <u>September 30,</u>		<u>Nine Months Ended</u> <u>September 30,</u>	
	<u>2008</u>	<u>2007</u>	<u>2008</u>	<u>2007</u>
Net Income.....	\$ (7,187)	\$ 564	\$ (8,206)	\$ 529
Other comprehensive income:				
Change in unrealized gains (losses) on securities net of tax ...	(191)	47	(325)	61
Change in other comprehensive income (loss) of affiliates.....	(4,424)	—	(4,424)	—
Comprehensive income.....	\$(11,802)	\$ 611	\$(12,955)	\$ 590

The \$4.4 million negative change in other comprehensive income (loss) ("OCI") of affiliates for the three and nine month periods ended September 30, 2008 consists of Alpine's share of the change in OCI of Wolverine and SCL, which was \$2.9 and \$1.5 million, respectively. The Wolverine change was due primarily to OCI losses related to the divestiture of its Canadian plumbing tube business partially offset by deferred currency translation gains. The SCL change was due primarily to unrealized losses on commodity cash flow hedges and deferred currency translation losses.

## 10. Stock-based compensation plans

Alpine formerly had an employee stock option incentive plan known as the 1997 Stock Option Plan (the "1997 Plan"), however, as of April 9, 2007, the tenth anniversary of the effective date of the 1997 Plan, no further grants or other awards may be issued under such plan. All rights under options granted prior to April 9, 2007 extend beyond such date subject to and in accordance with the terms of the 1997 Plan. The options granted under the 1997 Plan vest in equal annual installments over the three year period commencing on the first anniversary date of the grant or, if earlier, upon the occurrence of a change in control of the Company and options cannot be exercised after 10 years from the date of grant.

On May 14, 2008, the Executive Compensation and Organization Committee of the Board of Directors (the "Compensation Committee") granted a total of 199,205 non-qualified options to four key executives of the Company. The options vest in equal annual installments over the four year period commencing on the first anniversary date of grant or, if earlier, upon occurrence of a change in control of the Company and cannot be exercised after ten years from the date of grant. The exercise price of all such options was set at the market price of the Common Stock on the date of grant. All shares of Common Stock issuable upon exercise of any of the said non-qualified options will be issued from the Company's treasury shares.

The Company adopted the Stock Compensation Plan for Non-Employee Directors (the "Director Plan") in January 1999. Under the Director Plan, each non-employee director of the Company automatically receives 50% of the annual retainer in either restricted common stock or non-qualified stock options, as elected by the director. In addition, each non-employee director may also elect to receive all or a portion of the remaining amount of the annual retainer and any meeting fees in the form of restricted stock or stock options in lieu of cash payment. During the third quarter of 2008 15,621 non-qualified stock options and 2,035 shares of restricted stock were granted to non-employee directors. All options and restricted stock granted during the quarter ended September 30, 2008 were issued at the fair market value of the Common Stock at the date of the grant. Each stock option granted under the Director Plan expires on the tenth anniversary of the date of the grant. Awards of restricted stock and stock options under the Director Plan vest upon the earliest of the following to occur: (i) the third anniversary of the date of the grant; (ii) a non-employee director's death; and (iii) a change of control of the Company. Any shares issued pursuant to the Director Plan will be issued from the Company's treasury stock.

Alpine sponsors a 1984 Restricted Stock Plan under which a maximum of 600,000 shares of Common Stock have been reserved for issuance. At September 30, 2008, there are 45,064 shares available for issuance. During the nine month period ended September 30, 2008, the Compensation Committee granted no new shares under this plan. Shares of restricted Common Stock granted under this Plan vest in equal installments over a three year period commencing with the first anniversary of grant.

Alpine sponsors The Alpine Group, Inc. Deferred Stock Account Plan, an unfunded deferred stock compensation plan whereby certain key management employee participants are permitted to (i) defer the receipt of all, or a portion, of their non-cash salary or bonus and shares of Common Stock issued upon stock option exercises, as defined by the plan and (ii) reinvest deemed cash dividends allocable to Common Stock credited to a participant's account under the plan into additional deferred Common Stock. The plan also provides for Company matching contributions of Common Stock of either 25% or 50%, depending upon period of deferral, applied to shares of Common Stock deferred therein. The compensation cost associated with the Company matching contributions is amortized over the period of the deferral in respect of which it may be earned. Shares deferred into the Deferred Stock Account Plan are held in irrevocable grantor trusts. On April 19, 2006, the Compensation Committee approved voluntary reductions in executive base compensation levels for calendar 2006 and awarded grants of 155,359 shares of restricted common stock from the Company's treasury stock to participating executives. All executives elected to defer the receipt of the shares under this plan. At September 30, 2008 2,356,244 shares of Common Stock have been deferred and are included in the grantor trusts. These shares and the corresponding liability are classified as components of treasury stock and additional paid-in capital, respectively, in the consolidated balance sheets. The total unamortized deferred compensation was \$0.2 and \$0.4 million as of September 30, 2008 and December 31, 2007.

The following table summarizes restricted stock activity for the three month periods ended March 31, June 30 and September 30, 2008:

	Deferred Stock Account Plan		Non-Employee Directors Plan	
	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value
Nonvested balance at December 31, 2007 .....	73,129	\$ 3.40	17,586	\$ 2.42
Granted .....	—		1,750	2.50
Vested-.....	—	3.40	(1,532)	2.04
Nonvested balance at March 31, 2008 .....	<u>73,129</u>	<u>3.40</u>	<u>17,804</u>	<u>2.46</u>
Granted .....	—		2,083	2.10
Vested .....	(36,564)	3.40	(1,653)	1.89
Nonvested balance at June 30, 2008 .....	<u>36,565</u>	<u>3.40</u>	<u>18,234</u>	<u>2.47</u>
Granted .....	—		2,035	2.15
Vested .....	—	3.40	(1,871)	1.67
Nonvested balance at September 30, 2008	<u>36,565</u>	<u>3.40</u>	<u>18,398</u>	<u>2.51</u>
Unrecognized Compensation Costs .....	\$27,672		\$23,015	
Weighted Average Period Remaining.....	0.8	Years	2.0	Years

Excluded from the table above are 198,494 and 530,756 shares as of September 30, 2008 and December 31, 2007, that represent future Company matching contributions being earned on account of shares deferred by participants in the Deferred Stock Account Plan. Under the plan, the number of matching shares contributed by the Company varies based upon the length of the deferral period(s) selected by plan participants and the contribution is earned upon expiration of the related deferral period(s). The amortization of the cost associated with matching contribution shares is, and has been, included in the compensation expense of the Company, all of which is included in selling, general and administrative expenses in the statement of operations. There is approximately \$0.2 million of unamortized compensation expense related to such matching contribution shares as of September 30, 2008 that is expected to be recognized over a weighted average period of 2.3 years.



The following table summarizes stock option activity for the three month periods ended March 31, June 30 and September 30, 2008.

	Shares Outstanding	Weighted- Average Exercise Price	Weighted Average Remaining Contractual Terms (in years)	Aggregate Intrinsic Value
Outstanding at December 31, 2007 .....	1,595,718	\$ 1.86	7.08	\$1,453,709
Exercised.....	—	—		
Canceled .....	(10,000)	\$ 2.45		
Granted .....	13,435	\$ 2.50		
Outstanding at March 31, 2008 .....	<u>1,599,153</u>	\$ 1.86	6.84	\$1,042,770
Exercised .....	—	—		
Canceled .....	—	—		
Granted .....	215,199	\$ 2.38		
Outstanding at June 30, 2008.....	<u>1,814,352</u>	\$ 1.92	6.98	\$ 973,364
Exercised .....	—	—		
Canceled .....	—	—		
Granted .....	15,621	\$ 2.15		
Outstanding at September 30, 2008 .....	<u>1,829,973</u>	\$ 1.92	6.76	\$ 281,704
Options exercisable at September 30, 2008.....	1,052,874	\$ 1.40	5.14	\$ 281,704

There were no options exercised during the nine month period ended September 30, 2008

The weighted average grant-date fair value of options granted for the nine month periods ended September 30, 2008 and 2007 was \$1.96 and \$2.14, respectively.

Information with respect to stock-based compensation plan stock options outstanding and exercisable at September 30, 2008 is as follows:

Range Of Exercise Prices	Options Outstanding			Options Exercisable	
	Number Of Options Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number Of Options Exercisable	Weighted Average Exercise Price
\$0.450-\$0.650	180,040	4.45	\$ 0.6001	180,040	\$ 0.6001
\$0.76	333,851	4.72	0.7600	333,851	0.7600
\$0.875—\$2.960	1,259,492	7.74	2.2323	502,423	1.6506
\$3.100—\$9.813	45,384	4.98	4.3109	25,354	5.1996
\$10.438—\$17.938	11,206	0.81	13.3286	11,206	13.3286
	<u>1,829,973</u>	6.76	1.9226	<u>1,052,874</u>	1.3983

The Company accounts for stock options using the provisions of adopted Statement of Financial Accounting Standards No. 123 (revised 2004), "Stock-based Payment," ("SFAS 123(R)") which requires the measurement and recognition of compensation expense for all stock-based payment awards made to employees and directors based on estimated fair values. Total compensation expense related to all stock-based compensation plans (including restricted stock) for the nine months ended September 30, 2008 and 2007, was \$0.6 million and \$0.7 million, respectively.

SFAS 123(R) requires companies to estimate the fair value of stock-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in the Company's Statement of Operations. The fair value of each option award was calculated on the date of grant using the Black-Scholes option pricing model. This model requires the input of subjective assumptions that may have a significant impact on the fair value estimate. Expected volatility was based on historical volatility of the Company's stock, and other

factors. Expected dividends were based on historical dividend practices and no immediate plans to pay a dividend in respect of the Common Stock. The Company uses historical data to estimate option exercises and employee terminations within the valuation model. The risk-free rate for periods within the contractual life of the option were based on average U.S. Treasury rates in effect at the end of each quarter.

The following assumptions were used for each respective period:

	<u>Three months ended September 30,</u>	
	<u>2008</u>	<u>2007</u>
Risk free interest rate	2.8%	4.2%
Expected life	2.0	2.0
Expected volatility	127%	136%
Expected dividend yield	0%	0%