

LIME ENERGY CO.  
Form 8-K/A  
October 17, 2006

**Table of Contents**

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

**AMENDMENT NO. 2  
TO  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934  
(Date of earliest event reported): June 30, 2006  
LIME ENERGY CO.  
(Exact name of registrant as specified in its charter)**

DELAWARE

000-2791

36-4197337

(State or other jurisdiction of  
incorporation or organization)

(Commission File #)

(IRS Employer Identification No.)

1280 Landmeier Road, Elk Grove Village, Illinois 60007-2410

(Address of principal executive offices)

(847) 437-1666

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**TABLE OF CONTENTS**

Item 2.01. Completion of Acquisition or Disposition of Assets

Item 9.01 Financial Statements and Exhibits

SIGNATURE

INDEX TO EXHIBITS

Consent

Audited Financial Statements

Unaudited Financial Statements

Unaudited Pro Forma Condensed Combined Statement

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**Table of Contents**

**Explanatory Note:**

This second amendment to our Current Report filed on Form 8-K:

revises the unaudited pro forma condensed combined statement of operations of Lime Energy (formerly known as Electric City Corp.) for the year ended December 31, 2005 to include the operating results of Maximum Performance Group, Inc. ( MPG ) for the four month period prior to the acquisition which was effective on May 1, 2005; and

changes all references to Electric City Corp. to Lime Energy Co. to reflect the name change effected by the Company on September 13, 2006.

**Item 2.01. Completion of Acquisition or Disposition of Assets.**

On July 6, 2006, Lime Energy Co. filed a Current Report on Form 8-K reporting, among other things, that on June 30, 2006 it completed the acquisition of Parke P.A.N.D.A. Corporation ( Parke ). As part of the 8-K, we indicated that the financial statements and pro forma financials required under Item 9.01 would be filed no later than 71 days following the date that the Form 8-K was required to be filed. We filed the required financial statements and pro forma financial information on August 22, 2006. This second amendment to our Current Report on Form 8-K corrects the pro forma financial information for the twelve months ended December 31, 2005 to include the operating results of MPG for the four month period from January 1, 2005 through April 30, 2005, the effective date that Lime Energy acquired MPG. Since May 1, 2005, MPG operating results have been included in the consolidated financial reports of Lime Energy. For the MPG historical financials and pro forma financial information relating to the MPG acquisition, please refer to the amendment to our Current Report on Form 8-K filed on July 15, 2005.

The description of the acquisition of Parke contained in this Item 2.01 is qualified in its entirety by reference to the full text of 1) the Agreement and Plan of Merger dated as of May 19, 2006, by and among Lime Energy Co., Parke Acquisition, LLC, a wholly-owned subsidiary of Electric City ( Merger Subsidiary ), Parke and Daniel Parke, which was filed as Exhibit 10.1 to the Form 8-K filed with the SEC on May 22, 2006 and 2) the Joinder and Amendment To Agreement and Plan of Merger dated as of June 27, 2006 by and among the Company, Merger Subsidiary, Parke, Daniel Parke and Daniel W. Parke and Michelle A. Parke as Trustees under The Parke Family Trust (the Joinder ), which was filed as Exhibit 10.1 to the original Form 8-K filed with the SEC on July 6, 2006, which are both incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

(a) Financial Statements of businesses acquired.

Audited financial statements of Parke P.A.N.D.A. Corporation for the years ended December 31, 2005 and 2004, including the notes thereto.

Unaudited financial statements of Parke P.A.N.D.A. Corporation for the six months ended June 30, 2006 and 2005, including the notes thereto.

(b) Pro forma financial information.

Unaudited pro forma condensed combined statement of operations of Lime Energy Co. for the six months ended June 30, 2006, and the year ended December 31, 2005.

(c) Not applicable

(d) Exhibits

**Table of Contents**

- 10.1 \* Agreement and Plan of Merger dated as of April 29, 2005
- 10.2 \* Joinder and Amendment to Agreement and Plan of Merger dated as of June 27, 2006
- 23.1 \* Consent of BDO Seidman, LLP
- 99.1 Audited financial statements of Parke P.A.N.D.A. Corporation for the years ended December 31, 2005 and 2004.
- 99.2 Unaudited financial statements of Parke P.A.N.D.A. Corporation for the six months ended June 30, 2006 and 2005.
- 99.3 Unaudited pro forma condensed combined statement of operations of Lime Energy Co. for the six months ended June 30, 2006, and the year ended December 31, 2005.

Notes to unaudited pro forma condensed combined financial statements.

\* Filed previously

SIGNATURE

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

LIME ENERGY CO.

Dated: October 17, 2006

By: /s/ Jeffrey R. Mistarz

Jeffrey R. Mistarz

Chief Financial Officer & Treasurer  
(principal financial and accounting officer)

INDEX TO EXHIBITS

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Notes to unaudited pro forma condensed combined financial statements.

\* Filed previously