MECHANICAL TECHNOLOGY INC
Form 10-K/A
March 22, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

AMENDMENT NO. 2

/X/ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2003

or

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

For the transition period from __________ to __________

Commission file number 0-6890

MECHANICAL TECHNOLOGY INCORPORATED

(Exact name of registrant as specified in its charter)

New York	14-1462255
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
431 New Karner Road, Albany, New York	12205
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (518) 533-2200

Securities registered pursuant to Section 12(b) of the Act: NONE

Securities registered pursuant to Section 12 (g) of the Act:

$1.00 Par Value Common Stock	NA

(Title of class)	(Name of exchange on which registered)

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K/A or any amendment to this Form 10-K/A. ¨

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

The aggregate market value of the voting and non-voting Registrant's common stock held by non-affiliates of the Registrant on June 30, 2003 (based on the last sale price of $3.10 per share for such stock reported by NASDAQ for that date) was approximately $65,436,028.

As of April 28, 2004, the Registrant had 29,224,666 shares of common stock outstanding.

*Please see the Explanatory Note below.

DOCUMENTS INCORPORATED BY REFERENCE: None

EXPLANATORY NOTE

This Annual Report on Form 10-K/A ("Form 10-K/A") is being filed as Amendment No. 2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2003. This Form 10-K/A is filed with the Securities and Exchange Commission (the "Commission") for the purpose of filing financial statements of Plug Power Inc. and SatCon Technology Corporation in accordance with the requirements of Rule 3-09 of Regulation S-X and filing the Consents from their auditors. And revisions to Note 14, Equity in Holdings' Losses, Net of Tax.

PART II

ITEM 8: FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements filed herewith are set forth on the Index to

Consolidated Financial Statements on Page F-1 of the separate financial section.

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

F-1

REPORT OF INDEPENDENT AUDITORS

To the Board of Directors and Shareholders

of Mechanical Technology Incorporated

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, shareholders' equity and comprehensive income (loss) and of cash flows present fairly, in all material respects, the financial position of Mechanical Technology Incorporated at December 31, 2003 and 2002, and the results of their operations and their cash flows for the years ended December 31, 2003 and 2002, the three month period ended December 31, 2001, and for the year ended September 30, 2001, in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 1 to the financial statements, the Company adopted Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets,* on January 1, 2002, Emerging Issues Task Force Issue 00-19, *Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in a Company's own Stock* on June 30, 2001, and Financial Accounting Standards No. 133, *Accounting for Derivative Instruments and Hedging Activities o*n October 1, 2000. Additionally, as discussed in Note 1, the Company changed its method of accounting for its investments in Plug Power Inc. and SatCon Technology Corporation on December 20, 2002 and July 1, 2002, respectively.

/s/PricewaterhouseCoopers LLP

Albany, New York

February 13, 2004

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

December 31, 2003 and 2002

	(Dollars in thousands)	
	2003	2002
Assets		
Current Assets:		
Cash and cash equivalents	$12,380	$ 7,320
Securities available for sale	44,031	37,332
Accounts receivable, less allowances of $0		
in 2003 and 2002	962	1,445
Inventories	1,300	1,378
Prepaid expenses and other current assets	514	668
Total Current Assets	59,187	48,143

Derivative assets	-	6
Property, plant and equipment, net	1,999	1,558
Deferred income taxes	4,652	2,677
Notes receivable - noncurrent, less		
allowance of $660 in 2003 and 2002	-	-
Total Assets	$65,838	$52,384

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

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

December 31, 2003 and 2002

	(Dollars in thousands)	
	2003	2002
Liabilities and Shareholders' Equity		
Current Liabilities:		

Accounts payable	$ 692	$ 761
Accrued liabilities	1,528	1,543
Accrued liabilities - related parties	48	190
Income taxes payable	12	92
Deferred income taxes	14,481	8,876
Total Current Liabilities	16,761	11,462
Long-Term Liabilities:		
Other credits	24	24
Total Liabilities	16,785	11,486
Commitments and Contingencies		
Minority interests	787	150
Shareholders' Equity		
Common stock, par value $1 per share,		
authorized 75,000,000; 35,776,510 issued in		
2003 and 35,648,135 issued in 2002	35,776	35,648
Paid-in-capital	68,708	67,479
Accumulated deficit	(62,433)	(61,874)
	42,051	41,253
Accumulated Other Comprehensive Income:		
Unrealized gain on available for sale		
securities, net of tax	19,944	13,170
Restricted stock grant	-	(40)
Common stock in treasury, at cost,		

8,035,974 shares in 2003 and		
8,020,250 shares in 2002	(13,729)	(13,635)
Total Shareholders' Equity	48,266	40,748
Total Liabilities and Shareholders' Equity	$ 65,838	$ 52,384

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

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MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

For the Years Ended December 31, 2003 and 2002,

Three Months Ended December 31, 2001 and the Year Ended September 30, 2001

(Dollars in thousands, except per share)

	Year Ended Dec. 31, 2003	Year Ended Dec. 31, 2002	Three Months Ended Dec. 31, 2001	Year Ended Sept. 30, 2001

Product revenue	$ 5,547	$ 5,362	$ 1,246	$ 7,298
Funded research and development revenue	2,311	1,573	90	-
Total revenue	7,858	6,935	1,336	7,298
Operating costs and expenses:				
Cost of product revenue	2,382	2,428	688	3,150
Research and product development expenses:				
Funded research and product development	3,763	2,560	187	-
Unfunded research and product development	4,585	4,055	874	3,684
Total research and product development expenses	8,348	6,615	1,061	3,684
Selling, general and administrative expenses	5,837	4,951	1,357	6,159
Operating loss	(8,709)	(7,059)	(1,770)	(5,695)
Interest	(7)	(46)	(15)	(1,970)
Loss on derivatives	(6)	(188)	(26)	(1,266)
Gain on derivatives, Company stock	-	-	165	922
Gain (loss) on sale of securities available for sale, net	7,483	(444)	-	-
Gain on sale of holdings, net	-	6,369	-	28,838
Gain on exchange of securities	-	8,006	-	-
Impairment losses	(418)	(8,127)	(15,433)	-
Other expense, net	(74)	(80)	(82)	(93)
(Loss) income from continuing operations before income taxes, equity in holdings' losses and minority				

interests	(1,731)	(1,569)	(17,161)	20,736
Income tax benefit (expense)	669	636	6,788	(7,524)
Equity in holdings' losses (net of tax benefit of $4,550 in 2002, $2,169 in Transition Period and $9,722 in 2001)	-	(6,671)	(3,316)	(17,072)
Minority interests in losses of consolidated subsidiary	490	418	104	123
Loss from continuing operations	(572)	(7,186)	(13,585)	(3,737)
Income from discontinued operations (net of taxes of $8 in 2003 and $154 in 2002)	13	225	-	-
Loss before cumulative effects of changes in accounting principles	(559)	(6,961)	(13,585)	(3,737)
Cumulative effect of accounting change for derivative financial instruments for Company's own stock, net of tax expense of $1,000	-	-	-	1,468
Cumulative effect of accounting change for derivative financial instruments, net of tax expense of $3,876	-	-	-	6,110
Net (loss) income	$ (559)	$(6,961)	$(13,585)	$ 3,841
(Loss) Earnings per Share (Basic and Diluted):				
Loss from continuing operations	$ (.02)	$ (.21)	$ (.38)	$ (.10)
Income from discontinued operations	-	.01	-	-

Cumulative effect of accounting change				
for derivative financial instruments				
for Company's own stock	-	-	-	.04
Cumulative effect of accounting change				
for derivative financial instruments	-	-	-	.17
(Loss) earnings per share	$ (.02)	$ (.20)	$ (.38)	$ .11

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

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

AND COMPREHENSIVE INCOME (LOSS)

For the Years Ended December 31, 2003 and 2002,

Three Months Ended December 31, 2001 and the Year Ended September 30, 2001

(Dollars in thousands)

	Year Ended Dec. 31, 2003	Year Ended Dec. 31, 2002	Three Months Ended Dec. 31, 2001	Year Ended Sept. 30, 2001
COMMON STOCK				
Balance, beginning	$ 35,648	$ 35,505	$ 35,505	$ 35,437
Issuance of shares - options	128	93	-	68
Issuance of shares - restricted stock	-	50	-	-
Balance, ending	$ 35,776	$ 35,648	$ 35,505	$ 35,505

PAID-IN-CAPITAL				
Balance, beginning	$ 67,479	$ 67,045	$ 65,103	$ 54,790
Issuance of shares - options	93	18	-	3
MTI MicroFuel Cell investment	881	(28)	46	1,163
Plug Power holding, net of taxes	-	430	131	8,678
SatCon holding, net of taxes	-	(90)	1,677	2,506
Compensatory options	32	49	13	(14)
Reclassification of common stock				
warrants from equity to liability,				
net of taxes	-	-	75	(2,207)
Stock option exercises recognized				
differently for financial reporting				
and tax purposes	223	55	-	184
Balance, ending	$ 68,708	$ 67,479	$ 67,045	$ 65,103
ACCUMULATED DEFICIT				
Balance, beginning	$(61,874)	$(54,913)	$(41,328)	$(45,169)
Net (loss) income	(559	(6,961	(13,585	3,841
	)	)	)	
Balance, ending	$(62,433)	$(61,874)	$(54,913)	$(41,328)
ACCUMULATED OTHER COMPREHENSIVE INCOME				
(LOSS):				
UNREALIZED GAIN (LOSS) ON AVAILABLE FOR				
SALE SECURITIES, NET OF TAXES				
Balance, beginning	$ 13,170	$ -	$ (5,204)	$ -
Change in unrealized gain (loss) on				

available for sale securities (net of taxes of $6,705 in 2003, $8,781 in 2002, $3,469 in Transition Period and $(3,469) in 2001)	10,057	13,170	5,204	(5,204)
Less reclassification adjustment for gains included in net income (net of taxes of $(2,189) in 2003)	(3,283)	-	-	-
Balance, ending	$ 19,944	$ 13,170	$ -	$ (5,204)
TREASURY STOCK				
Balance, beginning	$(13,635)	$ (29)	$ (29)	$ (29)
Stock acquisition	(94)	(13,606)	-	-
Balance, ending	$(13,729)	$(13,635)	$ (29)	$ (29)
RESTRICTED STOCK GRANTS				
Balance, beginning	$ (40)	$ -	$ -	$ -
Grants issued	-	(50)	-	-
Grants vested	40	10	-	-
Balance, ending	$ -	$ (40)	$ -	$ -
TOTAL SHAREHOLDERS' EQUITY	$ 48,266	$ 40,748	$ 47,608	$ 54,047
TOTAL COMPREHENSIVE INCOME (LOSS):				
Net (loss) income	$ (559)	$ (6,961)	$(13,585)	$ 3,841
Other comprehensive income (loss):				
Change in unrealized gain (loss) on available for sale securities, net	6,774	13,170	5,204	(5,204)

Total comprehensive income (loss)	$ 6,215	$ 6,209	$ (8,381)	$ (1,363)

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

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

For The Years Ended December 31, 2003 and 2002,

Three Months Ended December 31, 2001 and the Year Ended September 30, 2001

(Dollars in thousands)

	Year Ended Dec. 31, 2003	Year Ended Dec. 31, 2002	Three Months Ended Dec. 31, 2001	Year Ended Sept. 30, 2001
OPERATING ACTIVITIES				
Net (loss) income excluding discontinued operations	$ (572)	$(7,186)	$(13,585)	$ 3,841
Adjustments to reconcile net (loss) income to net cash				
used by operating activities:				
Cumulative effect of accounting change for derivative				
financial instruments, gross	-	-	-	(9,986)
Cumulative effect of accounting change for derivative				
financial instruments for Company's own stock, gross	-	-	-	(2,468)
Loss on derivatives	6	188	26	1,266
Gain on derivatives, Company stock	-	-	(165)	(922)
Loss on retirement of subsidiary treasury stock	5	-	-	-
Impairment losses	418	8,127	15,433	-

Loss on warrant issued by subsidiary	-	-	98	-
Stock dividend	-	-	-	(827)
Capitalized interest	-	-	-	107
(Gain) loss on sale of securities available				
for sale, net	(7,483)	444	-	-
Gain on sale of holdings, net	-	(6,369)	-	(28,838)
Gain on exchange of securities	-	(8,006)	-	-
Depreciation and amortization	599	592	128	1,761
Minority interests in losses of consolidated				
subsidiary	(490)	(418)	(104)	(123)
Equity in holdings' losses, gross	-	11,221	5,485	26,794
Allowance for bad debts	-	-	-	(250)
Loss on disposal of fixed assets	26	15	-	4
Deferred income taxes and other credits	(671)	(4,974)	(9,034)	2,197
Stock based compensation	72	59	13	(14)
Changes in operating assets and liabilities net				
of effects from discontinued operations:				
Accounts receivable	483	(543)	(316)	107
Inventories	78	132	164	(481)
Prepaid expenses and other current assets	161	266	52	(166)
Accounts payable	(68)	116	(164)	524
Income taxes	(80)	64	3	16
Accrued liabilities - related parties	(142)	89	98	(6)
Accrued liabilities	(15)	(89)	(313)	342

Net cash used by operating activities excluding

discontinued operations	(7,673)	(6,272)	(2,181)	(7,122)
Discontinued Operations:				
Income from discontinued operations	13	225	-	-
Deferred income taxes and other credits	8	154	-	-
Changes in net liabilities/assets	-	(356)	(2)	127
Net cash provided (used) by discontinued operations	21	23	(2)	127
Net cash used by operating activities	(7,652)	(6,249)	(2,183)	(6,995)
INVESTING ACTIVITIES				
Purchases of property, plant & equipment	(1,070)	(527)	(81)	(1,318)
Proceeds from sale of securities available for sale	11,654	865	-	-
Proceeds from sale of holdings	-	9,969	-	37,842
Change in restricted cash equivalents, net	-	14	64	1,064
Principal payments from notes receivable	-	25	225	191
Net cash provided by investing activities	10,584	10,346	208	37,779
FINANCING ACTIVITIES				
Proceeds from stock option exercises	221	111	-	71
Net proceeds from subsidiary stock issuance	2,001	-	295	867
Purchase of common stock for treasury	(94)	-	-	-
Treasury stock purchase by subsidiary	-	(15)	-	-
Financing costs	-	-	-	(1,360)
Net payments on related party debt	-	-	-	(107)
Payments under lines-of-credit	-	(1,000)	(4,000)	(23,200)

Borrowings under lines-of-credit	-	-	-	1,200
Net cash provided (used) by financing activities	2,128	(904)	(3,705)	(22,529)
Increase (decrease) in cash and cash equivalents	5,060	3,193	(5,680)	8,255
Cash and cash equivalents - beginning of year	7,320	4,127	9,807	1,552
Cash and cash equivalents - end of year	$12,380	$ 7,320	$ 4,127	$ 9,807

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

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MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its majority-owned subsidiaries. The equity method of accounting is used for holdings in entities over which the Company has significant influence, generally this represents common stock ownership or partnership equity of at least 20% and not more than 50%, or where the Company has the ability to exercise significant influence over operating and financial policies of the underlying entity. All significant intercompany transactions are eliminated in consolidation.

Minority interest in subsidiaries consists of equity securities issued by a subsidiary of the Company. No gain or loss was recognized as a result of the issuance of these securities, and the Company owned a majority of the voting equity of the subsidiary both before and after the transactions.

Under the equity method of accounting, the Company recognized its proportionate share of income or loss of holdings. Holdings' losses were generally recognized only to the extent of holdings. Changes in equity of holdings, other than income or loss, which changed the Company's proportionate interest in the underlying equity of holdings, were generally accounted for as changes in holdings and additional paid-in-capital. Non-monetary contributions to equity holdings were recorded at book value, and if the Company's calculated share of net assets of holdings exceeded the book value of non-monetary contributions, the difference was accounted for as a basis difference. Original differences between the Company's carrying amount of an equity holding and its calculated share of the holding's net assets were treated as an embedded difference if the Company's carrying amount was higher, or as a basis difference if lower. Until January 1, 2002, embedded differences were amortized into net income (loss) from holdings generally over a five-year period while basis differences were generally not amortized due to the research and development nature of holdings. Upon an equity holdings' initial public offering, basis differences were eliminated in connection with the change in equity. Impairment was measured in accordance with the Company's Asset Impairment Policy.

Change in Year-End

On February 13, 2002, the Company changed its fiscal year-end from September 30 to December 31, effective with the calendar year beginning January 1, 2002. A three-month transition period from October 1, 2001 through December 31, 2001 (the "Transition Period") precedes the start of the 2002 fiscal year. "2001" refers to the year ended September 30, the Transition Period refers to the three months ended December 31, 2001, and "2003" and "2002" refer to the twelve months ended December 31. This new fiscal year made the Company's annual and quarterly reporting periods consistent with those used by Plug Power Inc. ("Plug Power") and permitted the Company to continue to account for its holdings in Plug Power on a timely basis through December 20, 2002, the date of its change in accounting for Plug Power from the equity method to the fair value method.

1. Accounting Policies

(Continued)

Change in Accounting for Holdings

SatCon Technology Corporation ("SatCon")

The Company's holdings in SatCon were accounted for on a one-quarter lag under the equity method of accounting from their acquisition date through

July 1, 2002. On July 1, 2002, the Company determined that it no longer had the ability to exercise significant influence over the operating and financial policies of SatCon as a result of waiving the Company's right to nominate and recommend directors to SatCon's board and our reduction

of ownership in SatCon and, therefore, accounted for its investment

in SatCon since July 1, 2002 using the fair value method as set forth in Statement of Financial Accounting Standards ("SFAS") No. 115, *Accounting for Certain Debt and Equity Securities.* The Company was no longer required to record its share of any losses from SatCon and the investment was carried at fair value, designated as available for sale and any unrealized holding gains or losses were included in stockholders' equity as a component of accumulated other comprehensive income (loss) until the investment was sold during 2003.

Plug Power

The Company's holdings in Plug Power were accounted for under the equity method of accounting from their acquisition date through December 20, 2002. On December 20, 2002, the Company determined that it no longer had the ability to exercise significant influence over the operating and financial policies of Plug Power as a result of its reduced ownership in Plug Power and, therefore, accounted for its investment in Plug Power since December 20, 2002 using the fair value method as set forth in SFAS No. 115, *Accounting for Certain Debt and Equity Securities.* The Company was no longer required to record its share of any losses from Plug Power and the holding was carried at fair value, designated as available for sale and any unrealized holding gains or losses were included in stockholders' equity as a component of accumulated other comprehensive income (loss).

Use of Estimates

The preparation of the 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 and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Fair Value of Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, marketable securities, accounts receivable, unbilled contract costs and fees, warrants to purchase shares of common stock and accounts payable. The estimated fair value of these financial instruments approximate their carrying values at December 31, 2003 and 2002. The estimated fair values have been determined through information obtained from market sources, where available, or Black-Scholes valuations.

1. Accounting Policies

(Continued)

Accounting for Derivative Instruments

On October 1, 2000, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 133, *Accounting for Derivative Instruments and Hedging Activities,* which establishes a new model for accounting for derivatives and hedging activities. It requires an entity to recognize all derivatives as either assets or liabilities in the statement of financial position and measure these instruments at fair value. Upon adoption of SFAS No. 133, the Company recorded an unrealized gain on its investment in derivatives, consisting of warrants to purchase SatCon and Beacon Power Corporation ("Beacon Power") common stock, in its results of operations as a cumulative effect of a change in accounting principle of $6.110 million, net of tax, to reflect the impact of adopting this accounting standard on October 1, 2000.

In September 2000, the Emerging Issues Task Force ("EITF") issued EITF Issue No. 00-19, *Accounting for Derivative Financial Instruments Indexed to and Potentially Settled in, a Company's Own Stock*, which requires

freestanding contracts that are settled in a company's own stock, including common stock warrants, to be designated as an equity instrument, asset or a liability. Under the provisions of EITF Issue No. 00-19, a contract designated as an asset or a liability must be carried at fair value, with any changes in fair value recorded in the results of

operations. A contract designated as an equity instrument must be included within equity, and no fair value adjustments are required. In accordance with EITF Issue No. 00-19, the Company determined that outstanding warrants as of September 30, 2001 to purchase 300,000 shares of the Company's common stock issued to SatCon should be designated as a liability. Effective June 30, 2001, all warrants designated as a liability must be recorded as a liability and therefore, the Company reclassified the warrants designated as a liability from equity to liabilities, which had a fair value on the issuance date of $3.678 million, using the Black Scholes option-pricing model.

Additionally on June 30, 2001, the Company recorded the warrants at the current fair value of $1.210 million, using the Black-Scholes option-pricing model, and recorded a $1.468 million gain, net of tax in its results of operations as a cumulative effect of a change in accounting principle. Effective December 28, 2001, the Company amended these warrants, removing the provisions providing the warrant holders with rights that rank higher than those of common stockholders. As a result of the amendment, these warrants meet the criteria of equity instruments in accordance with EITF Issue No. 00-19 and, therefore, the Company reclassified the value of these warrants to equity from liabilities.

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Accounting Policies

(Continued)

The Company held or has outstanding the following derivative financial instruments:

	Dec. 31, 2003	Dec. 31, 2002	Expiration
Derivatives issued:			
Warrants, immediately exercisable, to purchase the Company's common stock issued to SatCon at a purchase price of $12.56 per share	-	108,000	October 21, 2003
Warrants, immediately exercisable, to purchase the Company's common stock issued to SatCon at a purchase price of $12.56 per share	192,000	192,000	January 31, 2004

Derivatives held:			
Warrants, immediately exercisable, to purchase			
SatCon common stock at a purchase			
price of $7.84 per share	-	36,000	October 21, 2003
Warrants, immediately exercisable, to purchase			
SatCon common stock at a purchase price of $7.84			
per share	64,000	64,000	January 31, 2004

Inventories

Inventories are stated at the lower of cost (first-in, first-out) or market.

Property, Plant, and Equipment

Property, plant and equipment are stated at cost and depreciated using primarily the straight-line method over their estimated useful lives:

Leasehold improvements	Lesser of the life of the lease or
	the useful life of the improvement
Machinery and equipment	2 to 10 years
Office furniture, equipment and fixtures	2 to 10 years

Significant additions or improvements extending assets' useful lives are capitalized; normal maintenance and repair costs are expensed as incurred. The costs of fully depreciated assets remaining in use are included in the respective asset and accumulated depreciation accounts. When items are sold or retired, related gains or losses are included in net income.

Income Taxes

The Company accounts for taxes in accordance with SFAS No. 109, *Accounting for Income Taxes*, which requires the use of the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred income taxes are recognized for the tax consequences of "temporary differences" by applying enacted statutory tax rates applicable for future years to differences between financial statement and tax bases of existing assets and liabilities. Under SFAS No. 109, the effect of tax rate changes on deferred taxes is recognized in the income tax provision in the period that includes the enactment date. The provision for taxes is reduced by investment and other tax credits in the years such credits become available. A valuation allowance is recorded to reduce the carrying amounts of deferred tax assets unless it is more likely than not that such assets will be realized.

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Accounting Policies

(Continued)

Revenue Recognition

The Company recognizes revenue from product sales in accordance with Staff Accounting Bulletins ("SAB") No. 104, *Revenue Recognition*. Product revenue is recognized when there is persuasive evidence of an arrangement, delivery of the product to the customer or distributor has occurred, at which time title generally is passed to the customer or distributor, and the Company has determined that collection of a fixed fee is probable, all of which occur upon shipment of the product. If the product requires installation to be performed by the Company, all revenue related to the product is deferred and recognized upon the completion of the installation.

The Company performs funded research and development for government agencies and companies under cost reimbursement contracts, which generally require the Company to absorb up to 50% of the total costs incurred. Cost reimbursement contracts provide for the reimbursement of allowable costs. Revenues are generally recognized in proportion to the reimbursable costs incurred. When government agencies are providing funding they do not expect the government to be the only significant end user of the resulting products. These contracts do not require delivery of products that meet defined performance specifications, but are best efforts arrangements to achieve overall research and development objectives. Included in accounts receivable are billed and unbilled work-in-progress on cost reimbursed contracts.

While the Company's accounting for these contract costs is subject to audit by the sponsoring entity, in the opinion of management, no material adjustments are expected as a result of such audits. Cost of

product revenue includes material, labor and overhead. Costs incurred in connection with funded research and development arrangements are included in funded research and product development expenses.

Deferred revenue consists of payments received from customers in advance of services performed, products shipped or installation completed.

Warranty

The Company records a warranty reserve at the time product revenue is recorded based on a historical rate. The reserve is reviewed during the year and is adjusted, if appropriate, to reflect new product offerings or changes in experience. Actual warranty claims are tracked by product.

Accounting for Goodwill and Other Intangible Assets

Intangible assets include patents and trade names. Effective January 1, 2002, with the adoption of SFAS No. 142, *Goodwill and Other Intangible Assets, a*mortization of goodwill and intangible assets with indefinite lives ceased. Intangible assets with finite useful lives will continue to be amortized over those periods. Indefinite lived intangible assets will be tested for impairment annually, and will be tested for impairment between annual tests if an event occurs or circumstances change that would indicate that the carrying amount may be impaired. Definite lived assets are tested for impairment whenever events or circumstances indicate that a carrying amount of an asset may not be recoverable. An

1. Accounting Policies

(Continued)

impairment loss would be recognized when the carrying amount of an asset exceeds the estimated undiscounted cash flows used in determining the fair value of the asset. Then the amount of the impairment loss to be recorded is calculated by the excess of the assets carrying value over its fair value. Fair value is generally determined using a discounted cash flow analysis. Costs related to internally-developed intangible assets are expensed as incurred.

As a result of the adoption of this Statement, the Company stopped amortizing goodwill associated with its equity holdings in SatCon.

The Company recorded expense related to the amortization of goodwill associated with its holdings in SatCon of $0, $0, $688 and $2,755 thousand, respectively, during 2003, 2002, the Transition Period, and 2001, respectively. The Company has no intangible assets.

The Pro Forma effects of the Company adopting SFAS No. 142 as if SFAS No. 142 had been applied for all periods presented would be as follows:

(Dollars in thousands, except per share data)	Year Ended Dec. 31, 2003	Year Ended Dec. 31, 2002	Three Months Ended Dec. 31, 2001	Year Ended Sept. 30, 2001
Reported net (loss) income	$ (559)	$(6,961)	$(13,585)	$ 3,841
Add back goodwill amortization, net of taxes	-	-	416	1,763
Adjusted net (loss) income	$ (559)	$(6,961)	$(13,169)	$ 5,604
Basic and Diluted (Loss) Earnings per Share:				
Reported net (loss) income	$ (0.02)	$ (0.20)	$ (0.38)	$ 0.11

Goodwill amortization	-	-	0.01	0.05
Adjusted (loss) earnings per share	$ (0.02)	$ (0.20)	$ (0.37)	$ 0.16

Accounting for Impairment or Disposal of Long-Lived Assets

In August 2001, the Financial Accounting Standards Board ("FASB") issued SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, which supersedes SFAS No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of, and the accounting and reporting provisions of Accounting Principles Board ("APB") Opinion No. 30. This Statement addresses financial accounting and reporting for the impairment or disposal of long-lived assets and was adopted as of January 1, 2002. This Statement specifies how impairment will be measured and how impaired assets will be classified in the financial statements.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash and highly liquid short-term investments with original maturities of less than three months.

Securities Available for Sale

Management determines the appropriate classification of its investments in marketable securities at the time of purchase and reevaluates such determinations at each balance sheet date. Marketable securities for

which the Company does not have the intent or ability to hold to maturity are classified as available for sale. Securities available for sale are carried at fair value, with the unrealized gains and losses, net of income taxes, reported as a separate component of shareholders'

1. Accounting Policies

(Continued)

equity. The Company has had no investments that qualify as trading or held to maturity. Realized gains and losses are included in "Gain (loss) on sale of securities available for sale, net" in the Consolidated Statements of Operations. The cost of securities sold is based on the specific identification method.

Net (Loss) Income per Basic and Diluted Common Share

The Company reports net (loss) income per basic and diluted common share in accordance with SFAS No. 128, *Earnings Per Share*, which establishes standards for computing and presenting (loss) income per share. Basic (loss) income per share is computed by dividing net (loss) income attributable to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted (loss) income per share reflects the potential dilution, if any, which would occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the (loss) income of the Company.

Stock Based Compensation

At December 31, 2003, the Company has two stock-based employee compensation plans, which are described more fully in Note 13. SFAS No.

123, *Accounting for Stock-Based Compensation*, requires the measurement of the fair value of stock options or warrants granted to employees to be included in the consolidated statement of operations or, alternatively, disclosed in the notes to consolidated financial statements. The Company accounts for stock-based compensation of employees under the intrinsic value method of APB Opinion No. 25, *Accounting for Stock Issued to Employees*, and related Interpretations and has elected the disclosure-only alternative under SFAS No. 123. The Company records the fair market value of stock options and warrants granted to non-employees in exchange for services in accordance with EITF No. 96-18, *Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services*, in the Consolidated Statement of Operations. The Company does not intend to adopt the transition provisions of SFAS No. 148, *Accounting for Stock- Based Compensation- Transition and Disclosure.*

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Accounting

Policies (Continued)

The following table illustrates the effect on net (loss) income and (loss) earnings per share if the Company had applied the fair value recognition provisions of SFAS Statement No. 123, *Accounting for Stock-Based Compensation*, to stock-based employee compensation.

(Dollars in thousands, except per share data)	Year Ended Dec. 31, 2003	Year Ended Dec. 31, 2002	Three Months Ended Dec. 31, 2001	Year Ended Sept. 30, 2001
Net (loss) income, as reported	$ (559)	$(6,961)	$(13,585)	$3,841
Add: Total stock-based employee compensation expense already recorded in financial statements, net of related tax effects	20	30	8	(9)
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(1,032)	(1,891)	(397)	(1,690)
Pro forma net (loss) income	$(1,571)	$(8,822)	$(13,974)	$2,142
(Loss) Earnings per Share:				
Basic and diluted - as reported	$ (.02)	$ (.20)	$ (.38)	$ .11
Basic and diluted - pro forma	$ (.06)	$ (.25)	$ (.39)	$ .06

Advertising

The costs of advertising are expensed as incurred. Advertising expense was approximately $25, $37, $10 and $67 thousand in 2003, 2002, the Transition Period, and 2001, respectively.

Concentration of Credit Risk

Financial instruments that subject the Company to concentrations of credit risk principally consist of cash equivalents, marketable securities, trade accounts receivable and unbilled contract costs.

The Company's trade accounts receivable and unbilled contract costs and fees are primarily from sales to commercial customers and U.S. government and state agencies. The Company does not require collateral and has not historically experienced significant credit losses related to receivables or unbilled contract costs and fees from individual customers or groups

of customers in any particular industry or geographic area.

The Company deposits its cash and invests in marketable securities

primarily through commercial banks and investment companies. Credit exposure to any one entity is limited by Company policy.

Research and Development Costs

The Company expenses research and development costs as incurred.

Comprehensive Income (Loss)

Comprehensive income (loss) includes net income (loss), as well as changes in stockholders' equity, other than those resulting from investments by shareholders (i.e., issuance or repurchase of common shares and dividends).

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MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Accounting Policies

(Continued)

Effect of Recent Accounting Pronouncements

In June 2001, FASB issued SFAS No. 143, *Accounting for Asset Retirement Obligation.* SFAS No. 143 requires entities to record the fair value of a liability for an asset retirement obligation in the period in which it is incurred. When the liability is initially recorded, an entity capitalizes a cost by increasing the carrying amount of the long-lived asset. Over time, the liability is accreted to its present value each period and the capitalized cost is depreciated over the useful life of the related asset. Upon settlement of the liability, an entity either settles the obligation for its recorded amount or incurs a gain or loss upon settlement.

SFAS No. 143 is effective for fiscal years beginning after June 15, 2002. The adoption of this Statement did not have a material impact on the Company's consolidated financial statements.

In April 2002, the FASB issued SFAS No. 145, *Rescission of FASB Statements Nos. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections*. SFAS No. 145 rescinds SFAS No. 4, *Reporting Gains and Losses from Extinguishment of Debt*, and an amendment of that Statement, SFAS No. 44, *Accounting for Intangible Assets of Motor Carriers*, and SFAS No. 64, *Extinguishment of Debt Made to Satisfy Sinking-Fund Requirements*. This Statement amends SFAS No. 13, *Accounting for Leases*, to eliminate an inconsistency between the required accounting for sale-leaseback transactions. This Statement also amends other existing authoritative pronouncements to make various technical corrections, clarify meanings, or describes their applicability under changed conditions and is effective for fiscal years beginning after May 15, 2002. The adoption of this Statement did not have a material impact on the Company's consolidated financial statements.

In July 2002, the FASB issued SFAS No. 146, *Accounting for Costs Associated with Exit or Disposal Activities*. SFAS No. 146 addresses financial accounting and reporting for costs associated with exit or disposal activities and nullifies EITF Issue No. 94-3, *Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)*. This Statement is effective for exit and disposal activities initiated after December 31, 2002. The adoption of this Statement did not have a material impact on the Company's consolidated financial statements.

In November 2002, the FASB issued FASB Interpretation No. 45, *Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others*, *an interpretation of FASB Statements Nos. 5, 57, and 107 and Rescission of FASB Interpretation No. 34 ("FIN 45")*. FIN 45 clarifies the requirements of SFAS No. 5, *Accounting for Contingencies*, relating to the guarantor's accounting for, and disclosure of, the issuance of certain types of guarantees. FIN 45 requires that upon issuance of a guarantee, the guarantor must recognize a liability for the fair value of the obligation it assumes under that guarantee. FIN 45 covers guarantee contracts that have any of the following four characteristics: (a) contracts that contingently require the guarantor to make payments to the guaranteed party based on changes in an underlying that is related to an asset, a liability, or an equity security of the guaranteed party (e.g., financial and market value guarantees), F-16

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Accounting Policies

(Continued)

(b) contracts that contingently require the guarantor to make payments to the guaranteed party based on another entity's failure to perform under an obligating agreement (performance guarantees), (c) indemnification agreements that contingently require the indemnifying party (guarantor) to make payments to the indemnified party (guaranteed party) based on changes in an underlying that is related to an asset, a liability, or an equity security of the indemnified party, such as an adverse judgment in a lawsuit or the imposition of additional taxes due to either a change in the tax law or an adverse interpretation of the tax law, and (d) indirect guarantees of the indebtedness of others. FIN 45 specifically excludes certain guarantee contracts from its scope. Additionally, certain guarantees are not subject to FIN 45's provisions for initial recognition and measurement but are subject to its disclosure requirements. The initial recognition and measurement provisions are effective for guarantees issued or modified after December 31, 2002. The adoption of this Statement did not have a material impact on the Company's consolidated financial statements.

In November 2002, the EITF issued EITF Issue No. 00-21, *Accounting for Revenue Arrangements with Multiple Deliverables,* effective for arrangements entered into after June 15, 2003. This Issue defines units of accounting for arrangements with multiple deliverables resulting in revenue being allocated over the units of accounting for revenue recognition purposes. The adoption of this Issue did not have a material impact on the Company's consolidated financial statements.

In January 2003, the FASB issued FASB Interpretation No. 46, *Consolidation of Variable Interest Entities* ("FIN 46"). FIN 46 requires a variable interest entity to be consolidated by a company if that company is subject to a majority of the risk of loss from the variable interest entity's activities or entitled to receive a majority of the entity's residual returns or both. FIN 46 also requires disclosures about variable interest entities that a company is not required to consolidate but in which it has a significant variable interest. The consolidation requirements apply to variable interest entities at the end of the first reporting period that ends after March 15, 2004. Certain of the disclosure requirements apply in all financial statements initially issued after December 15, 2003, regardless of the date on which the variable interest entity was created. The adoption of this Statement is not expected to have a material impact on the Company's consolidated financial statements.

In April 2003, the FASB issued SFAS No. 149, *Amendment of Statement 133 on Derivative Instruments and Hedging Activities*, to provide clarification on the meaning of an underlying, the characteristics of a derivative that contains financing components and the meaning of an initial net investment that is smaller than would be required for other types of contracts that would be expected to have a similar response to changes in market factors. SFAS No. 149 will be applied prospectively and is effective for contracts entered into or modified after June 30, 2003. This Statement will be applicable to existing contracts and new

contracts entered into after June 30, 2003 if those contracts related to forward purchases or sales of when-issued securities or other securities that do not yet exist. The adoption of this Statement did not have a

1. Accounting Policies

(Continued)

material impact on the Company's consolidated financial statements.

In May 2003, the FASB issued SFAS No. 150, *Accounting for Certain Financial Instruments with characteristics of both Liabilities and Equity,* to establish standards for how an issuer classifies and measures

certain financial instruments with characteristics of both liabilities and equity. An issuer is required to classify a financial instrument that is within the Standard's scope as a liability (or an asset in some circumstances). The requirements of this Statement apply to freestanding financial instruments, including those that comprise more

than one option or forward contract. This Statement does not apply to features that are embedded in a financial instrument that is not a derivative in its entirety. This Statement is effective for financial instruments entered into or modified after May 31, 2003, and otherwise

effective at the beginning of the first interim period beginning after June 15, 2003. The adoption of this Statement did not have a material impact on the Company's consolidated financial statements.

Reclassification

Certain 2002, Transition Period and 2001 amounts have been reclassified to conform to the 2003 presentation. The reclassifications have no effect on total revenues, total expenses, net loss or stockholders' equity as previously reported.

The reclassifications impact our consolidated statements of operations in the following ways:

- Selling, general and administrative expenses now include amortization of restricted stock compensation previously included in other expense, net.
- Gain (loss) on sale of securities available for sale, net, now includes gains and losses previously included in gain on sale of holdings, net.

2. Contracts Receivable

Included in accounts receivable are the following at December 31:

(Dollars in thousands)	2003	2002
U.S. and State Government:		
Amount billable	$272	$300
Amount billed	282	503
Retainage	65	25
	$619	$828

The balances billed but not paid by customers pursuant to retainage provisions in contracts are due upon completion of the contracts and acceptance by the customer. Based on the Company's experience, most retainage amounts are expected to be collected within the ensuing year.

3. Issuance of Stock by Subsidiary

MTI MicroFuel Cells Inc. ("MTI Micro") was formed on March 26, 2001. The Company owns approximately 90% of MTI Micro as of December 31, 2003.

3. Issuance of Stock by Subsidiary

(Continued)

On September 19, 2003, MTI Micro entered into a strategic alliance agreement with The Gillette Company ("Gillette") whereby Gillette purchased 1,088,278 shares of MTI Micro common stock at a price of $.92 per share for $1 million pursuant to an equity investment agreement (the

"Investment Agreement"). In addition to the foregoing referenced $1 million investment in MTI Micro common stock, Gillette may make

additional investments of up to $4 million subject to agreed milestones. The Company has agreed to invest $20 million in MTI Micro before September 19, 2005 if other sources of funding are not available. Immediately prior to the Gillette transaction closing, the Company invested $11 million ($7.4 million in cash and $3.6 million through the conversion of a loan receivable to equity), to develop direct methanol micro fuel cells, of its $20 million commitment in MTI Micro common stock. The Company's remaining investment guaranty is $8 million as of December 31, 2003.

In connection with the Gillette transaction, MTI Micro converted its Junior Convertible Preferred Class A and Senior Convertible Preferred Class B stock into common stock and treasury stock of $15 thousand was retired.

On October 29, 2003, Jeong Kim, a member of the board of directors of MTI Micro, purchased 1,088,278 shares of MTI Micro common stock at a price of $.92 per share for $1 million.

During 2002, MTI Micro purchased treasury shares from former employees with a total value of $15 thousand.

On March 26, 2001, MTI Micro sold approximately 200,000 shares of its Junior Convertible Preferred Class A stock to founding employees of MTI Micro at a price of $.50 per share which raised cash proceeds of $117 thousand. In July 2001, MTI Micro sold approximately 1.3 million shares of its senior convertible preferred class B stock to E.I. du Pont de Nemours and Company ("Dupont"), in connection with the establishment of a strategic partnership, at a price of $1.18 per share which resulted in cash proceeds of $750 thousand and $750 thousand of prepaid materials.

On November 1, 2001, MTI Micro sold approximately 100,000 shares of its senior convertible preferred Class B stock to Dupont, at a price of $2.325 per share which raised proceeds of approximately $295 thousand.

Preferred shares were convertible into common shares on a one-for-one basis and there were no dividend rights.

The increase (decrease) in the Company's paid-in-capital of $881, $(28), $46 and $1,163 thousand in 2003, 2002, the Transition Period and 2001, respectively, represents the changes in the Company's equity investment in MTI Micro, which results from third-party stock transactions in MTI Micro.

4. Inventories

Inventories consist of the following at December 31:

(Dollars in thousands)	2003	2002
Finished goods	$ 300	$ 313
Work in process	316	253
Raw materials, components and assemblies	684	812
	$1,300	$1,378

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

5. Property, Plant and Equipment

Property, plant and equipment consist of the following at December 31:

(Dollars in thousands)	2003	2002
Leasehold improvements	$ 899	$ 547
Machinery and equipment	2,683	2,642
Office furniture and fixtures	333	233
Construction in progress	3	5
	3,918	3,427
Less accumulated depreciation	1,919	1,869
	$1,999	$1,558

Depreciation expense was $599, $497, $113 and $262 thousand for 2003, 2002, the Transition Period, and 2001, respectively. Repairs and maintenance expense was $83, $71, $9 and $52 thousand for 2003, 2002, the Transition Period, and 2001, respectively.

6. Notes Receivable

Notes receivable consist of the following at December 31:

(Dollars in thousands)	2003	2002
Notes receivable with interest at prime (4% at December 31, 2003 and 4.25% at December 31, 2002), interest and principal due May 18, 2005	$ 660	$ 660
Less: Current portion	-	-
Less: Allowance for bad debt	(660)	(660)

$-	$-

- **Securities Available for Sale**

Securities available for sale are classified as current assets and accumulated net unrealized gains (losses) are charged to other comprehensive income (loss).

The principal components of the Company's securities available for sale consist of the following:

(Dollars in thousands, except share data)

Security	Book Basis	Fair Value Adjustment	Recorded Fair Value	Quoted Market Price Per NASDAQ	Ownership	Shares
December 31, 2003						
Plug Power	$10,791	$33,240	$44,031	$ 7.25	8.36%	6,073,227
December 31, 2002						
Plug Power	$14,344	$21,905	$36,249	$ 4.49	15.83%	8,073,227
SatCon	1,037	46	1,083	1.40	4.58%	773,600
Total	$15,381	$21,951	$37,332			

The book basis roll forward of Plug Power, SatCon and Beacon Power common stock is as follows:

7. Securities Available for Sale

(Continued)

Plug Power (beginning December 20, 2002)

(Dollars in thousands)	Dec. 31, 2003	Dec. 31, 2002
Securities available for sale, beginning of period	$14,344	$ -
Transfer asset from holdings, at equity on December 20, 2002	-	14,416
Sale of shares	(3,553)	(72)
Securities book basis	10,791	14,344
Unrealized gain on marketable securities	33,240	21,905
Securities available for sale, end of period	$44,031	$36,249

SatCon (beginning July 1, 2002)

(Dollars in thousands)	Dec. 31, 2003	Dec. 31, 2002
Securities available for sale, beginning of period	$ 1,037	$ -
Transfer asset from holdings, at equity on July 1, 2002	-	2,193
Sale of shares	(619)	(488)
Impairment loss (Note 8)	(418)	(668)
Securities book basis	-	1,037
Unrealized gain on marketable securities	-	46
Securities available for sale, end of period	$ -	$ 1,083

Beacon Power

(Dollars in thousands)	Dec. 31, 2003	Dec. 31, 2002
Securities available for sale, beginning of period	$ -	$ 5,734
Impairment loss (Note 8)	-	(4,984)
Sale of shares	-	(750

	)	
Securities book basis	-	-
Unrealized gain on marketable securities	-	-
Securities available for sale, end of period	$ -	$ -

Accumulated unrealized gains and (losses) related to securities available for sale are as follows:

			Three Months	
	Year Ended	Year Ended	Ended	Year Ended
	Dec. 31,	Dec. 31,	Dec. 31,	Sept. 30,
(Dollars in thousands)	2003	2002	2001	2001
Accumulated unrealized gains (losses)	$ 33,240	$21,951	$ -	$(8,673)
Accumulated deferred tax (expense)				
benefit on unrealized gains (losses)	(13,296)	(8,781)	-	3,469
Accumulated net unrealized gains				
(losses)	$ 19,944	$13,170	$ -	$(5,204)

8. Impairment Losses

The Company regularly reviews its securities available for sale and holdings to determine if any declines in value of those securities available for sale and holdings are other than temporary. The Company assesses whether declines in the value of its securities and holdings in publicly traded companies, measured by comparison of the current market price of the securities to the carrying value of the Company's securities and holdings, are considered to be other than temporary based on factors that include (1) the length of time carrying value exceeds fair market value, (2) the Company's assessment of the financial condition and the near term prospects of the companies, and (3) the Company's intent with respect to the securities and holdings.

- **Impairment Losses**
(Continued)

The sluggish economy over the last few years has had a negative impact on the equity value of companies in the new energy sector. In light of these circumstances and based on the results of the reviews described above, the Company recorded other than temporary impairment charges with respect to its securities available for sale and holdings in publicly traded companies. The pre-tax impairment losses were recorded as follows:

(Dollars in thousands)	Year Ended Dec. 31, 2003	Year Ended Dec. 31, 2002	Three Months Ended Dec. 31, 2001	Year Ended Sept. 30, 2001
Securities available for sale (Beacon)	$ -	$(4,984)	$ (9,643)	$ -
Securities available for sale (SatCon)	(418)	(668)	-	-
Holdings, at equity (SatCon)	-	(2,475)	(5,790)	-
	$(418)	$(8,127)	$(15,433)	$ -

9. Income Taxes

Deferred tax assets and liabilities are determined based on the temporary differences between the financial statement and tax bases of assets and liabilities as measured by the enacted tax rates.

Income tax benefit (expense) consists of the following:

(Dollars in thousands)	Year Ended Dec. 31, 2003	Year Ended Dec. 31, 2002	Three Months Ended Dec. 31, 2001	Year Ended Sept. 30, 2001
Continuing operations before equity holdings' losses and changes in accounting principle				
Federal	$ -	$ 625	$ (16)	$ (459)
State	(2)	(264)	(85)	(22)
Deferred	671	275	6,889	(7,043)

	669	636	6,788	(7,524)
Equity in holdings' losses				
Deferred	-	4,550	2,169	9,722
	-	4,550	2,169	9,722
Total continuing operations	669	5,186	8,957	2,198
Change in accounting principle for derivative				
financial instruments				
Deferred	-	-	-	(3,876)
Change in accounting principle	-	-	-	(3,876)
Change in accounting principle for				
derivative				
financial instruments in Company's own				
stock				
Deferred	-	-	-	(1,000
				)
Change in accounting principle	-	-	-	(1,000
				)
Discontinued operations				
Deferred	(8)	(154	-	-
		)		
Total discontinued operations	(8	(154	-	-
	)	)		
Total	$ 661	$ 5,032	$ 8,957	$(2,678)

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MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

8. Income Taxes

(Continued)

(Dollars in thousands)	Year Ended Dec. 31, 2003	Year Ended Dec. 31, 2002	Three Months Ended Dec. 31, 2001	Year Ended Sept. 30, 2001
Income tax (expense) benefit allocated directly to shareholders' equity:				
Increase in additional paid-in capital for equity holdings, and warrants and options issued - Deferred tax expense	$ -	$ (227)	$ (1,206)	$ (7,456)
Increase in unrealized (gain) loss on available for sale securities - Deferred tax (expense) benefit	(4,516)	(8,781)	(3,469)	3,469
Expenses for employee stock options recognized differently for financial reporting/tax purposes - Federal tax benefit	223	55	-	184
Decrease in additional paid-in capital for				

cumulative effect of change in accounting for derivative financial instruments for Company's own stock - Deferred tax benefit	-	-	-	1,471
Increase in additional paid-in-capital for reclassification of common stock warrants from liability to equity - Deferred tax expense	-	-	(49)	-
	$ (4,293)	$(8,953)	$ (4,724)	$ (2,332)

The significant components of deferred income tax benefit (expense) consist of the following:

(Dollars in thousands)	Year Ended Dec. 31, 2003	Year Ended Dec. 31, 2002	Three Months Ended Dec. 31, 2001	Year Ended Sept. 30, 2001
Continuing operations				
Deferred tax (expense) benefit	$ (1,324)	$ 294	$ 6,133	$ 3,157
Net operating loss carryforward	1,995	673	756	(10,200)
Valuation allowance	-	(692)	-	-
	671	275	6,889	(7,043)
Equity in holdings' losses				
Deferred tax benefit	-	4,550	2,169	8,705
Net operating loss carryforward	-	-	-	1,017

	-	4,550	2,169	9,722
Change in accounting principle for derivative financial instruments				
Deferred tax expense	-	-	-	(3,876)
	-	-	-	(3,876)
Change in accounting principle for derivative financial instruments in Company's own stock				
Deferred tax expense	-	-	-	(1,000)
	-	-	-	(1,000)
Discontinued operations				
Deferred tax expense	(8)	(154)	-	-
	$ 663	$ 4,671	$ 9,058	$ (2,197)

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

9. Income Taxes

(Continued)

The Company's effective income tax rate from continuing operations, including equity in holdings' losses, differed from the Federal statutory rate:

	Year Ended Dec. 31, 2003	Year Ended Dec. 31, 2002	Three Months Ended Dec. 31, 2001	Year Ended Sept. 30, 2001
Federal statutory tax rate	34%	34%	34%	(34)%
State taxes, net of federal tax effect	6	5	6	(6)
Change in valuation allowance	-	(5)	-	-
Research and development credit	-	-	-	(1)
Other, net	(1)	7	-	5
	39	41	40	(36
	%	%	%	)%

Pre-tax loss from continuing operations before minority interests, including pre-tax losses from equity holdings, was $1,731, $12,790, $22,646 and $6,058 thousand for 2003, 2002, the Transition Period, and 2001, respectively.

The deferred tax assets and liabilities consist of the following tax effects relating to temporary differences and carryforwards as of December 31:

(Dollars in thousands)		
Current deferred tax (liabilities) assets:	2003	2002
Bad debt reserve	$ 264	$ 264
Inventory valuation	3	12
Inventory capitalization	20	19
Securities available for sale	(15,289)	(9,659)

Vacation pay	181	94
Warranty and other sale obligations	11	22
Stock options	269	256
Other reserves and accruals	60	116
Net current deferred tax liabilities	$(14,481)	$(8,876)
Noncurrent deferred tax assets (liabilities):		
Net operating loss	$ 5,785	$ 3,790
Property, plant and equipment	(145)	(123)
Derivatives	-	(2)
Other	239	239
Research and development tax credit	459	459
Alternative minimum tax credit	150	150
	6,488	4,513
Valuation allowance	(1,836)	(1,836)
Noncurrent net deferred tax assets	$ 4,652	$ 2,677
Other credits	$ (24)	$ (24)

The valuation allowance at December 31, 2003 and 2002 was $1,836 thousand. The valuation allowance reflects the estimate that it is more likely than not that certain net operating losses may be unavailable to offset future taxable income.

At December 31, 2003, the Company has unused Federal net operating loss carryforwards of approximately $14,393 thousand. The Federal net operating F-24

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

9. Income Taxes

(Continued)

loss carryforwards, if unused, will begin to expire in 2009. The use of $1,467 thousand of loss carryforwards is limited on an annual basis, pursuant to the Internal Revenue Code, due to certain changes in ownership and equity transactions, which occurred in 1997. For the year ended December 31, 2003, the Company has approximately $459 thousand of research and development tax credit carryforwards, which begin to expire in 2018, and approximately $150 thousand of alternative minimum tax credit carryforwards, which have no expiration date.

10. Accrued Liabilities

Accrued liabilities consist of the following at December 31:

(Dollars in thousands)	2003	2002
Salaries, wages and related expenses	$ 556	$ 513
Acquisition and disposition costs	363	363
Legal and professional fees	300	159
Warranty and other sale obligations	28	54
Commissions	54	38
Interest expense	-	3
Deferred revenue	50	175
Other	177	238
	$1,528	$1,543

11. Shareholders' Equity

Common Shares

Changes in common shares are as follows:

	Year Ended Dec. 31, 2003	Year Ended Dec. 31, 2002	Three Months Ended Dec. 31, 2001	Year Ended Sept. 30, 2001
Balance, beginning	35,648,135	35,505,235	35,505,010	35,437,285
Issuance of shares for stock option exercises	128,375	92,900	225	67,725
Issuance of shares for restricted				

stock grant	-	50,000	-	-
Balance, ending	35,776,510	35,648,135	35,505,235	35,505,010

Treasury Stock

Changes in treasury stock are as follows:

	Year Ended Dec. 31, 2003	Year Ended Dec. 31, 2002	Three Months Ended Dec. 31, 2001	Year Ended Sept. 30, 2001
Balance, beginning	8,020,250	20,250	20,250	20,250
Shares acquired for cash	15,724	-	-	-
Shares acquired as part of a share exchange transaction (see Note 17)	-	8,000,000	-	-
Balance, ending	8,035,974	8,020,250	20,250	20,250

Warrants Issued

The Company issued to SatCon warrants to purchase 108,000 and 192,000 shares of the Company's common stock on October 21, 1999 and January 31,

11. Shareholders' Equity

(Continued)

2000, respectively. The warrants were immediately exercisable at $12.56 per share. The estimated fair value of these warrants at the dates issued were $4.94 and $16.38 per share, respectively, using a Black-Scholes option pricing model and assumptions similar to those used for valuing the Company's stock options. The warrants to purchase the 108,000 shares expired on October 21, 2003 and the warrants to purchase the 192,000 shares expired unexercised on January 31, 2004.

Reservation of Shares

The Company has reserved common shares for future issuance as of December 31, 2003 as follows:

Stock options outstanding	2,875,150
Stock options available for issuance	3,703,582
Warrants outstanding	192,000
Number of common shares reserved	6,770,732

Sale of Common Stock

On January 26, 2004, the Company entered into an agreement for the sale of 1,418,842 shares of common stock, see Note 25.

12. Earnings per Share

The following is the reconciliation of the numerators and denominators of the basic and diluted per share computations of loss from continuing operations:

(Dollars in thousands, except per share data)	Year Ended Dec. 31, 2003	Year Ended Dec. 31, 2002	Three Months Ended Dec. 31, 2001	Year Ended Sept. 30, 2001
Loss from continuing operations	$ (572)	$ (7,186)	$(13,585)	$(3,737)
Basic EPS:				
Common shares outstanding, beginning of period	27,627,885	35,484,760	35,484,760	35,417,035
Weighted average common shares issued during the period	30,905	47,893	-	38,747
Unvested restricted common stock	-	(9,726)	-	-
Weighted average common shares reacquired during the period	(2,800)	(263,014)	-	-
	27,655,990	35,259,913	35,484,760	35,455,782

Weighted average shares outstanding				
Loss from continuing operations per				
weighted average share	$ (.02)	$ (.21)	$ (.38)	$ (.10)
Diluted EPS:				
Common shares outstanding,				
beginning of period	27,627,885	35,484,760	35,484,760	35,417,035
Weighted average common shares				
issued during the period	30,905	47,893	-	38,747
Weighted average common shares				
reacquired during the period	(2,800)	(263,014)	-	-
Weighted average shares outstanding	27,655,990	35,269,639	35,484,760	35,455,782
Loss from continuing operations per				
weighted average share	$ (.02)	$ (.21)	$ (.38)	$ (.10)

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

11. **Earnings per Share** (Continued)

During 2003, options to purchase 2,875,150 shares of common stock at prices ranging from $0.54 to $20.92 per share and warrants to purchase 192,000 shares of common stock at $12.56 per share were outstanding but were not included in the computation of earnings per share-assuming dilution because the Company incurred a loss from continuing operations during this period and inclusion would be anti-dilutive. The options expire between December 20, 2006, and September 8, 2013. The warrants expired unexercised on January 31, 2004.

During 2002, options to purchase 3,327,525 shares of common stock at prices ranging from $0.54 to $21.92 per share and warrants to purchase

300,000 shares of common stock at $12.56 per share were outstanding but were not included in the computation of earnings per share-assuming dilution because the Company incurred a loss from continuing operations

during this period and inclusion would be anti-dilutive. The options expire between December 20, 2006 and November 19, 2012. Warrants for the purchase of 108,000 shares expired October 21, 2003 and warrants for the purchase of 192,000 shares expired unexercised on January 31 2004.

During the Transition Period, options to purchase 3,199,175 shares of common stock at prices ranging from $.54 to $21.92 per share and warrants to purchase 300,000 shares of common stock at $12.56 per share were outstanding but were not included in the computation of earnings per share-assuming dilution because the Company incurred a loss during this period and inclusion would be anti-dilutive. The options expire between December 20, 2006 and December 5, 2011. Warrants for the purchase of 108,000 shares expired October 21, 2003 and warrants for the purchase of 192,000 shares expired unexercised on January 31 2004.

During 2001, options to purchase 3,182,900 shares of common stock at prices ranging from $0.54 to $21.92 per share and warrants to purchase 300,000 shares of common stock at $12.56 per share were outstanding but were not included in the computation of earnings per share-assuming dilution because the Company incurred a loss from continuing operations before accounting changes during this period and inclusion would be anti-dilutive. The options expire between December 20, 2006, and April 2, 2011. Warrants for the purchase of 108,000 shares expired October 21, 2003 and warrants for the purchase of 192,000 shares expired unexercised on January 31 2004.

13. Stock Based Compensation

The 1999 Employee Stock Incentive Plan ("1999 Plan") was approved by shareholders during March 1999. The 1999 Plan provides that an initial aggregate number of 1 million shares of common stock may be awarded or issued. The number of shares which may be awarded under the 1999 Plan have been adjusted for stock splits, and during 2003, 2002, the Transition Period and 2001 the total number of shares which may be awarded under the 1999 Plan were 4,500,000 shares. Under the 1999 Plan, the Board of Directors is authorized to award stock options to officers, employees and others.

11. Stock Based Compensation

(Continued)

The 1996 Stock Incentive Plan ("1996 Plan") was approved by shareholders during December 1996. The 1996 Plan provides that an initial aggregate number of 500,000 shares of common stock may be awarded or issued. The number of shares which may be awarded under the 1996 Plan may be increased by 10% of any increase in the number of outstanding shares of common stock for reasons other than shares issued under this 1996 Plan.

The number of shares which may be awarded under the 1996 Plan have been adjusted for stock splits and rights offerings, and during 2003, 2002, the Transition Period and 2001, the total number of shares which may be awarded under the 1996 Plan were 3,478,746 shares. Under the 1996 Plan, the Board of Directors is authorized to award stock options, stock appreciation rights, restricted stock, and other stock-based incentives to officers, employees and others.

Options are generally exercisable in from one to four cumulative annual amounts beginning 12 months after the date of grant. Certain options granted may be exercisable immediately or begin vesting immediately. Option exercise prices are not less than 85 percent of the market value of the Company's common stock on the date of grant. Unexercised options generally terminate ten years after date of grant. The Company has elected to follow APB Opinion No. 25, *Accounting for Stock Issued to Employees*, and related Interpretations, in accounting for employee stock-based compensation and to provide the disclosures required under SFAS No. 123, *Accounting for Stock Based Compensation*. APB Opinion No. 25 requires no recognition of compensation expense for most of the stock-based compensation arrangements provided by the Company, namely, broad-based employee stock purchase plans and option grants where the exercise price is equal to or not less than 85 percent of the market value at the date of grant. However, APB Opinion No. 25 requires recognition of compensation expense for variable award plans over the vesting periods of such plans, based upon the then-current market values of the underlying stock. In contrast, SFAS No. 123 requires recognition of compensation expense for grants of stock, stock options, and other equity instruments, over the vesting periods of such grants, based on the estimated grant-date fair values of those grants.

On December 22, 2003, the Company announced the successful completion of the first phase of its stock option exchange offer. A total of 757,000 options with an average exercise price of approximately $19 were tendered by employees and then cancelled by the Company in exchange for the future issuance of options at a one-for-two ratio. New options will be issued in the final phase of the exchange offer on or after June 23, 2004 at the then current market price to employees and directors who are employed by the Company or serve as directors of the Company from the acceptance date through the date that the new options are granted. As of March 5, 2004, the Company anticipates issuing 341,000 options associated with the exchange.

During 2002, the Company awarded 50,000 restricted shares of common stock which vested over a one-year period. During 2000, the Company awarded 60,000 options to consultants. Certain of these shares under option vest over a four-year period. Presented below is a summary of

13. Stock Based Compensation

(Continued)

compensation expense (income) recorded in "Selling, general and administrative expenses" in the Consolidated Statements of Operations.

			Three Months	
	Year Ended	Year Ended	Ended	Year Ended

(Dollars in thousands)	Dec. 31, 2003	Dec. 31, 2002	Dec. 31, 2001	Sept. 30, 2001
SFAS 123 - Consultants	$ 32	$ 49	$ 13	$ 51
Restricted stock	40	10	-	-
APB No. 25 - Variable stock options	-	-	-	(65)
Total compensation expense (income)	$ 72	$ 59	$ 13	$(14)

Presented below is a summary of the stock option plans' activity:

	Year Ended Dec. 31, 2003	Year Ended Dec. 31, 2002	Three Months Ended Dec. 31, 2001	Year Ended Sept. 30, 2001
Shares under option, beginning	3,327,525	3,199,175	3,182,900	2,703,375
Granted	439,750	280,000	16,500	583,000
Exercised	(128,375)	(92,900)	(225)	(67,725)
Canceled	(763,750)	(58,750)	-	(35,750)
Shares under option, ending	2,875,150	3,327,525	3,199,175	3,182,900
Options exercisable	2,511,650	2,776,835	2,221,304	2,030,654
Remaining shares available for granting of options	3,703,582	3,379,582	3,650,832	3,667,332

The weighted average exercise price is as follows:

	Year Ended Dec. 31,	Year Ended Dec. 31,	Three Months Ended Dec. 31,	Year Ended Sept. 30,

	2003	2002	2001	2001
Shares under option, beginning	$ 7.01	$7.15	$7.17	$7.85
Granted:				
Exercise price equal to fair market				
value at grant date	2.04	2.77	2.62	3.15
Exercised	1.72	1.19	1.78	1.03
Canceled	19.01	3.63	-	4.57
Shares under option, ending	3.29	7.01	7.15	7.17
Options exercisable, ending	3.45	6.60	6.30	6.66

The following table summarizes information for options outstanding and exercisable at December 31, 2003:

Options Outstanding

Options Exercisable

Exercise Price Range	Number	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number	Weighted Average Exercise Price
$ 0.54-$ 0.76	309,475	3.5	$ 0.67	309,475	$ 0.67
$ 0.98-$ 1.33	559,375	5.0	$ 1.27	534,375	$ 1.29
$ 1.65-$ 2.03	638,550	7.4	$ 1.87	414,800	$ 1.82
$ 2.62-$ 3.42	681,250	7.2	$ 3.05	569,000	$ 3.07
$ 4.17-$ 4.56	400,000	5.2	$ 4.20	397,500	$ 4.20
$ 6.27-$ 9.25	37,500	6.3	$ 8.06	37,500	$ 8.06
$10.65-$12.96	189,000	6.5	$10.82	189,000	$10.82
$20.92	60,000	3.9	$20.92	60,000	$20.92

2,875,150	2,511,650

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

13. Stock Based Compensation

(Continued)

The fair value of options granted, which is amortized to expense over the option vesting period in determining the pro forma impact, is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

	Year Ended Dec. 31, 2003	Year Ended Dec. 31, 2002	Three Months Ended Dec. 31, 2001	Year Ended Sept. 30, 2001
Expected life of option	5 yrs	5 yrs	5 yrs	5 yrs
Risk-free interest rate	2.35-3.37%	2.97-4.69%	4.26%	4.66-5.71%
Expected volatility of the Company's stock	93.4%	97%	97%	96.5%
Expected dividend yield on the Company's stock	0%	0%	0%	0%

The weighted average fair value of options granted is as follows:

	Year Ended Dec. 31, 2003	Year Ended Dec. 31, 2002	Three Months Ended Dec. 31, 2001	Year Ended Sept. 30, 2001
Fair value of each option granted	$ 1.48	$ 2.09	$ 1.97	$ 2.38
Number of options granted	439,750	280,000	16,500	583,000

Fair value of all options granted	$650,830	$585,200	$32,505	$1,387,540

In accordance with SFAS No. 123, the weighted average fair value of stock options granted is required to be based on a theoretical statistical model using the preceding Black-Scholes assumptions.

The weighted average fair value of restricted stock granted is as follows:

	Year Ended Dec. 31, 2003	Year Ended Dec. 31, 2002	Three Months Ended Dec. 31, 2001	Year Ended Sept. 30, 2001
Fair value of each option granted	$ -	$ 1	$ -	$ -
Number of options granted	-	50,000	-	-
Fair value of all options granted	$ -	$50,000	$ -	$ -

14. Equity in Holdings' Losses, Net of Tax

The Company's proportionate share of losses, from holdings, net of tax, accounted for under the equity method is as follows:

(Dollars in thousands)	Year Ended Dec. 31, 2003	Year Ended Dec. 31, 2002	Three Months Ended Dec. 31, 2001	Year Ended Sept. 30, 2001
Plug Power(A)	$ -	$(6,095)	$(2,460)	$(14,089)
SatCon(B)	-	(576)	(856)	(2,983)
	$ -	$(6,671)	$(3,316)	$(17,072)

(A)

The accounting for the Company's holdings in Plug Power was changed on December 20, 2002 to fair value from the equity method (see Note 1).

(B)

The Company's holdings in SatCon were accounted for on a one-quarter lag (through SatCon's quarter ended June 29, 2002) until accounting for the holding was changed on July 1, 2002 to fair value from the equity method (see Note 1).

14. Equity in Holdings' Losses, Net of Tax

(Continued)

Holding	Description of Business
Plug Power	Plug Power designs and develops on-site energy systems based on proton exchange membrane fuel cells. The foregoing description is based on our review of certain publicly available information.
SatCon	SatCon Technology Corporation manufactures and sells power control systems for military systems, alternative energy and high-reliability industrial automation applications. Products include inverter electronics from 5 kilowatts to 5 megawatts, power switches, and hybrid microcircuits for industrial, medical, military and aerospace applications. SatCon also develops and builds digital power electronics, high-efficiency machines and control systems for a variety of defense applications. The foregoing description is based on our review of certain publicly available information.

Plug Power

Summarized below is financial information for Plug Power whose fiscal year ends December 31.

	Year Ended Dec. 31,	Year Ended Dec. 31,	Unaudited Three Months Ended
(Dollars in thousands)	2002	2001	December 31, 2001
Current assets	$ 67,135	$ 100,565	$ 100,565
Noncurrent assets	41,548	50,809	50,809
Current liabilities	10,259	10,199	10,199
Noncurrent liabilities	5,727	6,172	6,172
Stockholders' equity	92,697	135,003	135,003

Gross revenue	11,818	5,742	2,505
Gross profit (loss)	478	(5,549)	(2,207)
Net loss	(47,218)	(73,112)	(17,070)

SatCon

Summarized below is financial information for SatCon. SatCon's fiscal year ends September 30. The Company's holdings in SatCon were accounted for on a one-quarter lag, except for sales of common stock, which were effected as of the sale date.

		Unaudited	Unaudited
	Year Ended	Nine Months Ended	Three Months Ended
(Dollars in thousands)	September 30, 2002	June 29, 2002	December 29, 2001
Current assets	$22,189	$25,046	$35,352
Noncurrent assets	20,171	20,792	25,183
Current liabilities	11,217	11,445	12,131
Noncurrent liabilities	1,217	932	1,105
Stockholders' equity	29,926	33,461	47,299
Gross revenue	41,630	30,395	8,340
Gross profit	4,809	3,552	687
Net loss	(20,761)	(15,389)	(5,397)

- **Gain (Loss) on Sale of Securities Available for Sale, Net**

The Company sold shares of the following securities and recognized gains (losses) and proceeds as follows:

			Three Months	
	Year Ended	Year Ended	Ended	Year Ended

(Dollars in thousands, except shares)	Dec. 31, 2003	Dec. 31, 2002	Dec. 31, 2001	Sept. 30, 2001
Plug Power				
Shares sold	2,000,000	35,000	-	-
Proceeds	$10,251	$ 163	$ -	$ -
Gross gain on sales	$ 6,698	$ 91	$ -	$ -
SatCon				
Shares sold	773,600	313,900	-	-
Proceeds	$ 1,403	$ 392	$ -	$ -
Gross gain on sales	$ 785	$ -	$ -	$ -
Gross loss on sales	$ -	$ (95)	$ -	$ -
Beacon Power				
Shares sold	-	4,410,797	-	-
Proceeds	$ -	$ 310	$ -	$ -
Gross loss on sales	$ -	$(440)	$ -	$ -
Total net gain (loss) on sales	$ 7,483	$(444)	$ -	$ -

16. Gain on Sale of Holdings, Net

The Company sold shares of the following equity holdings and recognized gains (losses) and proceeds as follows:

(Dollars in thousands, except shares)	Year Ended Dec. 31, 2003	Year Ended Dec. 31, 2002	Three Months Ended Dec. 31, 2001	Year Ended Sept. 30, 2001
Plug Power				
Shares sold	-	1,165,000	-	1,710,000

Proceeds	$ -	$ 9,059	$ -	$35,717
Gross gain on sales	$ -	$ 6,291	$ -	$31,009
SatCon				
Shares sold	-	212,500	-	500,000
Proceeds	$ -	$ 910	$ -	$ 2,125
Gross gain on sales	$ -	$ 78	$ -	$ -
Gross loss on sales	$ -	$ -	$ -	$(2,171)
Total net gain on sales	$ -	$ 6,369	$ -	$28,838

17. Share Exchange Transaction

On December 20, 2002, the Company and First Albany Companies Inc.

("FAC") completed a share exchange transaction whereby 8 million shares of the Company's common stock owned by FAC were exchanged for 2,721,088 shares of Plug Power common stock owned by the Company. As a condition of the exchange, FAC agreed not to sell its remaining shares of the Company's common stock for two years. The Company recorded a gain on the exchange transaction of $8,006 thousand and recorded treasury stock at a cost of $13,606 thousand.

As a result of the transaction, effective December 20, 2002, the Company was no longer required to account for its remaining holdings in Plug Power under the equity method of accounting. Under the equity method of accounting, the Company was required to report its proportionate share of Plug Power's financial results.

18. Retirement Plan

The Company maintains a voluntary savings and retirement plan (Internal Revenue Code Section 401(k) Plan) covering substantially all employees.

The Company plan allows eligible employees to contribute a percentage of their compensation; the Company makes additional voluntary contributions in amounts as determined by management and the Board of Directors. The investment of employee contributions to the plan is self-directed.

The cost of the plan was $187, $150, $35 and $116 thousand for 2003, 2002, the Transition Period, and 2001, respectively.

19. Commitments and Contingencies

Litigation

Lawrence

On September 9, 1998, Barbara Lawrence, the Lawrence Group, Inc. ("Lawrence"), and certain other Lawrence-related entities ("Plaintiffs") initially filed suit in the Bankruptcy Court and the United States District Court for the Northern District of New York which were subsequently consolidated in the District Court, against First Albany Corporation ("FAC"), Mechanical Technology, Dale Church, Edward Dohring, Beno Sternlicht, Alan Goldberg and George McNamee (former Directors of the Company), Marty Mastroianni (former President and Chief Operating Officer of the Company), and 33 other individuals ("Defendants") who purchased a total of 820,909 (2,462,727 shares post split) shares of the Company's stock from the Plaintiffs. The case concerns the Defendants' 1997 purchase of Mechanical Technology shares from the Plaintiffs at the price of $2.25 per share ($0.75 per share post split). FAC acted as Placement Agent for the Defendants in the negotiation and sale of the shares and in proceedings before the Bankruptcy Court for the Northern District of New York, which approved the sale in September 1997.

Plaintiffs claim that the Defendants failed to disclose material inside information concerning Plug Power, LLC to the Plaintiffs and therefore the $2.25 per share ($0.75 per share post split) purchase price was unfair. Plaintiffs are seeking damages of $5 million plus punitive damages and costs. In April 1999, Defendants filed a motion to dismiss the amended complaint, which was denied by the Bankruptcy Court. On appeal in October 2000, Plaintiffs' cause of action was dismissed by the United States District Court for the Northern District of New York. In November 2000, Plaintiffs filed an appeal of that dismissal with the United States Court of Appeals for the Second Circuit. In June 2002, the Second Circuit Court of Appeals reversed the District Court decision and remanded the case for further consideration of the Plaintiff's claims as motions to modify the Bankruptcy Court sale order. The Plaintiff's claims have now been referred back to Bankruptcy Court for such consideration. In September 2003, the Bankruptcy Court issued an order permitting Plaintiffs to conduct limited discovery concerning how First Albany formed an opinion about the Company's stock up until the date the Stock Purchase Agreement was executed.

19. Commitments and Contingencies

(Continued)

The Company believes the claims have no merit and intends to defend them vigorously. The Company cannot predict the outcome of the claims nor reasonably estimate a range of possible loss given the current status of the litigation. Accordingly, no amounts have been reserved for this matter.

Ling Electronics, Inc.

On July 8, 2003, Donald R. Gilillard, Sharon Gilillard, Vernon Dunham and Jean Dunham, owners of 4890 E. La Palma Avenue, Anaheim, CA 92870 ("Plaintiffs"), the former location of Ling Electronics, Inc. ("Ling"), filed suit in the Superior Court of California for Orange County against SatCon Power Systems, Inc., a subsidiary of SatCon Technology Corporation, and the Company. In September 2003, SatCon and the Company filed a joint answer to the complaint.

The Complaint alleges breach of the lease and, among other things, Ling's failure to maintain and repair the premises. Ling was a subsidiary of the Company until it was sold to SatCon Technology Corporation in 1999. The Plaintiffs allege that the correction and repair of the various breaches by SatCon and the Company of their obligations under the lease will exceed $400,000. The building was leased from 1983 through lease expiration in 2003. The Company remained as a guarantor on the lease after the sale of Ling to SatCon.

The Company believes the claims have no merit and intends to defend them vigorously. The Company cannot predict the outcome of the claims nor

reasonably estimate a range of possible loss given the current status of

the litigation. Accordingly, no amounts have been reserved for this matter.

Leases

The Company and its subsidiaries lease certain manufacturing, laboratory and office facilities. The leases generally provide for the Company to pay either an increase over a base year level for taxes, maintenance, insurance and other costs of the leased properties or the Company's allocated share of insurance, taxes, maintenance and other costs of leased properties. The leases contain renewal provisions.

Future minimum rental payments required under non-cancelable operating leases are (dollars in thousands): $620 in 2004; $561 in 2005, $441 in

2006, $316 in 2007, $316 in 2008, and $289 thereafter. Rent expense under all leases was $636, $536, $134 and $453 thousand for 2003, 2002, the Transition Period, and 2001, respectively. Contingent rent included

in the rent expense amounts was $46, $31, $8 and $9 thousand for 2003, 2002, the Transition Period, and 2001, respectively.

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

19. Commitments and Contingencies

(Continued)

Warranties

Below is a reconciliation of changes in product warranty liabilities at December 31:

(Dollars in thousands)	2003	2002
Balance, beginning of period	$ 54	$ 81
Accruals for warranties issued	55	54
Accruals related to pre-existing warranties (including changes in estimates)	(66)	(66)
Settlements made (in cash or in kind)	(15)	(15)
Balance, end of period	$ 28	$ 54

Licenses

The Company licenses, on a non-exclusive basis, certain Direct Methanol Fuel Cell ("DMFC") technology from Los Alamos National Laboratory. Under this agreement, the Company is required to pay future minimum annual license fees of (dollars in thousands): $200 in 2004 and $250 in 2005. Once products are being sold, royalties will be based on 2% of the first $50 million of net sales, 1% on net sales in excess of $50 million but less than $100 million and .5% on net sales in excess of $100 million. License payments made in any year can be applied against royalties due and total annual fees in any year shall not exceed $1 million.

Employment Agreements

The Company has employment agreements with certain employees that provide severance payments and accelerated vesting of certain options upon termination of employment under certain circumstances, as defined in the applicable agreements. As of December 31, 2003, the Company's potential minimum obligation to these employees was approximately $786 thousand.

Guaranty of Subsidiary Funding

In connection with the Strategic Alliance Agreement between MTI Micro and Gillette, the Company guaranteed additional investments in its subsidiary, MTI Micro, of up to $20 million before September 19, 2005, if other sources of funding are not available. Immediately prior to the Gillette transaction closing, the Company invested $11 million

($7.4 million in cash and $3.6 million through the conversion of a loan receivable to equity) of its $20 million commitment in MTI Micro common stock. In October 2003, a related party invested $1 million in MTI Micro common stock. The Company's remaining investment guaranty is $8 million as of December 31, 2003.

19. Commitments and Contingencies

(Continued)

Investment Company Act

The Company's securities available for sale constitute investment securities under the Investment Company Act of 1940 (the "Investment Company Act"). In general, a company may be deemed to be an investment company if it owns investment securities with a value exceeding 40% of its total assets, subject to certain exclusions and exemptions. Investment companies are subject to registration under, and compliance with, the Investment Company Act unless a particular exemption or safe harbor provision applies. If the Company were to be deemed an investment company, the Company would become subject to the requirements of the Investment Company Act. As a consequence, the Company would be prohibited from engaging in certain businesses or issuing certain securities, certain of our contracts might be voidable, and the Company might be subject to civil and criminal penalties for noncompliance.

Until fiscal 2001, the Company qualified for a safe harbor exemption under the Investment Company Act based upon the level of ownership of shares of Plug Power and influence over its management or policies. However, since the Company sold some of its shares of Plug Power during fiscal 2001, this safe harbor exemption may not be available.

On December 3, 2001, the Company made an application to the Securities and Exchange Commission ("SEC") requesting that they either declare that the Company is not an investment company because it is primarily engaged in another business or exempt it from the provisions of the Investment Company Act for a period of time. The Company amended this application on October 20, 2003. This application is pending. If the Company's application is not granted, the Company will have to find another safe harbor or exemption that it can qualify for, which may include a one-year safe harbor granted by the Investment Company Act, or become an investment company subject to the regulations of the Investment Company Act.

If the Company was deemed to be an investment company and could not find another safe harbor or exemption and failed to register as an investment company, the SEC could require the Company to sell its interest in Plug Power until the value of its securities available for sale are reduced below 40% of total assets. This could result in sales of securities in quantities of shares at depressed prices and the Company may never realize anticipated benefits from, or may incur losses on, these sales. Also, in connection with the strategic alliance agreement with Gillette, the Company has agreed to indemnify Gillette against any losses arising out of or related to the Company's noncompliance with the

Investment Company Act or any regulations thereunder.

Further, the Company may be unable to sell some securities due to contractual or legal restrictions or the inability to locate a suitable buyer. Moreover, the Company may incur tax liabilities when selling assets.

20. Related Party Transactions

Management believes transactions among related parties are as fair to the Company as obtainable from unaffiliated third parties.

On October 29, 2003, Jeong Kim, a member of the board of directors of MTI Micro, invested $1 million in MTI Micro (see Note 3).

On September 19, 2003, Gillette invested $1 million in MTI Micro pursuant to a strategic alliance agreement (see Notes 3 and 24).

On December 20, 2002, as a condition of the agreement to exchange 8 million shares of the Company's common stock owned by FAC for 2,721,088 shares of the Plug Power common stock owned by the Company, FAC agreed not to sell its remaining shares of the Company for two years ("lock-up agreement")(see Note 17). MTI waived this lock-up agreement in late December 2002 to permit FAC to gift shares.

During the twelve months ended December 31, 2002, FAC sold 662,705 shares of the Company's common stock in the public markets. FAC owns 2,991,040 shares or approximately 10.78% of the Company's common stock at December 31, 2003.

In July 2001, Dupont invested $1.5 million worth of cash and prepaid materials in MTI Micro in connection with the establishment of a strategic partnership. Additionally, in November 2001, Dupont invested another $295 thousand in MTI Micro (see Note 3).

In July 2001, MTI Micro entered into a Joint Venture Agreement with Dupont, a minority shareholder in MTI Micro, solely to undertake a research and development program funded by the Advanced Technology Program ("ATP") of the National Institute of Standards and Technology ("NIST"). As the program administrator, MTI Micro submits all bills from Dupont to NIST for payment. In connection with NIST billings, as

of December 31, 2003 and 2002, the Company has a liability to Dupont for approximately $47 and $173 thousand. The Company also purchases materials from Dupont; such purchases totaled $190, $29, $5 and $2 thousand in 2003, 2002, the Transition Period and 2001, respectively. The Company has a liability for materials purchases to Dupont as of December 31, 2003 and 2002 of $1 and $17 thousand, respectively. These liabilities are included in the financial statement line "Accrued liabilities - related parties."

In April 2000, the Company entered into a management services agreement with First Albany Corporation, a wholly owned subsidiary of FAC, to

provide certain services on a month-to-month basis. Under this agreement, FAC billed services to the Company (phone, network, postage, etc.) on a cost reimbursement basis. Billings under these agreements amounted to approximately $0, $11, $13 and $33 thousand for 2003, 2002, the Transition Period, and 2001, respectively.

20. Related Party Transactions

(Continued)

The Company had an ownership interest in Beacon Power from 2000 to December 30, 2002. Associated with this ownership, the Company received approximately $183 thousand in preferred stock dividends from Beacon Power during fiscal 2001.

On September 28, 2001, the Company received 544,148 shares of Beacon Power Common Stock as a pro rata distribution by SatCon. The Company recognized a gain of $827 thousand on this dividend distribution.

On December 27, 2000, the Company entered into a Put and Call with FAC to provide independent credit support for repayment of the then outstanding KeyBank loan ("FAC Credit Enhancement") for which the Company paid a fee of $945 thousand. The FAC Credit Enhancement provided FAC with the option, if the price of Plug Power stock fell to $4 per share, to either purchase 6.3 million Plug Power shares pledged as collateral on the loan or take an assignment of KeyBank, N.A.'s rights under the $50 million Amended and Restated Credit Agreement. The FAC Credit Enhancement could be triggered in the event of a default and was amended on April 27, 2001, the original expiration date, to extend its expiration date to August 27, 2001. The Company paid a fee of $200 thousand for this amendment. The Company and FAC could renew the FAC Credit Enhancement on a monthly basis upon mutually agreeable terms. If the FAC Credit Enhancement expired, and was not replaced, prior to November 3, 2001, the loan would be immediately due and payable. Upon expiration of the FAC Credit Enhancement, mandatory repayments on any outstanding balance would be required if the Plug Power stock price fell below $20 per share. The FAC Credit Enhancement expired on August 27, 2001 and was not replaced since the Company amended and restated its Credit Agreement with KeyBank, N.A. on August 10, 2001, the $10 million Credit Agreement. The new KeyBank, N.A. agreement did not require a credit enhancement.

On December 27, 2000, the Company entered into two bridge loan agreements with FAC. The first loan was for $945 thousand and was used

to pay the purchase price for the FAC Credit Enhancement. The Company pledged 200,000 shares of Plug Power common stock as collateral. The second loan was for $5 million, $3 million of which was used to make a

December 27, 2000 principal loan repayment to KeyBank, N.A. and the

remaining $2 million was available for working capital. The Company

pledged 1 million shares of Plug Power common stock as collateral. Upon

mutual agreement of FAC and the Company, the loans may be converted to equity prior to maturity. Both loans bore interest at the Prime Rate and both interest and principal were due on January 3, 2002. On March 30, 2001, the Company made a principal payment to FAC totaling $4 million. On April 30, 2001, the Company made principal and interest payments to FAC totaling $1.445 million and $.117 million, respectively, which reduced the Company's obligations on the FAC Bridge Loans to zero.

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MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

21. Discontinued Operations

The sale of the Company's Technology Division, the sole component of the

Technology segment, to NYFM, Incorporated (a wholly-owned subsidiary of

Foster-Miller, Inc., a Waltham, Massachusetts-based technology company) was completed on March 31, 1998. Accordingly, the Company no longer includes the Technology Division among its reportable business segments. The Technology Division has been reported as a discontinued operation since December 26, 1997. In exchange for the Technology Division's assets, NYFM, Incorporated (a) agreed to pay the Company a percentage of gross sales on an annual basis for a period of five years after the sale as follows: yearly combined gross sales (in excess of $2.5 million) multiplied by .13, .053, .027, for years one, two and three-to-five, respectively; (b) assumed approximately $40 thousand of liabilities; and

(c) established a credit for warranty work of approximately $35 thousand. The Company received approximately $21 thousand as contingent sales proceeds from NYFM, Incorporated in both 2003 and 2002. Those amounts are included in the financial statement line, "Income from discontinued operations."

During the third quarter of 2002, the Company reversed $358 thousand of the previously recorded loss on disposal of the Technology Division. The reversal included estimated reductions in warranty and accounts receivable reserves.

Discontinued operations consist of the following:

Three Months

(Dollars in thousands)	Year Ended Dec. 31, 2003	Year Ended Dec. 31, 2002	Ended Dec. 31, 2001	Year Ended Sept. 30, 2001
Sales	$ -	$ -	$ -	$ -
Income from discontinued operations before income tax	$ 21	$ 21	$ -	$ -
Income tax expense	(8)	-	-	-
Net income from discontinued Operations	$ 13	$ 21	$ -	$ -
Gain on disposal of Division	$ -	$ 358	$ -	$ -
Income tax expense	-	(154)	-	-
Net gain on disposal of Division	$ 13	$ 225	$ -	$ -

There were no liabilities of the Company's discontinued operations as of December 31, 2003 and 2002.

22. Geographic and Segment Information

The Company sells its products on a worldwide basis with its principal markets listed in the table below where information on product revenue and funded research and development revenue is summarized by geographic area for the Company as a whole:

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

21. Geographic and Segment Information

(Continued)

(Dollars in thousands)

Geographic Area	Year Ended Dec. 31, 2003	Year Ended Dec. 31, 2002	Three Months Ended Dec. 31, 2001	Year Ended Sept. 30, 2001
Product revenue:				
United States	$4,602	$4,527	$1,095	$6,382
Europe	227	201	8	176
Japan	308	249	67	358
Pacific Rim	245	230	74	243
Israel	34	-	-	-
China	48	2	-	38
Canada	18	56	-	47
Rest of World	65	97	2	54
Total product revenue	5,547	5,362	1,246	7,298
Funded research and development revenue:				
United States	2,311	1,573	90	-
Total revenue	$7,858	$6,935	$1,336	$7,298

Revenues are attributed to regions based on the location of the customers.

Total product revenues contributed by product lines and their percentage of total product revenues are shown below:

Three Months

	Year Ended		Year Ended		Ended		Year Ended	
	Dec. 31, 2003		Dec. 31, 2002		Dec. 31, 2001		Sept. 30, 2001	
(Dollars in thousands)	Dollars	Percent	Dollars	Percent	Dollars	Percent	Dollars	Percent
Test and Measurement								
Instrumentation								
Products:								
Aviation	$ 2,931	52.85%	$ 2,816	52.52%	$ 436	34.97%	$1,485	20.35%
General Gaging	2,289	41.26	2,282	42.56	508	40.75	5,431	74.41
Semiconductor	327	5.89	264	4.92	302	24.28	382	5.24
Total	$ 5,547	100%	$ 5,362	100%	$1,246	100%	$7,298	100%

The Company operates in two business segments**, New Energy** and **Test and Measurement Instrumentation**. The New Energy segment is focused on commercializing direct methanol micro fuel cells. The Test and Measurement Instrumentation segment designs, manufactures, markets and services computer-based balancing systems for aircraft engines, high performance test and measurement instruments and systems, and wafer characterization tools for the semiconductor industry. The Company's principal operations are located in North America.

The accounting policies of the New Energy and Test and Measurement Instrumentation segments are the same as those described in the summary of significant accounting policies. The Company evaluates performance based on profit or loss from operations before income taxes, accounting changes, items management does not deem relevant to segment performance, and interest income and expense. Inter-segment sales are not significant.

22. Geographic and Segment Information

(Continued)

In the Test and Measurement Instrumentation Segment, in 2003,____ the U.S. Air Force accounted for $2.261 million or 40.8% of product revenues; in 2002, the U.S. Air Force accounted for $1.854 million or 34.6% of product revenues and ASML accounted for $.546 million or 10.2% of product revenues; in the Transition Period the U.S. Air Force accounted for $.349 million or 28% of product revenues; and in 2001, ASML accounted for $3.616 million or 49.5% of product revenues.

Summarized financial information concerning the Company's reportable segments is shown in the following table. The "Other" column includes corporate related items and items like income taxes or unusual items,

which are not allocated to reportable segments. The reconciling items column includes minority interests in a consolidated subsidiary and income tax allocation to equity in holdings' losses. In addition, segments' non-cash items include any depreciation and amortization in reported profit or loss. The New Energy segment figures include the Company's micro fuel cell operations, equity securities of Plug Power, SatCon and Beacon Power, and the results of the Company's equity method of accounting for certain holdings. The results for Plug Power and SatCon were derived from their published unaudited quarterly and audited annual financial statements.

The Company's holdings in SatCon were accounted for on a one-quarter lag (through SatCon's quarter ended June 29, 2002) until accounting for the holding was changed on July 1, 2002 to fair value from the equity method. The sale of SatCon stock was affected as of the date of sale. The accounting for the Company's holdings in Plug Power was changed on December 20, 2002 to fair value from the equity method (see Note 1).

(Dollars in thousands)		Test and Measurement		Reconciling	Consolidated
Year Ended December 31, 2003	New Energy	Instrumentation	Other	Items	Totals
Product revenue	$ -	$ 5,547	$ -	$ -	$ 5,547
Funded research and development revenue	2,311	-	-	-	2,311
Research and product development expenses	7,283	1,065	-	-	8,348
Selling, general and administrative expenses	2,195	1,563	2,079	-	5,837
Impairment losses	(418)	-	-	-	(418)
Segment (loss) profit from continuing operations before income taxes, equity in holdings' losses and					

minority interests	(309)	354	(1,776)	-	(1,731)
Segment (loss) profit	(309)	354	(1,094)	490	(559)
Total assets	52,875	1,926	11,037	-	65,838
Securities available for sale	44,031	-	-	-	44,031
Capital expenditures	544	43	483	-	1,070
Depreciation and amortization	282	101	216	-	599

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

22. Geographic and Segment Information

(Continued)

(Dollars in thousands)		Test and Measurement		Reconciling	Consolidated
Year Ended December 31, 2002	New Energy	Instrumentation	Other	Items	Totals
Product revenue	$ -	$ 5,362	$ -	$ -	$ 5,362
Funded research and development revenue	1,573	-	-	-	1,573
Research and product development expenses	5,655	960	-	-	6,615
Selling, general and administrative expenses	1,935	1,741	1,275	-	4,951
Equity in holdings' losses	(11,221)	-	-	4,550	(6,671)
Impairment losses	(8,127)	-	-	-	(8,127)

Segment (loss) profit from					
continuing operations					
before income taxes, equity					
in holdings' losses and					
minority interests	(509)	110	(1,170)	-	(1,569)
Segment (loss) profit	(11,730)	110	4,241	418	(6,961)
Total assets	39,723	2,657	10,004	-	52,384
Securities available for sale	37,332	-	-	-	37,332
Capital expenditures	394	10	123	-	527
Depreciation and amortization	216	142	234	-	592
Three Months Ended December 31, 2001					
Product revenue	$ -	$ 1,246	$ -	$ -	$ 1,246
Funded research and					
development revenue	90	-	-	-	90
Research and product					
development expenses	776	285	-	-	1,061
Selling, general and					
administrative expenses	586	518	253	-	1,357
Equity in holdings' losses	(5,485)	-	-	2,169	(3,316)
Impairment losses	(15,433)	-	-	-	(15,433)
Segment (loss) profit from					
continuing operations					
before income taxes, equity					
in holdings' losses and					
minority interests	(16,909)	(326)	74	-	(17,161)

Segment (loss) profit	(22,394)	(326)	9,031	104	(13,585)
Total assets	47,074	2,529	6,745	-	56,348
Securities available for sale	5,734	-	-	-	5,734
Holdings, at equity	38,937	-	-	-	38,937
Capital expenditures	74	7	-	-	81
Depreciation and amortization	45	38	45	-	128

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

22. Geographic and Segment Information

(Continued)

(Dollars in thousands)	Test and Measurement		Reconciling	Consolidated

	New Energy	Instrumentation	Other	Items	Totals
Year Ended September 30, 2001					
Product revenue	$ -	$ 7,298	$ -	$ -	$ 7,298
Research and product					
development expenses	2,381	1,303	-	-	3,684
Selling, general and					
administrative expenses	3,111	1,947	1,101	-	6,159
Equity in holdings' losses	(26,794)	-	-	9,722	(17,072)
Segment profit (loss) from					
continuing operations					
before income taxes, equity					
in holdings' losses and					
minority interests	32,024	650	(11,938)	-	20,736
Segment profit (loss)	5,230	650	(2,162)	123	3,841
Total assets	59,455	2,596	9,206	-	71,257
Securities available for sale	6,704	-	-	-	6,704
Holdings, at equity	47,197	-	-	-	47,197
Capital expenditures	704	44	570	-	1,318
Depreciation and amortization	57	170	1,534	-	1,761

The following table presents the details of "Other" segment (loss) profit:

			Three Months	
	Year Ended	Year Ended	Ended	Year Ended
	Dec. 31,	Dec. 31,	Dec. 31,	Sept. 30,
(Dollars in thousands)	2003	2002	2001	2001

Corporate and other (expenses) income:				
Depreciation and amortization	$ (216)	$ (234)	$ (45)	$(1,534)
Interest expense	(7)	(46)	(15)	(1,970)
Interest income	105	102	29	384
Income tax benefit (expense)	661	5,032	8,957	(2,678)
Other (expense) income, net	(1,658)	(992)	105	3,636
Income from discontinued operations	21	379	-	-
Total (expense) income	$(1,094)	$4,241	$9,031	$(2,162)

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

23. Cash Flows - Supplemental Information

(Dollars in thousands)	Year Ended Dec. 31, 2003	Year Ended Dec. 31, 2002	Three Months Ended Dec. 31, 2001	Year Ended Sept. 30, 2001
Non-Cash Investing and Financing Activities:				
Additional holdings and paid-in-capital resulting from other investors' investments in Plug Power stock	$ -	$ 717	$ 219	$14,464
Additional holdings and paid-in-capital resulting from other investors' activity in SatCon stock	-	(150)	2,795	4,175
Additional paid-in-capital resulting from stock option exercises treated differently for financial reporting and tax purposes	223	55	-	184
Holdings in Beacon Power - warrant exercise to convert derivative asset to common stock	-	-	-	8,500

Contingent obligation to common stock				
warrant holders	-	-	(124)	1,210
Change in investment and paid-in-capital				
resulting from other investors' activity				
in MTI Micro stock	881	(28)	46	1,163
Prepaid material in exchange for investment				
in subsidiary	3	(18)	-	750
Treasury stock from exchange of securities	-	(13,606)	-	-
Cash Payments:				
Interest	$ 7	$ 48	$ 46	$ 2,144
Taxes (Tax Refunds), net	25	(112)	56	454

- **Gillette Strategic Alliance and Issuance of Stock by Subsidiary**

On September 19, 2003, MTI Micro entered into a Strategic Alliance Agreement with Gillette whereby MTI Micro, Gillette and Gillette's Duracell business unit will seek to jointly develop and commercialize micro fuel cell products to power low-power, hand-held, mass market, high volume, portable consumer devices.

The agreement provides for a multi-year exclusive relationship for the design, development and commercialization of a low power direct methanol micro fuel cell power system and a compatible fuel refill system. Pursuant to the agreement, MTI Micro will focus on the development of the direct methanol micro fuel cell and Gillette will focus on the development of the fuel refill. In addition, both MTI Micro and Gillette transferred and licensed from each other certain intellectual property assets, and both have the ability to earn royalties. This exchange has been accounted for as a nonmonetary transaction with no assets and no gains or losses being recorded as a result of the exchange.

23. Gillette Strategic Alliance and Issuance of Stock by Subsidiary

(Continued)

Gillette purchased 1,088,278 shares of MTI Micro common stock at a price of $.92 per share for $1 million pursuant to an Investment Agreement. In addition to the foregoing referenced $1 million investment in MTI Micro common stock, Gillette may make additional investments of up to $4 million subject to agreed milestones. The Company has agreed to invest $20 million in MTI Micro during the first two years of the agreement if other sources of funding are not available. Immediately prior to the Gillette transaction closing, the Company invested $11 million ($7.4 million in cash and $3.6 million through the conversion of a loan receivable to equity), to develop direct methanol micro fuel cells, of its $20 million commitment in MTI Micro common stock. The Company's remaining investment guaranty is $8 million as of December 31, 2003.

25. Subsequent Events

Private Placement

On January 29, 2004, we issued to Fletcher International, Ltd., or Fletcher, in a private placement (1) 1,418,842 shares of our common stock for an aggregate purchase price of $10 million, or $7.048 per share, and (2) rights to purchase up to an additional $26 million of our common stock and in certain instances up to 3,000,000 shares of Plug Power common stock owned by us, which rights are referred to herein as the additional investment rights. We intend to use the proceeds of the private placement primarily to support the operations of MTI Micro and other general corporate purposes. We agreed to file with the SEC a registration statement within thirty (30) days following such issuance to permit Fletcher to re-sell the shares of our common stock issued to Fletcher and any shares of our common stock that Fletcher may acquire in the future upon exercise of its additional investment rights or upon the occurrence of certain other events. We filed such registration statement with the SEC on February 3, 2004.

Additional Investment Rights

The additional investment rights provide Fletcher with the right, but not the obligation, to purchase up to an additional $8 million of our common stock at any time prior to ninety business days after the effective date of the registration statement, at a price per share equal to $7.048. In addition, in the event Fletcher exercises in full such $8 million investment right, Fletcher shall have the right, but not the obligation, to purchase, in a single purchase or multiple purchases, up to an additional $18 million of our common stock at any time prior to December 31, 2006, which date may be extended in the event that we have not satisfied our contractual obligations with respect to the registration for resale of common stock issued or issuable to Fletcher. If Fletcher exercises such rights prior to December 31, 2005, the investment shall be at a per share price equal to $7.048.

After December 31, 2005 (including during any extension of the original investment term), the investment right shall be at a price per share equal to the lesser of $7.048 and the prevailing price of our common stock as of five business days prior to the delivery of the exercise notice. As used herein, a prevailing price is the average of the daily volume-weighted

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MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

25. Subsequent Events

(Continued)

average price per share of common stock during the sixty-business-day period ending three days prior to the date Fletcher elects to exercise such right, provided however that the price may not exceed the average of the daily volume-weighted average prices for any ten business days within such sixty-business-day period. Each of the above referenced per share exercise prices for the additional investment rights is subject to adjustment as described below under "*Adjustment Provisions*."

The table below illustrates the number of shares Fletcher would receive upon exercise of its $18 million additional investment right during 2006 assuming that the price of our common stock at the time of exercise is as set forth in the table. The closing price per share of our common stock on March 5, 2004 was $6.08 per share. Note that our agreement with Fletcher provides that the maximum number of shares we could potentially issue to Fletcher is 11,107,214 shares, and hence the number of shares issuable if our stock price is $1.50 reflects the difference between (x) such maximum number and (y) the sum of (A) 1,418,842 (representing the shares issued to Fletcher on January 29, 2004) and (B) the number of shares issued in connection with Fletcher's exercise of the first $8 million of additional investment rights.

MTI price	Shares Issuable in Exchange for $18 Million Investment
$6.00	3,000,000
$4.50	4,000,000
$3.00	6,000,000
$1.50	8,553,298

Plug Power Shares

At the time of the consummation of the private placement, we deposited into escrow 3,000,000 shares of common stock of Plug Power owned by us. Commencing immediately after the SEC declares effective the registration statement relating to shares of our common stock that Fletcher owns or may acquire, 250,000 of such shares will be released from escrow to us, on a monthly basis, in the event that on any day during such month, the prevailing price of our common stock exceeds $6.343 (which price may be adjusted to reflect stock splits, recombinations, stock dividends or the like). If Fletcher does not exercise its right to purchase the first additional $8 million of our common stock, all of such Plug Power shares shall be released from escrow to us. If, however, Fletcher does exercise such right, then at any time during the month of June 2005, Fletcher may purchase from us a number of shares of Plug Power common stock equal to $10,000,000 divided by the prevailing price per share of Plug Power common stock, but only to the extent of the number of shares remaining in escrow.

The exercise price for the Plug Power investment right is $10,000,000 less the positive difference between $18,000,000 and the product of the sum of 1,418,842 and the quantity of shares purchased in the exercise of the first $8 million of additional investment rights multiplied by the prevailing price per share of our common stock on the date Fletcher elects to exercise such right, all divided by the quotient obtained by

25. Subsequent Events

(Continued)

dividing 10,000,000 by the prevailing price of Plug Power common stock on the date Fletcher elects to exercise such right.

As a result of this exercise price calculation, we may be required to sell shares of Plug Power at a discount to prices we would otherwise obtain in sales at market prices. The table below illustrates such potential discounts based on assumed decreases in our stock price from $6.00 (which, for the purposes of this illustration, serves as an approximation of the price of our common stock as of the date we filed this Form 10-K), and an assumed price of Plug Power stock at the time of exercise. Note that Fletcher's right to purchase Plug Power shares is conditioned on the exercising of Fletcher's first $8 million of additional investment rights.

MTI Price	Assumed Plug Price	Effective Exercise Price	Percentage Discount to Market	Plug Shares Purchased	Proceeds to MTI
$6.00	$7.00	$5.13	27%	1,428,571	$7,323,496
$4.50	$7.00	$2.44	65%	1,428,571	$3,492,622
$3.00	$7.00	$ -	100%	1,428,571	$ -
$1.50	$7.00	$ -	100%	1,428,571	$ -

Adjustment Provisions

Our agreement with Fletcher also provides that we may be required to issue additional shares to Fletcher, reduce the exercise prices described above for the additional investment rights and/or extend the investment term upon the occurrence of certain events (each as more fully described below) including:

- a restatement of our financial results,

- a change in control of our company,

- a future issuance of our capital stock at a price less than

$7.048, or

- our failure to maintain the effectiveness of the registration statement relating to shares of our common stock that Fletcher

owns or may acquire, as well as our failure to satisfy the other

requirements relating to registration.

Restatement. In the event we restate any portion of our financial statements prior to January 29, 2005, or prior to the first anniversary of the closing of any additional investment, as the case may be, the exercise price for the additional investment rights will be adjusted to equal the prevailing price of our common stock sixty days after we restate our financial statements. In addition, with respect to any investments made prior to the time of the restatement, Fletcher will receive additional shares of common stock such that all such investments will have been effectively made at such adjusted exercise price.

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

25. Subsequent Events

(Continued)

C*hange in Control*

. In the event of a change of control of our company prior to sixty days after the expiration of the additional investment term, we may have to issue additional shares of our common stock to Fletcher and the additional investment rights (including the right to

purchase the Plug Power shares) may be accelerated. If the consideration per share paid to our shareholders in the change of control transaction is less than twice the amount of the price per share paid by Fletcher for any of its investments pursuant to the agreement with Fletcher or the certificate of additional investment rights, then we must issue to Fletcher a number of shares of our common stock such that all of its investments will have been effectively made at a price per share equal to such per share change of control consideration multiplied by 0.5. In addition, if our shareholders have not approved the transaction with Fletcher prior to a change of control of our Company, Fletcher may make a net basis settlement with respect to its additional investment rights. The mechanics of a net basis settlement are described below under *"Net Basis Settlement."*

Dilutive Issuances. If on or prior to December 31, 2004 we issue any equity securities at a price below $7.048, then we must issue to Fletcher a number of additional shares to reflect the number of shares it would have acquired if its purchase price was such lower price and adjust the exercise price for the additional investment rights to such lower price. In addition, if after December 31, 2004 and prior to January 1, 2006 we issue any equity securities at a price below $7.048, the exercise price for the additional investment rights shall be adjusted to provide Fletcher "weighted average" anti-dilution protection and we must issue to Fletcher a number of additional shares such that all prior investments will have been effectively made at such adjusted exercise price.

Registration Obligations. In the event we fail to satisfy our contractual obligations to register for resale shares of common stock issued or issuable to Fletcher, then we must issue to Fletcher a number of additional shares to reflect the number of shares it would have acquired if its purchase price was based on the actual exercise price reduced by five percent for each month in which we fail to satisfy our obligations and adjust the exercise price for the additional investment rights to such lower price. In addition, such failure will result in an extension of the investment term for each day we fail to satisfy our registration obligations. These registration obligations include, among other things, maintaining the effectiveness of the registration statement filed on February 3, 2004, and registering for resale all shares that may be issued to Fletcher.

Net Basis Settlement

We are obligated under the agreement with Fletcher to seek shareholder approval of the issuance of more than 19.99 percent of our common stock pursuant to our transactions with Fletcher. In the event we do not obtain such shareholder approval, or in the event a change in control of our Company occurs prior to obtaining such shareholder approval, and as a result of the exercise of the additional investment rights, we would have

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

25. Subsequent Events

(Continued)

issued more than 19.99 percent of our common stock, Fletcher will be entitled to a "net basis settlement", whereby it receives a certain number of shares of common stock, without any cash payment by Fletcher, representing the difference between the market value of the additional investment rights as of three business days prior to the date Fletcher elects to exercise such additional investment rights and the investment

purchase price. Such number of shares shall equal the quotient obtained by dividing "X" by the closing price of our common stock on the date three days prior to Fletcher exercising an additional investment right (such price is referred to herein as the net basis price), where "X" is the product of (1) the additional investment amount, divided by the additional investment exercise price, multiplied by (2) the amount by which the net basis price exceeds the additional investment exercise price.

Other

The agreement also provides Fletcher certain other rights including, but not limited to, indemnification rights with respect to (1) breaches of representations, warranties and covenants contained in the agreements with Fletcher, and (2) misstatements in or omissions from the prospectus and the registration statement relating to shares of our common stock that Fletcher owns or may acquire.

Placement Fees

In connection with the private placement, in February 2004 the Company paid placement fees of $600 thousand to Chicago Investment Group LLC and issued a warrant to purchase 28,377 shares of the Company's common stock at an exercise price of $10.572 per share. The warrant may not be exercised until February 5, 2005 and expires on February 5, 2006.

Sales of Available for Sale Securities

From January 1 through March 5, 2004, the Company sold available for sale securities as follows:

(Dollars in thousands)

Company	Number of Shares Sold	Net Proceeds from Sales
Plug Power	380,000	$3,773

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PART IV

ITEM 15: EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

a. (1) The following Consolidated Financial Statements of Mechanical Technology Inc. were filed as part of the report on Form 10-K.

Report of Independent Auditors-PricewaterhouseCoopers LLP

Consolidated Balance Sheets-December 31, 2003 and 2002

Consolidated Statements of Operations-Years ended December 31, 2003, 2002, the three month period ended December 31, 2001 and the year ended September 30, 2001

Consolidated Statements of Shareholders' Equity and Comprehensive Income (Loss)-Years ended December 31, 2003, 2002, the three month period ended December 31, 2001 and the year ended September 30, 2001

Consolidated Statements of Cash Flows-Years ended December 31, 2003, 2002, the three month period ended December 31, 2001 and the year ended September 30, 2001

Notes to Consolidated Financial Statements

(a) (2) Schedule. The following consolidated financial statement schedule for the years ended December 31, 2003 and 2002, the three month period ended December 31, 2001 and the year ended September 30, 2001 is included pursuant to Item 15(d):

Report of Independent Accountants on Financial Statements Schedule;

Schedule II- Valuation and Qualifying Accounts.

All other financial statement schedules not listed have been omitted because they are either not required, not applicable, or the information has been included elsewhere in the consolidated financial statements or notes thereto.

(a) (3) Exhibits. The exhibits listed in the Exhibit Index immediately preceding the exhibits are filed as part of this Annual Report on Form 10-K/A.

(b) One report on Form 8-K was filed during the quarter ended December 31, 2003. The report was dated October 22, 2003 regarding the Company's press release issued October 22, 2003 announcing its financial results for the quarter ended September 30, 2003.

Two reports on Form 8-K were filed during the quarter ending March 31, 2004. The first report was dated January 27, 2004 regarding the Company's private placement transaction with Fletcher International, Ltd. The second report was dated March 10, 2004 regarding the Company's press release issued March 10, 2004 announcing its financial results for the quarter and year ended December 31, 2003.

One report on Form 8-K/A, dated January 16, 2004, was filed during the quarter ending March 31, 2004. The report amended a Form 8-K originally filed on September 22, 2003.

The following exhibits are filed as part of this Report:

Exhibit Number	Description
3.1	Certificate of Incorporation of the registrant, as amended and restated and amended. (4)(10)(13)
3.2	By-Laws of the registrant, as restated. (4)
4.1	Form of Certificate of Additional Investment Rights to be issued to Fletcher International, Ltd. (18)
10.1	Mechanical Technology Incorporated Restricted Stock Incentive Plan. Filed as Exhibit 28.1 to the registrant's Form S-8 Registration Statement No. 33-26326 and incorporated herein by reference. (1)
10.14	Mechanical Technology Incorporated Stock Incentive Plan - included as Appendix A to the registrant's Proxy Statement, filed pursuant to Regulation 14A, for its December 20, 1996 Special Meeting of Shareholders and incorporated herein by reference. (2)

10.20	Asset Purchase Agreement, dated as of September 22, 1997, between Mechanical Technology, Incorporated and Noonan Machine Company. (3)
10.21	Asset Purchase Agreement between Mechanical Technology and NYFM, Incorporated, dated as of March 31, 1998. (5)
10.30	Mechanical Technology Incorporated 1999 Employee Stock Incentive Plan. (6)
10.32	Stock Purchase Agreement, dated October 1, 1999, between the registrant, Ling Electronics, Inc., Ling Electronics, Ltd. and SatCon Technology Corporation. (8)
10.33	Securities Purchase Agreement, dated October 21, 1999, between the registrant and SatCon Technology Corporation.(8)
10.34	Mechanical Technology Incorporated Registration Rights Agreement, dated October 21, 1999, between the registrant and SatCon Technology Corporation. (8)
10.36	Mechanical Technology Incorporated Stock Purchase Warrant dated October 21, 1999. (8)
10.37	SatCon Technology Corporation Stock Purchase Warrant dated October 21, 1999. (8)
10.38	Lease dated August 10, 1999 between Carl E. Touhey and Mechanical Technology, Inc. (8)
10.39	Registration Rights Agreement, dated November 1, 1999 by and among Plug Power Inc. and the registrant. (8)
10.41	Mechanical Technology Incorporated Stock Purchase Warrant dated January 31, 2000. (9)

10.42	SatCon Technology Corporation Stock Purchase Warrant dated January 31, 2000. (9)
10.43	Lease dated April 2, 2001 between Kingfischer L.L.C. and Mechanical Technology Inc. (14)
10.44	First Amendment to lease dated March 13, 2003 between Kingfischer L.L.C. and Mechanical Technology Inc. (16)
10.104	Credit Agreement, dated as of November 1, 1999, between the registrant and KeyBank National Association for a $22.5 million term loan to finance a capital contribution to Plug Power, LLC. (7)

Exhibit Number	Description
10.105	Stock Pledge Agreement, dated as of November 1, 1999, by the registrant with KeyBank National Association pledging 13,704,315 shares of Plug Power stock in support of the $22.5 million credit agreement. (7)
10.106	Amended and Restated Credit Agreement, dated as of March 29, 2000, between the registrant and KeyBank National Association for a $50 million revolving note. (11)
10.107	Revolving Note, dated as of March 29, 2000, between the registrant and KeyBank National Association for the $50 million credit agreement. (11)
10.108	Amended and Restated Stock Pledge Agreement, dated as of March 29, 2000, by The registrant and KeyBank National Association pledging 2,000,000 shares of Plug Power stock in support of the $50 million credit agreement. (11)
10.109	Amendment dated as of October 1, 2000 to the Amended and Restated Credit Agreement originally dated as of March 29, 2000 between the registrant and KeyBank National Association. (12)

10.110	Waiver and Amendment dated as of December 27, 2000 to the Amended and Restated Credit Agreement originally dated as of March 29, 2000 between the registrant and KeyBank National Association. (12)
10.111	Amendment dated December 27, 2000 to the Stock Pledge Agreement, dated as of March 29, 2000, by the registrant with KeyBank National Association pledging 8,000,000 shares of Plug Power Stock in support of Amended $30 million Credit Agreement. (12)
10.112	Put and Call Agreement dated as of December 27, 2000, between the registrant, First Albany Companies Inc. and KeyBank. (12)
10.113	Bridge Promissory Note in the amount of $5 million, dated as of December 27, 2000 between the registrant and First Albany Companies Inc. (12)
10.114	Put Promissory Note in the amount of $945,000, dated as of December 27, 2000, between the registrant and First Albany Companies Inc. (12)
10.115	Stock Pledge Agreement, dated as of December 27, 2000, by registrant with First Albany Companies Inc. pledging 1,000,000 shares of Plug Power Stock in support of the $5 million Bridge Promissory Note. (12)
10.116	Stock Pledge Agreement, dated as of December 27, 2000, by registrant with First Albany Companies Inc. pledging 200,000 shares of Plug Power Stock in support of the $945,000 Put Promissory Note. (12)
10.117	Account Control Agreement, dated as of December 22, 2000, by registrant, KeyBank, and McDonald Investments Inc. (12)
10.118	Exchange Agreement dated December 20, 2002 by and between First Albany Companies Inc. and Mechanical Technology Incorporated. (15)

Exhibit Number	Description
10.119	Strategic Alliance Agreement, dated as of September 19, 2003, between The Gillette Company and MTI MicroFuel Cells Inc. (portions omitted pursuant to pending confidential treatment request). (17)

Exhibit Number	Description
10.121	Agreement, dated January 26, 2004, between Mechanical Technology Inc. and Fletcher International, Ltd. (18)
14.1	Code of Ethics.(19)
21	Subsidiaries of the registrant.(19)
23	Consent of independent accountants.(19)
23.1	Consent of KPMG LLP.
23.2	Consent of Grant Thornton LLP.
31.1	Rule 13a-14(a)/15d-14(a) Certification of Steven. N. Fischer.
31.2	Rule 13a-14(a)/15d-14(a) Certification of Cynthia A. Scheuer.

32.1	Section 1350 Certification of Steven. N. Fischer.
32.2	Section 1350 Certification of Cynthia A. Scheuer.
99.15.1	Other Consolidated Financial Statements and Supplementary Data (Plug Power Inc. for the Years Ended December 31, 2002, 2001 and 2000)
99.15.2	Other Consolidated Financial Statements and Supplementary Data (SatCon Technology Corporation for the nine months ended June 29, 2002 and June 30, 2001)
99.15.3	Other Consolidated Financial Statements and Supplementary Data (SatCon Technology Corporation for the Years Ended September 30, 2002, 2001 and 2000)

Certain exhibits were previously filed (as indicated below) and are incorporated herein by reference. All other exhibits for which no other filing information is given are filed herewith:

- Filed as Exhibit 28.1 to the registrant's Form S-8 Registration Statement No. 33-26326, filed December 29, 1988, and incorporated herein by reference.
- Filed as Appendix A to the registrant's Definitive Proxy Statement Schedule 14A filed November 19, 1996.
- Filed as an Exhibit (bearing the same exhibit number) to the registrant's Form 10-K Report for the fiscal year ended September 30, 1997.
- Filed as an Exhibit to the Proxy Statement, Schedule 14A, dated March 9, 1998.
- Filed as an Exhibit (bearing the same exhibit number) to the registrant's Form S-2 dated August 18, 1998.
- Filed as an Exhibit to the registrant's Proxy Statement, Schedule 14A, dated February 13, 1999.
- Filed as an Exhibit to the registrant's Form 13-D Report dated November 4, 1999.
- Filed as an Exhibit (bearing the same exhibit number) to the registrant's Form 10-K Report for the fiscal year ended September 30, 1999.

9. Filed as an Exhibit (bearing the same exhibit number) to the registrant's Form 10-Q Report for its fiscal quarter ended December 31, 1999.
10. Filed as an Exhibit to the Proxy Statement, Schedule 14A, dated February 22, 2000.
11. Filed as an Exhibit to the registrant's Form 10-Q Report for its fiscal quarter ended March 31, 2000.
12. Filed as an Exhibit to the registrant's Form 10-K Report for the fiscal year ended September 30, 2000.
13. Filed as an Exhibit to the Proxy Statement, Schedule 14A, dated March 19, 2001.
14. Filed as an Exhibit (bearing the same exhibit number) to the registrant's Form 10-K Report for the fiscal year ended September 30, 2001.
15. Filed as an Exhibit to the registrant's Form 13-D/A Report dated January 3, 2003.
16. Filed as an Exhibit to the registrant's Form 10-K Report for the year ended December 31, 2002.
17. Filed as an Exhibit to the registrant's Form 10-Q Report for its fiscal quarter ended September 30, 2003.

- Filed as an Exhibit to the registrant's Form 8-K Report dated January 27, 2004.
- Filed as an Exhibit to the registrant's Form 10-K Report for the year ended December 31, 2003.

d) In accordance with the requirements of Rule 3-09 of Regulation S-X and as a result of comments received from the Securities and Exchange Commission in connection with a review of our previous filings, separate financial statements for Plug Power Inc. and SatCon Technology Corporation, less than fifty percent owned entities, filed herewith are set forth on their respective Indexes to Financial Statements of their separate financial sections. Such financial sections are filed as Exhibits 99.15.1, 99.15.2 and 99.15.3 for Plug Power and SatCon, respectively, to this Form 10-K/A Amendment No. 2. Plug Power's fiscal year ended December 31, 2002 and SatCon's unaudited nine months ended June 29, 2002 and fiscal year ended September 30, 2002.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 2 to Form 10-K on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized on this 22 nd day of March, 2005.

MECHANICAL TECHNOLOGY INCORPORATED

Date: March 22, 2005

By: /s/ Steven. N. Fischer

Steven N. Fischer

Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Amendment No. 2 to Form 10-K on Form 10-K/A has been signed below by the following persons on March 22, 2005 on behalf of the Registrant and in the capacities and on the dates indicated:

SIGNATURE	TITLE	DATE
/s/ Steven N. Fischer Steven N. Fischer	Chief Executive Officer and Chairman of the Board of Directors	March 22, 2005
/s/ Cynthia A. Scheuer Cynthia A. Scheuer	Chief Financial Officer (Principal Financial and	March 22, 2005

	Accounting Officer)	
/s/ Dale W. Church Dale W. Church	President Government Systems and Director	March 22, 2005
/s/ Edward A. Dohring Edward A. Dohring	Director	March 22, 2005
/s/ Thomas J. Marusak Thomas J. Marusak	Director	March 22, 2005
/s/ William P. Phelan William P. Phelan	Director	March 22, 2005
/s/ E. Dennis O'Connor E. Dennis O'Connor	Director	March 22, 2005
/s/ Walter L. Robb Dr. Walter L. Robb	Director	March 22, 2005
/s/ Beno Sternlicht Dr. Beno Sternlicht	Director	March 22, 2005