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Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2009 calendar year, or tax year beginning and ending

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization: **UTILIMETRICS, INC.**
 Doing Business As
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
1400 EAST TOUHY AVE 258
 City or town, state or country, and ZIP + 4
DES PLAINES, IL 60018

D Employer identification number: **22-2873596**

E Telephone number: **(847) 480-9628**

G Gross receipts \$: **1,317,180.**

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If "No," attach a list (see instructions)
H(c) Group exemption number

I Tax-exempt status: 501(c) (6) (insert no) 4947(a)(1) or 527

J Website: **WWW.UTILIMETRICS.ORG**

K Form of organization: Corporation Trust Association Other

L Year of formation: **1987** **M** State of legal domicile: **IL**

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities	THE ASSOCIATION IS A TRADE ASSOCIATION ORGANIZED FOR THE PURPOSE OF PROMOTING AND ADVANCING THE	
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	25
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	25
	5	Total number of employees (Part V, line 2a)	5	8
	6	Total number of volunteers (estimate if necessary)	6	0
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)		154,000.
	9	Program service revenue (Part VIII, line 2g)	1,525,207.	1,161,899.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	14,410.	731.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,075.	550.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,540,692.	1,317,180.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
	14	Benefits paid to or for members (Part IX, column (A), line 4)		
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		439,157.
	16a	Professional fundraising fees (Part IX, column (A), line 14)		
	16b	Total fundraising expenses (Part IX, column (D), line 25)		
17	Other expenses (Part IX, column (A), lines 11-13, 15-17, 19-24)	1,517,155.	1,109,606.	
18	Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	1,517,155.	1,548,763.	
19	Revenue less expenses - Subtract line 18 from line 12	23,537.	<231,583.>	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year 883,724.	End of Year 507,047.
	21	Total liabilities (Part X, line 26)	572,485.	427,391.
	22	Net assets or fund balances - Subtract line 21 from line 20	311,239.	79,656.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here: **Joel Hoiland** Signature of officer Date: **8-6-10**
JOEL HOILAND, CHIEF EXECUTIVE OFFICER
 Type or print name and title

Paid Preparer's Use Only: Preparer's signature: **Marcy Steindler** Date: **8/5/10** Check if self-employed: Preparer's identifying number (see instructions):
 Firm's name (or yours if self-employed), address, and ZIP + 4: **MANN, WEITZ & ASSOCIATES L.L.C.**
111 DEER LAKE ROAD, SUITE 125
DEERFIELD, IL 60015 EIN: Phone no.: **(847) 267-3400**

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

SCANNED AUG 31 2010

P 23

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission

THE ASSOCIATION IS A TRADE ASSOCIATION ORGANIZED FOR THE PURPOSE OF PROMOTING AND ADVANCING THE GENERAL BUSINESS INTERESTS OF PERSONS, FIRMS, CORPORATIONS AND ENTITIES ENGAGED IN THE UTILITY TECHNOLOGY INDUSTRY.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No [X]

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No [X]

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ including grants of \$) (Revenue \$)

ANNUAL MEETING

THIS IS THE FORUM FOR OUR MEMBERS AND THE INDUSTRY. HELD ANNUALLY IN SEPTEMBER OR OCTOBER, IT IS THE ONLY CONFERENCE FOCUSED ENTIRELY ON SMART METERING, COMMUNICATIONS, UTILITY AUTOMATION AND DATA MANAGEMENT SOLUTIONS. COURSES ARE FEATURED AND ATTENDEES LEARN FROM WATER, GAS, AND ELECTRIC UTILITY PROFESSIONALS, WHOSE OBJECTIVITY AND EXPERIENCE PROVIDE GUIDANCE AND ADVICE AT ALL STAGES OF DEPLOYMENT. IN ADDITION, OVER 90 EXHIBITORS SHOWCASE PRODUCTS AND SERVICES DURING THE 4 DAY EXPOSITION. APPROXIMATELY 1400 ATTENDED THE MEETING IN 2009.

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)

MEMBER PUBLICATIONS AND WEBSITE

THE ASSOCIATION PUBLISHES A MONTHLY ONLINE NEWSLETTER AND HOSTS A WEBSITE TO COMMUNICATE ASSOCIATION AND INDUSTRY NEWS, ARTICLES, WHITE PAPERS, AND EVENT ANNOUNCEMENTS. THIS IS VIEWED AS A CRITICAL MEMBER SERVICE OFFERING AND SERVES APPROXIMATELY 250 MEMBERS.

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

EDUCATION

THE ASSOCIATION PROVIDES ADDITIONAL EDUCATIONAL OPPORTUNITIES THROUGHOUT THE YEAR THROUGH REGIONAL EVENTS AND WEBINARS. THEY FEATURE INSTRUCTOR LED CONTENT WITH FUNCTIONAL INSTRUCTION ON ALL STAGES OF PROCUREMENT AND DEPLOYMENT AS WELL AS TREND ANALYSIS, POLICY AND STANDARDS UPDATES.

4d Other program services. (Describe in Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses \$

Part IV Checklist of Required Schedules

Table with 3 main columns: Question, Yes, No. Rows 1-20 contain various organizational questions with 'X' marks in the Yes or No columns. Includes sub-rows 12A, 14a, 14b, 17, 18, 19, 20.

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties, (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>		X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions).	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	X	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	X	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		
d	If "Yes," indicate the number of Forms 8282 filed during the year.		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12.		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders.		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O See instructions

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body (25); 1b Enter the number of voting members that are independent (25); 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? (X); 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? (X); 4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? (X); 5 Did the organization become aware during the year of a material diversion of the organization's assets? (X); 6 Does the organization have members or stockholders? (X); 7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? (X); 7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? (X); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? (X); b Each committee with authority to act on behalf of the governing body? (X); 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (X).

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

Table with 3 columns: Question, Yes, No. Rows include: 10a Does the organization have local chapters, branches, or affiliates? (X); 10b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?; 11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? (X); 11A Describe in Schedule O the process, if any, used by the organization to review this Form 990.; 12a Does the organization have a written conflict of interest policy? If "No," go to line 13 (X); 12b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (X); 12c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done (X); 13 Does the organization have a written whistleblower policy? (X); 14 Does the organization have a written document retention and destruction policy? (X); 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?: a The organization's CEO, Executive Director, or top management official (X); b Other officers or key employees of the organization (X); If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions); 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (X); 16b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed NONE
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available Check all that apply.
[] Own website [] Another's website [X] Upon request
19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization
JOEL HOILAND - (847) 480-9628
1400 E. TOUHY AVE, SUITE 258, DES PLAINES, IL 60018

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if the organization did not compensate any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
DAVID R. SCOTT V. P. COMM/VICE CHAIRMAN	1.00	X		X			0.	0.	0.	
CLARK PIERCE V. P. ADVOCACY/VICE CHAIRMAN	1.00	X		X			0.	0.	0.	
RICK STEVENS CHAIRMAN/VP OF STRATEGY	1.00	X		X			0.	0.	0.	
BRUCE CARPENTER TRUSTEE/DIRECTOR	0.30	X					0.	0.	0.	
RON CHEBRA TRUSTEE	0.30	X					0.	0.	0.	
MICHAEL GODOROV TRUSTEE/DIRECTOR	0.30	X					0.	0.	0.	
CHARLES W. KIELY TRUSTEE/DIRECTOR	0.30	X					0.	0.	0.	
WALTER ROSS TRUSTEE/DIRECTOR	0.30	X					0.	0.	0.	
BRYAN SEAL TRUSTEE/DIRECTOR	0.30	X					0.	0.	0.	
BOB SITKAUSKAS TREAS./VP ADMIN, FINANCE	1.00	X		X			0.	0.	0.	
JOHN O. WAMBAUGH TRUSTEE/DIRECTOR	0.30	X					0.	0.	0.	
NAN WILLIAMS CHAIR ELECT/VP OF EDUCATION	1.00	X		X			0.	0.	0.	
BERNIE BUJNOWSKI PRESIDENT/PAST PRESIDENT	1.00	X		X			0.	0.	0.	
STEPHEN CARRICO IMMEDIATE PAST PRESIDENT	1.00	X		X			0.	0.	0.	
JIM CHERRIE TRUSTEE/DIRECTOR	0.30	X					0.	0.	0.	
CHRISTIE MIREE TRUSTEE/DIRECTOR	0.30	X					0.	0.	0.	
KIRBY PARR TRUSTEE/DIRECTOR	0.30	X					0.	0.	0.	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
BRIAN POLLOM TRUSTEE/DIRECTOR	0.30	X					0.	0.	0.	
DERL W. RHOADES TRUSTEE/DIRECTOR	0.30	X					0.	0.	0.	
JAMES F. SHEPPARD TRUSTEE/DIRECTOR	0.30	X					0.	0.	0.	
GREG WILLIAMS TRUSTEE/DIRECTOR	0.30	X					0.	0.	0.	
DEBBIE RACHLIS DIRECTOR	0.30	X					0.	0.	0.	
TED REGULY DIRECTOR	0.30	X					0.	0.	0.	
BRUCE SISSON DIRECTOR	0.30	X					0.	0.	0.	
GEORGE URAM DIRECTOR	0.30	X					0.	0.	0.	
ROB WILHITE DIRECTOR	0.30	X					0.	0.	0.	
BRUCE AGID DIRECTOR	0.30	X					0.	0.	0.	
1b Total							150,000.	0.	35,303.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **1**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
THE SHERWOOD GROUP, INC, 111 DEER LAKE ROAD, SUITE 100, DEERFIELD, IL 60015	MANAGEMENT SERVICE COMPANY	224,640.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **1**

SEE SCHEDULE J-2 FOR PART VII, SECTION A CONTINUATION

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	154,000.				
	g	Noncash contributions included in lines 1a-1f \$						
	h	Total. Add lines 1a-1f		154,000.				
Program Service Revenue	2 a	ANNUAL SYMPOSIUM	Business Code 611430	909,920.	309,740.		600,180.	
	b	MEMBER DUES	900099	226,475.	226,475.			
	c	EDUCATION	611430	25,504.	25,504.			
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f		1,161,899.				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		731.			731.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross Rents	(i) Real (ii) Personal					
		Less rental expenses						
		Rental income or (loss)						
		Net rental income or (loss)						
	7 a	Gross amount from sales of assets other than inventory	(i) Securities (ii) Other					
		Less cost or other basis and sales expenses						
		Gain or (loss)						
		Net gain or (loss)						
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a					
		Less: direct expenses	b					
		Net income or (loss) from fundraising events						
	9 a	Gross income from gaming activities See Part IV, line 19	a					
Less: direct expenses		b						
Net income or (loss) from gaming activities								
10 a	Gross sales of inventory, less returns and allowances	a						
	Less. cost of goods sold	b						
	Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code					
11 a	MISCELLANEOUS	900099	550.	550.				
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d		550.					
12	Total revenue. See instructions		1,317,180.	562,269.	0.	600,911.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	185,303.			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	218,264.			
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	4,887.			
10 Payroll taxes	30,703.			
11 Fees for services (non-employees):				
a Management	297,070.			
b Legal	5,834.			
c Accounting	11,130.			
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	8,276.			
12 Advertising and promotion				
13 Office expenses	62,278.			
14 Information technology	47,702.			
15 Royalties				
16 Occupancy	13,013.			
17 Travel	27,246.			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	556,168.			
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	2,957.			
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a COMMUNICATION EXPENSES	57,616.			
b MEMBERSHIP PROCESSING	20,316.			
c _____				
d _____				
e _____				
f All other expenses _____				
25 Total functional expenses Add lines 1 through 24f	1,548,763.			
26 Joint costs Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		1
	2	Savings and temporary cash investments	608,239.	2
	3	Pledges and grants receivable, net		3
	4	Accounts receivable, net	243,825.	4
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6
	7	Notes and loans receivable, net		7
	8	Inventories for sale or use		8
	9	Prepaid expenses and deferred charges	31,660.	9
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 21,088.	
	b	Less accumulated depreciation	10b 0.	10c
	11	Investments - publicly traded securities		11
	12	Investments - other securities See Part IV, line 11		12
	13	Investments - program-related See Part IV, line 11		13
	14	Intangible assets		14
	15	Other assets See Part IV, line 11		15
16	Total assets. Add lines 1 through 15 (must equal line 34)	883,724.	16	
Liabilities	17	Accounts payable and accrued expenses	27,160.	17
	18	Grants payable		18
	19	Deferred revenue	545,325.	19
	20	Tax-exempt bond liabilities		20
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22
	23	Secured mortgages and notes payable to unrelated third parties		23
	24	Unsecured notes and loans payable to unrelated third parties		24
	25	Other liabilities. Complete Part X of Schedule D		25
	26	Total liabilities. Add lines 17 through 25	572,485.	26
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27	Unrestricted net assets	311,239.	27
	28	Temporarily restricted net assets		28
	29	Permanently restricted net assets		29
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30
	31	Paid-in or capital surplus, or land, building, or equipment fund		31
	32	Retained earnings, endowment, accumulated income, or other funds		32
33	Total net assets or fund balances	311,239.	33	
34	Total liabilities and net assets/fund balances	883,724.	34	

Part XI Financial Statements and Reporting

- 1 Accounting method used to prepare the Form 990 Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
- b Were the organization's financial statements audited by an independent accountant?
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O
- d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both
 Separate basis Consolidated basis Both consolidated and separate basis
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2009)

Schedule D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization **UTILIMETRICS, INC.** Employer identification number **22-2873596**

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

- 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items
- b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items
- (i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- (ii) Assets included in Form 990, Part X ▶ \$ _____
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items
- a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- b Assets included in Form 990, Part X ▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIV and complete the following table
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2 Provide the estimated percentage of the year end balance held as
- a Board designated or quasi-endowment ▶ _____ %
 - b Permanent endowment ▶ _____ %
 - c Term endowment ▶ _____ %
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- | | Yes | No |
|---|--------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		21,088.		21,088.
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				21,088.

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,317,180.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,548,763.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	<231,583.>
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 through 8	9	0.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	<231,583.>

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	1,317,180.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	1,317,180.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	1,317,180.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	1,548,763.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	1,548,763.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	1,548,763.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, line 8, Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

**Schedule F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

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Name of the organization **UTILIMETRICS, INC.** Employer identification number **22-2873596**

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b

1 For grantmakers. Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 For grantmakers. Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States

3 Activities per Region (Use Schedule F-1 (Form 990) if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
EUROPE (INCLUDING ICELAND & GREENLAND)	0	0	FUNDRAISING		0.
NORTH AMERICA	0	0	FUNDRAISING		0.
Totals	0	0			0.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No 1545-0047

2009

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For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization

UTILIMETRICS, INC.

Employer identification number

22-2873596

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | |
|--|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		X
4b		X
4c		X
5a		
5b		
6a		
6b		
7		
8		
9		

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Schedule J (Form 990) 2009

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

UTILIMETRICS, INC.

Employer identification number

22-2873596

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

**GENERAL BUSINESS INTERESTS OF PERSONS, FIRMS, CORPORATIONS AND ENTITIES
ENGAGED IN THE SMART UTILITY AND UTILITY TECHNOLOGY INDUSTRY.**

**FORM 990, PART VI, SECTION A, LINE 3: FOR THE FIRST EIGHT MONTHS OF 2009
UTILIMETRICS CONTRACTED WITH THE SHERWOOD GROUP TO PROVIDE ASSOCIATION
MANAGEMENT SERVICES. THE ASSOCIATION DISCONTINUED USE OF THE MANAGEMENT
COMPANY AS OF JULY 31, 2009. IN 2009 THE SHERWOOD GROUP INC. WAS
COMPENSATED IN THE TOTAL AMOUNT OF \$224,640.**

FORM 990, PART VI, SECTION A, LINE 4: BYLAWS CHANGES DESCRIBED

**PURPOSE CHANGED TO PROMOTING AND ADVANCING THE GENERAL BUSINESS INTERESTS
OF PERSONS, FIRMS AND CORPORATIONS ENGAGED IN THE UTILITY TECHNOLOGY
INDUSTRY**

ARTICLE II: MEMBERSHIP

**NEW LANGUAGE DISTINGUISHES MEMBER TYPES (I.E. MEMBER, ASSOCIATE, EMERITUS),
AS WELL AS QUALIFICATIONS, BENEFITS AND VOTING RIGHTS FOR EACH TYPE OF
MEMBERSHIP.**

ARTICLE IV: DUES & INITIATION FEES

**ADDS INITIATION FEES AND EMPOWERS CEO TO ABATE OR WAIVE PAYMENT OF
DUES/INITIATION FEES**

ARTICLE V: BOARD OF DIRECTORS

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Schedule O (Form 990) 2009

932211
02-03-10

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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2009

Open to Public
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Name of the organization

UTILIMETRICS, INC.

Employer identification number

22-2873596

SECTION 1. TITLES CHANGE FROM TRUSTEES TO DIRECTORS. WITH REGARD TO NUMBER OF BOARD MEMBERS, ILLINOIS LAW PERMITS A RANGE OF FIVE, SO THIS SECTION CHANGES LANGUAGE TO "NOT LESS THAN TWENTY-ONE (21) OR MORE THAN TWENTY-SIX (26) ELECTED DIRECTORS". REMOVES STANDING COMMITTEE CHAIRS AND PAST PRESIDENTS AS NON-VOTING MEMBERS OF THE BOARD. ESTABLISHES BOARD COMPOSITION TO THOSE WHO ARE ELECTED.

SECTION 2. OFFICER TITLES CHANGE. PROVIDES ENHANCED CLARIFICATION. TERM LIMITS SET FOR VICE CHAIRS AND TREASURER.

SECTION 3. ESTABLISHES ROLE OF CEO AND COMPENSATION COMMITTEE.

SECTION 4. ESTABLISHES NOMINATING COMMITTEE CHAIR AND COMPOSITION, WITHOUT ANNUAL BOARD APPROVAL. REVISES TIMEFRAMES. ENABLES ELECTRONIC VOTING AS PERMITTED IN IL STATUTES. ESTABLISHES CEO ROLE TO CONDUCT THE ELECTION.

SECTION 5. ESTABLISHES POLICY FOR REMOVAL OF BOARD MEMBERS FOR THREE CONSECUTIVE ABSENCES. CURRENT BYLAWS DO NOT INCLUDE LANGUAGE REGARDING ABSENCES.

SECTION 6. NEW LANGUAGE PROVIDES GREATER CLARITY.

SECTION 8. ADDS LANGUAGE REGARDING COMMITTEE LEVEL RESPONSIBILITY.

ARTICLE VI. OFFICERS

SECTION 1. CHANGES TITLES OF OFFICERS. ADDS CEO AS OFFICER AND SECRETARY.

SECTION 2. ELECTION OF OFFICERS IS BY THE BOARD RATHER THAN MEMBERSHIP. CEO CONDUCTS THE ELECTION. CREATES SUCCESSION FOR CHAIRMAN'S POSITION.

SECTION 3. CLARIFIES DUTIES OF OFFICERS. CLARIFIES ROLE OF CEO WHO ALSO SERVES AS SECRETARY. NEW ROLES FOR VICE CHAIRMEN. CLARIFIES ROLE OF IMMEDIATE PAST CHAIRMAN.

SECTION 4. CHANGES OFFICER REMOVAL FROM 2/3 TO 3/4, REQUIRES STATEMENT OF

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Schedule O (Form 990) 2009

932211
02-03-10

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

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2009

**Open to Public
Inspection**

Name of the organization

UTILIMETRICS, INC.

Employer identification number

22-2873596

REASON FOR REMOVAL AND NOTICE PERIOD.

ARTICLE VII. MEETINGS

SECTION 2. PROXY VOTING IS REMOVED; NOT PERMITTED IN IL STATUTES

SECTION 3. NEW LANGUAGE STIPULATES THAT BOARD MEETS IN PERSON TWICE PER
YEAR. ADDS CEO ROLE IN CALLING SPECIAL MEETINGS. PROVIDES VOTING PROCEDURES
BY MAIL OR ELECTRONIC MEANS FOR ASSOCIATION OR BOARD MEETINGS. NOT IN
CURRENT BYLAWS.

ARTICLE XI. ANTITRUST COMPLIANCE

FORM 990, PART VI, SECTION A, LINE 6: MEMBERSHIP DUES ARE DETERMINED BY
GROSS ANNUAL COMPANY REVENUE. MEMBERSHIP IS BY COMPANY. NON VOTING
MEMBERSHIPS ARE PROVIDED FOR EMPLOYEES OR OTHER REPRESENTATIVES OF FULL
MEMBERS AND INDEPENDENT INDIVIDUALS NOT DESIRING VOTING PRIVILEGES.

FORM 990, PART VI, SECTION A, LINE 7A: EACH FULL MEMBER DESIGNATES ONE
INDIVIDUAL TO REPRESENT THE MEMBER IN ALL BUSINESS OF THE CORPORATION.
ASSOCIATE MEMBERS MAY BE APPOINTED TO COMMITTEES AND VOTE ON COMMITTEE
MATTERS BUT MAY NOT VOTE WITH RESPECT TO RESOLUTIONS OF THE CORPORATION.

FORM 990, PART VI, SECTION B, LINE 11: THE FORM 990 IS REVIEWED BY
MANAGEMENT BEFORE IT IS FILED.

FORM 990, PART VI, SECTION B, LINE 12C:

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Schedule O (Form 990) 2009

932211
02-03-10

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009
Open to Public
Inspection

Name of the organization

UTILIMETRICS, INC.

Employer identification number

22-2873596

THE CEO REVIEWS THE POLICY ANNUALLY AND OFFICERS ARE CALLED UPON TO
LIBERALLY DISCLOSE ANY POTENTIAL CONFLICTS OF INTEREST IN WRITING ANNUALLY.

FORM 990, PART VI, SECTION B, LINE 15: DETERMINING COMPENSATION. WE
DETERMINE STAFFING COMPENSATION LEVELS BY REVIEWING COMPARABLE DATA,
ANALYZING THE MARKET, DETERMINING OUR ABILITY TO SUSTAIN INDIVIDUAL AND
AGGREGATE COMPENSATION LEVELS AND OVERALL COMPATIBILITY WITH THE CULTURE
AND INDUSTRY SERVED.

FORM 990, PART VI, SECTION C, LINE 19: UPON REQUEST THE GOVERNING
DOCUMENTS AND THE FINANCIAL STATEMENT MAY BE VIEWED DURING REGULAR BUSINESS
HOURS AT THE ORGANIZATION'S HEADQUARTERS

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: KDB GROUP

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

JOEL HOILAND IS SOLE OWNER OF THE KDB GROUP AND WAS ALSO THE CEO

(C) AMOUNT OF TRANSACTION \$ 50000.

(D) DESCRIPTION OF TRANSACTION: THE KDB GROUP PROVIDED CHIEF EXECUTIVE
OFFICER SERVICES TO THE ORGANIZATION.

(E) SHARING OF ORGANIZATION REVENUES? = NO

FORM 990 PART VI, SECTION B LINE 15 A AND 15B
PROCESS FOR DETERMINING COMPENSATION

Utilimetrics
Articles of Incorporation

11/10/09
Cook County
OK

FORM NFP 111.25 (rev. Dec. 2003)
ARTICLES OF MERGER
OR CONSOLIDATION
General Not For Profit Corporation Act



Doc#: 0931318032 Fee: \$42.00
Eugene "Gene" Moore
Cook County Recorder of Deeds
Date: 11/09/2009 12:38 PM Pg: 1 of 4

Jesse White, Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
Telephone (217) 782-6961
www.cyberdriveillinois.com

FILED

OCT 16 2009

JESSE WHITE
SECRETARY OF STATE

Attachment to Form 990
FEIN# 22-2873596
Utilimetrics, Inc

Remit payment in the form of a
check or money order payable
to the Secretary of State.

File # 66205-991-7 Filing Fee: \$25.00 Approved: GM

-----Submit in duplicate-----Type or Print clearly in black ink-----Do not write above this line-----

NOTE: Strike inapplicable word in items 1, 3 and 4.

1. Names of the corporations proposing to ~~consolidate~~ ^{merge} and the state or country of their incorporation are:

Name of Corporation	State or Country of Incorporation	File Number
<u>The Automatic Meter Reading Association, Inc.</u>	<u>New Jersey</u>	<u>5708-212-7</u>
<u>Utilimetrics, Inc.</u>	<u>Illinois</u>	<u>66659917</u>

2. The laws of the state or country under which each corporation is incorporated permit such merger or consolidation.

3. The name of the ~~new~~ ^{surviving} corporation: Utilimetrics, Inc.

and it shall be governed by the laws of: Illinois

4. The plan of ~~consolidation~~ ^{merger} is as follows:

(If space is insufficient, attach additional pages size 8 1/2 x 11.)

See Attached.

5. The plan of ~~consolidation~~ ^{merger} was approved, (a) as to each corporation not incorporated in Illinois, in compliance with the laws of the state under which it is incorporated, and (b) as to each Illinois corporation, as follows:

(Please indicate the manner by which the plan was approved by inserting the comparable letter in the box following each corporate name.)

- A. By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors. (§ 111.15)
- B. By written consent, signed by all the directors in office, in compliance with Section 108.45 of this Act. (§ 108.45 & § 111.15)
- C. At a meeting of members by the affirmative vote of members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws (§ 111.20)
- D. By written consent, signed by members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws, in compliance with Section 107.10 of this Act. (§ 107.10 & § 111.20)

NAME OF CORPORATION

MANNER

Utilimetrics, Inc.

6. (Not applicable if surviving or new corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger or consolidation by the Secretary of State of the State of Illinois:

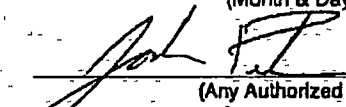
- a. The surviving or new corporation may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic corporation which is party to such merger or consolidation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving or new corporation to accept service of process in any such proceeding.

N/A

The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated September 17, 2009
(Month & Day) (Year)

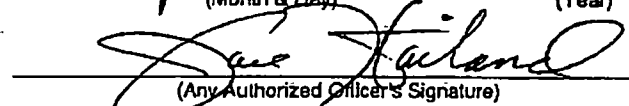
Utilimetrics, Inc.
(Exact Name of Corporation)


(Any Authorized Officer's Signature)

Joshua W. Peterson, Chairman
(Type or Print Name and Title)

Dated September 19 2009
(Month & Day) (Year)

The Automatic Meter Reading Association, Inc.
(Exact Name of Corporation)


(Any Authorized Officer's Signature)

JOEL Hoiland, CEO & Secretary
(Type or Print Name and Title)

Dated _____
(Month & Day) (Year)

(Exact Name of Corporation)

(Any Authorized Officer's Signature)

(Type or Print Name and Title)

PLAN AND AGREEMENT OF MERGER

1. The merging corporations are The Automatic Meter Reading Association, a New Jersey not-for-profit corporation, and Utilimetrics, Inc., an Illinois not-for-profit corporation.
2. The name of the surviving corporation is Utilimetrics, Inc., the Illinois not-for-profit corporation.
3. The state of incorporation of the surviving corporation is and shall remain Illinois.
4. The primary purpose of this merger is to move the situs of incorporation of The Automatic Meter Reading Association from New Jersey to Illinois, with its name thereafter changed.
5. The current trustees and officers of The Automatic Meter Reading Association shall be the directors and officers of the surviving corporation.
6. All assets and liabilities of The Automatic Meter Reading Association shall be transferred to the surviving corporation.
7. The bylaws of The Automatic Meter Reading Association shall be the bylaws of the surviving corporation.
8. All members of The Automatic Meter Reading Association shall be members of the surviving corporation subject to their current classifications, rights, and responsibilities.
9. The registered agent of the surviving corporation shall be:

Joel Hoiland

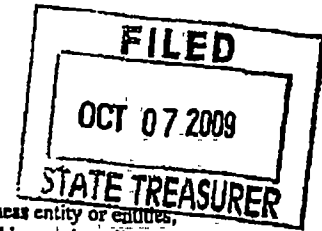
Chief Executive Officer

Utilimetrics, Inc.

1400 E. Touhy Avenue, Suite 258

Des Plaines, IL 60018

New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Non-Profit Corporations)



This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to NJSA 15A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Treasurer's office.

- 1. Type of Filing (check one): Merger Consolidation
- 2. Name of Surviving Corporation: Utilmetrics, Inc.
- 3. Name(s)/Jurisdiction(s) of All Participating Corporations:

Name	Jurisdiction	Identification # Assigned By Treasurer (if applicable)
Automatic Meter Reading Association, Inc. Utilmetrics, Inc.	New Jersey Illinois	0100341003

Doc#: 0931318033 Fee: \$38.00
Eugene "Gene" Moore
Cook County Recorder of Deeds
Date: 11/09/2009 12:38 PM Pg: 1 of 2



4. Date Merger/Consolidation approved:
9/13/09

5. Voting: (all corporations involved; attach additional sheets if necessary)

Corp. Name Automatic Meter Reading Association (check one) Has Does not Have Members Eligible to Vote.

If the corporation has any class of members entitled to vote as a class, specify the class and the number of votes for each class:
Members Voting For _____ Members Voting Against _____ Total number of Trustees at the meeting _____ ; OR
Plan of merger/consolidation was adopted by the unanimous written consent of the members without a meeting (check)

If there are no voting members:

Trustees Voting For 23 Trustees Voting Against _____ Total number of Trustees at the meeting 23 ; OR
Plan of merger/consolidation was adopted by the unanimous written consent of the Trustees without a meeting (check)

Corp. Name Utilmetrics, Inc. (check one) Has Does not Have Members Eligible to Vote.

If the corporation has any class of members entitled to vote as a class, specify the class and the number of votes for each class:
Members Voting For _____ Members Voting Against _____ Total number of Trustees at the meeting _____ ; OR
Plan of merger/consolidation was adopted by the unanimous written consent of the members without a meeting (check)

If there are no voting members:

Trustees Voting For 3 Trustees Voting Against _____ Total number of Trustees at the meeting 3 ; OR
Plan of merger/consolidation was adopted by the unanimous written consent of the Trustees without a meeting (check)

6. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer):
1400 E. Touhy Avenue, Suite 258, Des Plaines, IL 60018

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of a merging or consolidating domestic or foreign business entity. The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the surviving business entity at the Service of Process address stated above.

7. Effective Date (see inst.):

Signature	Name	Title	Date
	Joshua W. Peterson	Chairman	10/1/09
	Jace Hailand	CEO & Secretary	9-19-09

**Remember to attach the plan of merger or consolidation.

PLAN AND AGREEMENT OF MERGER

1. The merging corporations are the Automatic Meter Reading Association, a New Jersey not-for-profit corporation, and Utilmetrics, Inc., an Illinois not-for-profit corporation.
2. The name of the surviving corporation is Utilmetrics, Inc., the Illinois not-for-profit corporation.
3. The state of incorporation of the surviving corporation is and shall remain Illinois.
4. The primary purpose of this merger is to move the situs of incorporation of the Automatic Meter Reading Association from New Jersey to Illinois, with its name thereafter changed.
5. The current trustees and officers of the Automatic Meter Reading Association shall be the directors and officers of the surviving corporation.
6. All assets and liabilities of the Automatic Meter Reading Association shall be transferred to the surviving corporation.
7. The bylaws of Automatic Meter Reading Association shall be the bylaws of the surviving corporation.
8. All members of the Automatic Meter Reading Association shall be members of the surviving corporation subject to their current classifications, rights, and responsibilities.
9. The registered agent of the surviving corporation shall be:

Joel Holland

Chief Executive Officer

Utilmetrics, Inc.

1400 E. Touhy Avenue, Suite 258

Des Plaines, IL 60018