

Blue Earth, Inc.  
Form 10-Q/A  
December 30, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 10-Q/A**

**Amendment No. 1**

**(Mark One)**

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

**For the quarterly period ended September 30, 2011**

**OR**

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

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

**COMMISSION FILE NUMBER 333-148346**

**BLUE EARTH, INC.**

(Exact Name of small business issuer as specified in its charter)

**Nevada**  
(State or other jurisdiction of  
incorporation or organization)

**98-0531496**  
(I.R.S. Employer  
Identification No.)

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**2298 Horizon Ridge Parkway, Suite 205, Henderson, NV 89052**

(Address of principal executive offices) (Zip Code)

Registrant's telephone Number: **(702) 263-1808**

N/A

(former name, former address and former fiscal year if changed since last report)

Indicate by check mark whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer [  ]    Accelerated filer [  ]    Non-accelerated filer [  ]    Smaller reporting company [X]

(Do not check if a smaller reporting company)

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

As of November 3, 2011 the issuer had 18,482,414 outstanding shares of Common Stock.

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**PART I****ITEM 1. FINANCIAL STATEMENTS****BLUE EARTH, INC. AND SUBSIDIARIES**

(fka Genesis Fluid Solutions Holdings, Inc.)

Condensed Consolidated Balance Sheets

	September 30, 2011	December 31, 2010
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 1,588,831	\$ 3,900,096
Accounts receivable, net	1,368,862	-
Inventory, net	481,347	-
Prepaid expenses and deposits	399,895	38,039
Total Current Assets	3,838,935	3,938,135
PROPERTY AND EQUIPMENT, net	187,999	10,932
<b>OTHER ASSETS</b>		
Deposits	17,930	3,000
Related party receivable	2,412,086	-
Contracts and franchise, net	11,907,629	-
Total Other Assets	14,337,645	3,000
TOTAL ASSETS	\$ 18,364,579	\$ 3,952,067
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Warrant derivative liability	\$ 1,088,982	\$ 1,288,159
Related party payables	482,372	-
Current portion of notes payable	1,439,850	-
Accounts payable and accrued expenses	3,029,736	37,339
Total Current Liabilities	6,040,940	1,325,498
<b>LONG TERM LIABILITIES</b>		
Long term portion of notes payable	117,079	-
Total Liabilities	6,158,019	1,325,498
Commitments and contingencies		
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock; 25,000,000 shares authorized at \$0.001 par value, 100,000 and zero shares issued and outstanding, respectively	100	-
Common stock; 100,000,000 shares authorized at \$0.001 par value, 18,386,474 and 11,855,232 shares issued and outstanding, respectively	18,386	11,855
Additional paid-in capital	25,033,324	12,420,166
Accumulated deficit	(12,845,250)	(9,805,452)
Total Stockholders' Equity	12,206,560	2,626,569

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 18,364,579	\$ 3,952,067
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The accompanying notes are an integral part of these consolidated financial statements.

**BLUE EARTH, INC. AND SUBSIDIARIES**  
(fka Genesis Fluid Solutions Holdings, Inc.)  
Condensed Consolidated Statements of Operations  
(unaudited)

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2011	September 30, 2010	September 30, 2011	September 30, 2010
REVENUES	\$ 1,129,491	\$ -	\$ 3,173,127	\$ -
COST OF SALES	591,907	-	1,344,210	-
GROSS PROFIT	537,584	-	1,828,917	-
OPERATING EXPENSES				
General and administrative	2,389,711	475,280	5,019,880	734,685
Total Operating Expenses	2,389,711	475,280	5,019,880	734,685
LOSS FROM OPERATIONS	(1,852,127)	(475,280)	(3,190,963)	(734,685)
OTHER INCOME (EXPENSE)				
Change in fair value of warrant liability	134,978	(199,306)	199,177	(238,379)
Interest expense	(19,885)	-	(48,969)	-
Liquidated damages expense	-	-	-	(68,250)
Interest income	1	3,660	957	11,787
Total Other Income (Expense)	115,094	(195,646)	151,165	(294,842)
LOSS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	(1,737,033)	(670,926)	(3,039,798)	(1,029,527)
INCOME TAX EXPENSE	-	(1,729)	-	(2,529)
LOSS FROM CONTINUING OPERATIONS	(1,737,033)	(672,655)	(3,039,798)	(1,032,056)
GAIN ON DISPOSAL OF DISCONTINUED OPERATIONS, net of income taxes of \$0	-	-	-	-
LOSS FROM DISCONTINUED OPERATIONS, net of income taxes of \$0	-	(36,584)	-	(965,163)
Net loss from discontinued operations, net of income tax	-	(36,584)	-	(965,163)
NET LOSS	\$ (1,737,033)	\$ (709,239)	\$ (3,039,798)	\$ (1,997,219)
BASIC AND DILUTED LOSS PER SHARE				
Continuing Operations	\$ (0.12)	\$ (0.05)	\$ (0.22)	\$ (0.06)
Discontinued Operations	-	(0.00)	-	(0.06)
Net Loss	\$ (0.12)	\$ (0.05)	\$ (0.22)	\$ (0.12)
WEIGHTED AVERAGE NUMBER OF COMMON				
	14,986,329	13,952,870	14,053,860	16,475,490



SHARES OUTSTANDING BASIC  
AND DILUTED

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

**BLUE EARTH, INC. AND SUBSIDIARIES**  
(fka Genesis Fluid Solutions Holdings, Inc.)  
Condensed Consolidated Statements of Cash Flows  
(unaudited)

	For the Nine Months Ended	
	September 30, 2011	September 30, 2010
<b>OPERATING ACTIVITIES</b>		
Net loss	\$ (3,039,798)	\$ (1,997,219)
Adjustments to reconcile net loss to net cash used in operating activities:		
Common stock issued for services	757,452	41,500
Warrant derivative liability	(199,177)	238,379
Stock option expense	557,477	415,555
Depreciation and amortization	212,596	-
Changes in operating assets and liabilities:		
Accounts receivable	(170,934)	-
Inventory	(355,070)	-
Prepaid expenses and deposits	(472,805)	(8,600)
Accounts payable and accrued expenses	(191,457)	144,292
Net Cash Used in Continuing Operating Activities	(2,901,716)	(1,166,093)
Net Cash Provided by Discontinued Operating Activities	-	81,382
<b>INVESTING ACTIVITIES</b>		
Purchase of subsidiaries	(604,670)	-
Purchase of license	(100,000)	-
Purchase of property and equipment	(41,408)	-
Net Cash Used in Investing Activities	(746,078)	-
Net Cash Used in Discontinued Investing Activities	-	(24,418)
<b>FINANCING ACTIVITIES</b>		
Proceeds from related party loans	120,099	-
Proceeds from preferred stock	1,000,000	-
Collection of related party receivable	793	-
Cash received in purchase of subsidiaries	1,800,978	-
Repayment of notes payable	(1,585,341)	-
Net Cash Provided by Financing Activities	1,336,529	-
Net Cash Used in Discontinued Financing Activities	-	(50,642)
NET DECREASE IN CASH	(2,311,265)	(1,159,771)
CASH AT BEGINNING OF PERIOD	3,900,096	4,758,852
CASH AT END OF PERIOD	\$ 1,588,831	\$ 3,599,081
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</b>		
<b>CASH PAID FOR:</b>		
Interest (continuing operations)	\$ 48,969	\$ -

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Income taxes (continuing operations)	-	2,529
<b>NON CASH FINANCING ACTIVITIES:</b>		
Reclassification of note payable-related party to note payable	\$ -	\$ 12,500
Purchase of subsidiary for debt and common stock	10,127,860	-
Purchase of license for common stock	177,000	-
Liability paid by officer on behalf of Company	-	8,467

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

**BLUE EARTH, INC. AND SUBSIDIARIES**

(fka Genesis Fluid Solutions Holdings, Inc.)

Notes to Condensed Consolidated

Financial Statements (Unaudited)

**NOTE 1 - CONDENSED FINANCIAL STATEMENTS**

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at September 30, 2011, and for all periods presented herein, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. The results of operations for the periods ended September 30, 2011 and 2010 are not necessarily indicative of the operating results for the full year.

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES**

Inventory

Inventory is recorded at the lower of cost or market (net realizable value) using the average cost method. The inventory on hand as of September 30, 2011 consists of motors, controllers, miscellaneous refrigeration parts and raw gasket material at costs of \$506,347. An allowance for obsolete inventory has been recorded for \$25,000, resulting in net inventory of \$481,347. The Company does not have any work in progress.

Use of Estimates

The preparation of 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 at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Recent Accounting Pronouncements

The Company has evaluated recent accounting pronouncements and their adoption has not had or is not expected to have a material impact on the Company's financial position, or statements.

Revenue Recognition

Revenue from fixed-price and modified fixed-price construction contracts are recognized on the percentage of completion method, measured by the percentage of costs incurred to date to estimated total costs for each contract. Under this method, the Company recognizes as profit that portion of the total profit anticipated from the contract which the cost of the work completed bears to the estimated total cost of the work covered by the contract. Where a loss is forecast for a contract, the full amount of the anticipated loss is recognized in the year in which it is determined that a loss will occur. The Company bills for time and material after completion based on actual costs with mark-up.

The performance of some contracts may extend over several years therefore periodic reviews of estimated final revenues and costs are necessary during the term of the contract. Final contract settlements and periodic reviews may result in revisions to estimated final contract profits or losses which have the effect of including cumulative adjustments to income reported to date in the subsequent accounting periods.

## NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Revenue Recognition

Profit incentives are included in revenue when realization is reasonably assured. Contract costs include all direct material and labor, payroll taxes, insurance and other costs. Revenue and costs of revenue are calculated based upon individual contracts, even when groups of contracts are closely related. Contract options and additions are accounted for as separate projects if they differ significantly from the existing project.

The Company classifies cumulative customer billings that exceed revenues recognized to date as billings in excess of costs and estimated earnings from uncompleted contracts. Revenue recognized to date that exceed cumulative customer billings are classified as costs and estimated earnings in excess of billings on uncompleted contracts.

## NOTE 3 - SIGNIFICANT EVENTS

### Acquisition of Subsidiaries

#### Castroville, Inc.

Effective January 1, 2011, Castroville Energy, Inc., Energy, a newly formed subsidiary of Blue Earth Energy Management Services, Inc., which is a subsidiary of Blue Earth, Inc, entered into a merger agreement with Castroville, Inc. wherein Energy purchased all of the issued and outstanding shares of Castroville, Inc. for 1,011,095 shares of restricted common stock of Blue Earth, Inc. These shares were valued based on the quoted market price on the effective date of the transaction, January 1, 2011, at \$1.90 per share, or \$1,921,081.

Immediately after the transaction, Energy ceased to exist and Castroville, Inc. became the surviving corporation, a wholly owned subsidiary of Blue Earth Energy Management Services, Inc.. Simultaneous with this purchase, Energy entered into an asset purchase agreement with Humitech of NC, LLC, Humitech, whereby the assets of Humitech and certain related liabilities were sold to Energy for \$150,000 cash and 267,857 restricted common shares of Blue Earth, Inc. valued based on the quoted market price on the effective date of the transaction, January 1, 2011, at \$1.90 per share or \$528,928.

The calculation of the \$2,458,250 excess purchase price was calculated as shown in the table below.

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Purchase Price	Shares	Price	Total
Castrovilla	1,011,095	\$ 1.90	\$ 1,921,081
Humitech	267,857	\$ 1.90	508,928
Cash			150,000
Total Purchase Price			2,580,009
Tangible Assets Acquired			(1,111,338)
Total Liabilities Assumed			989,579
Cost of Distributorship and Customer Base Acquired		\$	2,458,250

The Company has recognized revenues of \$1,095,200 for the nine months ended September 30, 2011 for Castrovilla. The Company has recognized a net loss \$311,643 for the nine months ended September 30, 2011 for Castrovilla.

**NOTE 3 - SIGNIFICANT EVENTS (CONTINUED)**

Under the Plan, the Company issued an aggregate of 1,011,905 shares of its Common Stock valued at \$1.68 per share or \$1,700,000 to the stockholders of Castrovilla, Inc. in exchange for all of the outstanding capital stock of Castrovilla, Inc. All of the 1,279,762 shares issued in the Castrovilla Acquisition (collectively, the Company Shares) are subject to Lock-up/Leak-out and Guaranty Agreements, as amended. The two Castrovilla, Inc. stockholders, John Pink, who continues as President of Castrovilla, Inc. and Adam Sweeney, together with Humitech (the Stockholders) could not sell any of the Company Shares for a six-month period beginning on the Effective Date of the Plan of January 1, 2011 and ending on June 30, 2011. Thereafter and ending June 30, 2013, the three stockholders may sell up to 2,461 Company Shares per trading day in the aggregate until all Company Shares are sold (the Lock-up Period). The Company contingently guaranteed (the Guaranty) to the Stockholders the net sales price of \$1.68 per share, provided the Stockholders are in compliance with the terms and conditions of the Lock-up Agreement and the hereinafter described performance criteria are met.

A number of shares equal in value to fifty percent (50%) of the profits, if any, from the sale of shares above \$3.36 per share during the Lock-up Period will be returned to the Company. Any deficit from sales below \$1.68 per share shall be paid (i) 50% in cash, and (ii) the remaining 50% in either cash or shares of Common Stock of the Company provided certain Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA) performance criteria are achieved as discussed in the next paragraph (at their then current fair market value, or any combination thereof, at the sole discretion of the party making the payment).

In the event that Castrovilla Inc.'s EBITDA during the Lock-up Period is less than the budgeted amount of \$361,000 for the first six months after the Effective Date and \$722,000 of EBITDA per year for each of the fiscal years ending December 31, 2012 and 2013, the \$1.68 per share guaranteed price shall be decreased by the same percentage decrease that EBITDA is below the projected \$722,000 of EBITDA. All of such calculations will be in accordance with GAAP and derived from the Company's reviewed financial statements for the first three fiscal quarters of the fiscal year and audited financial statements for the full year.

The targeted EBITDA for the 12-month period from July 1, 2011 to June 30, 2012 is \$722,000, or \$180,500 per quarter (the quarterly rate of \$180,500 is a constant for each quarter through to the end of the Lock-up/Guarantee period). Therefore, for the nine-months ended September 30, 2011, the Targeted EBITDA will be \$361,000 plus \$180,500 or \$541,000; and for the 12-months ended December 31, 2011, would be \$722,000. The targeted EBITDA for each subsequent 12 month period shall be \$722,000, which shall be compared to the actual performance for the most recent 12 month reporting period as illustrated above and multiplied times \$1.68 to arrive at the guaranteed share price, if any. These targeted amounts may be reduced if a majority of the Board of Directors agree on budget changes which require an acceleration of expenses thereby affecting a current year's budgeted EBITDA. No adjustment in the targeted amounts for guarantee purposes has been made and none is contemplated at this time. The Company does not anticipate any guaranty prior to April of 2012, due to the decision to expand Castrovilla's operations into several new states.





**NOTE 3 - SIGNIFICANT EVENTS (CONTINUED)**

In addition, under the Plan, the Company paid \$50,000 to an unaffiliated third party for an existing obligation of Castrovilla, Inc. The above described Castrovilla Acquisition was completed on January 19, 2011, with an effective date of January 1, 2011. Pursuant to the terms and conditions of the Plan described above, Castrovilla Energy, Inc., a wholly-owned subsidiary of the Company, was merged with and into Castrovilla, Inc., the Surviving Corporation, on January 21, 2011.

*Xnergy, Inc. and Subsidiary*

On September 7, 2011 the Company acquired 100% of the outstanding common stock of Xnergy, Inc. and its wholly-owned subsidiary HVAC Controls & Specialties, Inc., a Carlsbad, California based energy services company ( Xnergy ). Simultaneously, the Company purchased all of the membership interests of ecoLegacy, LLC ( eco ), a California limited liability company, which serves as a financing vehicle for Xnergy. Xnergy provides a broad range of energy solutions including specialized mechanical engineering and the design, construction and implementation of energy savings projects, energy conservation, energy infrastructure outsourcing, power generation and energy supply and risk management. Xnergy also provides comprehensive maintenance and service programs, including every aspect of heating, ventilation and air-conditioning (HVAC), mechanical systems for design-build to repair and retrofit services.

Xnergy has an alternative energy project pipeline opportunity of approximately \$585 million. The projects are all located in California and the target clients are those that have a premium credit rating and have large energy needs. These candidates include hotels/casinos, industrial manufacturing, life sciences, telecommunications, medical, churches, pharma and public facilities. The \$585 million alternative energy project pipeline is comprised of designing, building, implementing and servicing three cutting-edge alternative energy technologies: Solar PV, Geothermal and Fuel Cells.

*Acquisition of Subsidiaries*

The Company issued 4,500,000 shares of its common stock for all of the outstanding shares of Xnergy valued at \$3.00 per share in the merger agreement. However, the common shares were subsequently valued at \$1.72 per share for accounting purposes based upon the average closing price of the Company's common stock from September 8, 2011 through trading on September 26, 2011. The Company also assumed the obligation of \$1,415,088 due to a former shareholder of Xnergy for the purchase of his shares by the exchanging shareholders of Xnergy. The Company assumed \$143,681 of debt as the consideration for the purchase of ecoLegacy, a California limited liability company. Hence, for valuation purposes, the proper price/share for accounting purposes is \$1.72/share or \$7,740,000 for the shares plus the cash component as stated above.

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The calculation of the \$8,497,398 excess purchase price was calculated as shown in the table below.

Purchase Price	Shares	Price	Total
Xnergy, Inc. and HVAC Controls & Specialties, Inc.	4,500,000	\$ 1.72	\$ 7,740,000
Total Purchase Price			7,740,000
Tangible Assets Acquired			(5,021,774)
Total Liabilities Assumed			6,418,999
Cost of Customer Base Acquired		\$	9,137,225

**NOTE 3 - SIGNIFICANT EVENTS (CONTINUED)**

The Company has recognized revenues of \$252,666 for the nine months ended September 30, 2011 for Xnergy. The Company has recognized a net loss \$286,041 for the nine months ended September 30, 2011 for Xnergy.

The table below presents, on a retroactive basis the condensed consolidated statements of operations for the periods presented to include the operations of Castrovilla and Xnergy. In the above referenced acquisitions Castrovilla and Xnergy were not considered the predecessor for accounting purposes. The proforma condensed consolidated statements of operations are presented below for comparative purposes and to provide additional information and disclosure to the reader.

**Proforma Condensed Consolidated Statement of Operations**

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2011	September 30, 2010	September 30, 2011	September 30, 2010
Revenues	\$ 2,546,673	\$ 3,184,526	\$ 6,784,063	\$ 20,099,745
Cost of Sales	1,229,286	1,743,501	3,501,748	14,377,396
Gross Profit	1,317,387	1,441,025	3,282,315	5,722,349
Operating Expenses	3,302,330	2,534,598	8,903,898	6,445,590
Loss from Operations	(1,984,943 )	(1,093,573)	(5,621,583 )	(723,241)
Other Income (Expense)	55,015	(235,818)	64,347	(284,813)
Loss Before Income Taxes	(1,929,928 )	(1,329,391)	(5,557,236 )	(1,008,054)
Income Tax Expense	4,614	(40,952)	(7,476)	(68,902)
Net Loss	\$ (1,925,314 )	\$ (1,370,343)	\$ (5,564,712 )	\$ (1,076,956)
Basic and Diluted Loss per Share	\$ (0.13)	\$ (0.10)	\$ (0.40)	\$ (0.07)
Weighted Average Number of Common Shares				
Outstanding Basic and Diluted	14,986,329	13,952,870	14,053,860	16,475,490

**Additional Issuances of Common Stock**

On September 29, 2011 the Company issued 12,000 shares of its common stock to an executive officer for accrued compensation valued at \$1.00 per share. On September 7, 2011 the Company issued 66,667 shares of common stock

to certain key employees of Xenergy valued at \$1.72 per share. On July 13, 2011 the Company issued 100,000 shares of common stock for investment advisory services valued at \$1.09 per share. On May 16, 2011 the Company issued 150,000 shares for a license to certain light switching technology and paid \$100,000 cash. The shares were valued at \$1.15 per share. On May 24, 2011 the Company issued 100,000 shares for services valued at \$1.16 per share. On March 21, 2011 the Company issued 72,813 shares, valued at \$95,784, for the cancellation of 238,500 previously issued options. On February 13, 2011 the Company issued 100,000 shares, valued at \$1.24 for director's fees. One half of the shares vested immediately, the remainder vest one year from issuance. Also, on February 13, 2011 the Company issued 150,000 shares valued at \$1.18 for compensation. On January 1, 2011 the Company issued 1,279,762 shares for the acquisition of its subsidiary, as described above.

**NOTE 3 - SIGNIFICANT EVENTS (CONTINUED)**

Issuance of Preferred Stock

On September 29, 2011 the Company issued 100,000 shares of its Series A preferred stock at \$10 per share for proceeds of \$1,000,000. Each share of Series A preferred stock is convertible to 10 shares of common stock upon the Company's common stock trading at \$3.00 per share for 60 consecutive days. The Series A preferred stock also provides for an 8% dividend if paid in cash or a 12% dividend if paid in shares of common stock. The Holder of the Series A preferred stock received common stock purchase warrants to purchase one share for every two shares of common stock issuable upon conversion of Series A Preferred Stock.

The Warrants are substantially the same as the funding warrants authorized for all shareholders of record as of December 31, 2010. Upon the exercise of a Class A Warrant for the \$3.00 Exercise Price, the Holder shall receive one share of Common Stock and a Class B Common Stock Purchase Warrant ( Class B Warrant ) to purchase one share of Common Stock at \$6.00 per share, subject to redemption and/or temporary reduction by the Company. The Class B Warrant shall be exercisable into shares of Common Stock at any time, or from time-to-time, up to and including 5:00 p.m.p (Pacific Coast Time) on the third anniversary date from the date of the last issuance of the Class B Warrants, unless previously called or extended by the Company on thirty (30) days prior written notice; provided, however, if such date is not a Business Day, then on the Business Day immediately following such date.

Upon the exercise of the Class B Warrant for the \$6.00 Exercise Price, the Holder shall receive one share of Common Stock and a Class C Common Stock Purchase Warrant ( Class C Warrant ) to purchase one share of Common Stock at \$12.00 per share, subject to redemption and/or temporary reduction by the Company. The Class C Warrant shall be exercisable into shares of Common Stock at any time, or from time-to-time, up to and including 5:00 p.m. (Pacific Coast Time) on the third anniversary date from the date of the last issuance of the Class C Warrants, unless previously called or extended by the Company on thirty (30) days prior written notice; provide, however, if such date is not a Business Day, then on the Business Day immediately following such date.

**NOTE 4 - COMMITMENTS AND CONTINGENCIES**

On March 1, 2011, the Board of Directors of Blue Earth, Inc. (the Company ) amended the employment agreements of Dr. Johnny R. Thomas, Chief Executive Officer and John C. Francis, Vice President of Corporate Development and Investor Relations. Each of their employment agreements dated September 1, 2010 were amended effective February 1, 2011, to increase their annual salaries by \$75,000. Johnny R. Thomas's salary increased from \$99,000 to \$174,000 and John Francis's salary from \$75,000 to \$150,000.

Johnny R. Thomas and John C. Francis were each awarded five-year performance warrants to purchase 1,000,000 shares each at an exercise price of \$1.25 per share. The warrants will only vest if and when the Company achieves certain revenues, net income and/or EBITDA milestones for four trailing quarters. For each executive officer, a total of 412,500 warrants vest upon four different milestones when annual revenues exceed revenue milestones increasing from \$50 to \$200 million. Achieving net income levels in excess of \$0.20/share to more than \$0.50/share will vest 262,500 warrants upon four different milestones. The remaining 325,000 warrants will vest upon four different milestones when the Company's EBITDA performance exceeds \$0.40/share to more than \$1.00 per share.

**NOTE 4 - COMMITMENTS AND CONTINGENCIES (CONTINUED)**

Any warrants not vested for one milestone are added on a cumulative basis to the following increment for potential vesting at the next milestone. In the event that an officer is terminated without cause: (i) he shall receive a cash settlement of \$75,000, and (ii) 50% of all unvested warrants issued under his employment agreement, as amended, shall vest immediately.

The Company entered into employment agreements as of September 1, 2011 with D. Jason Davis, as Chief Executive Officer of Xenergy, Inc. and Joseph Patalano, as Chief Operating Officer of Xenergy, Inc. The agreements terminate on August 31, 2016, unless terminated earlier and are automatically renewed for one year periods unless notice of termination is given by either party at least 90 days prior to expiration of the Initial Term and/or any renewal period. Mr. Davis's base salary is \$300,000 per annum and Mr. Patalano's base salary is \$140,000. Both are eligible to receive a cash bonus for the three fiscal years ending December 31, 2013, based on Xenergy's performance on a stand-alone basis. The bonuses shall be paid based on 80% of the reasonable forecasted profits of Xenergy before negotiations commenced with the Company. Messrs. Davis and Patalano shall receive 33% in the aggregate of the recurring revenue from payments completed during the initial term of their employment contracts, provided: (i) Xenergy's net income for the fiscal year exceeds the profit threshold; (ii) the respective employee is still employed by Xenergy; and (iii) this provision shall expire on June 30, 2016, unless extended in writing. If the Agreement is terminated for Cause (as defined) or the employee leaves without Good Reason (as defined) he shall only receive any accrued compensation but not be entitled to any bonus beyond the date of termination. If the employee's contract is terminated other than for Cause or by the Employee for Good Reason, but not for death, disability or non-renewal, the employee shall receive the compensation stated above for the balance of the Term and any bonus generated from recurring profits from payments originated by the Employee until revenue under such agreements cease.

**NOTE 5 - STOCK PURCHASE WARRANTS AND OPTIONS**

During February 2011, warrants to purchase 500,000 shares of common stock at \$1.24 per share were issued to the Company's Chairman of the Board and his designees for their services. During May 2011, the Company granted 100,000 and 60,000 warrants at \$1.15 per share, respectively to two consultants for services rendered. On March 1, 2011, 2,000,000 warrants were granted to officers of the Company at \$1.25 per share. The warrants vest based upon certain performance criteria which have not been met as of September 30, 2011. On September 30, 2011, 500,000 warrants at \$3.00 were granted in connection with the Preferred Stock offering. No value was attributed to the warrants because they were out of the money when granted. The Company has recognized \$220,282 of expense in connection with the warrants during the nine months ended September 30, 2011. A summary of the Company's warrant activity during the periods ended September 30, 2011 and December 31, 2010 is presented below:





**NOTE 5 - STOCK PURCHASE WARRANTS AND OPTIONS (CONTINUED)**

	No. of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Balance Outstanding, December 31, 2009	3,520,000	\$ 1.98	--	\$ --
Granted	8,427,616	2.45	--	
Exercised	--	--	--	
Forfeited	(77,500)	2.00	1.90	
Balance Outstanding, December 31, 2010	11,870,116	2.31	2.78	\$ 2,210,625
Exercisable Warrants	10,536,782	2.48	--	\$ 877,291
Exercised	(12,000)	--	--	--
Granted	3,160,000	1.52	5.00	
Forfeited	--	--	--	
Balance Outstanding September 30, 2011	15,018,116	\$ 2.15	2.53	\$ 2,129,741
Exercisable, September 30, 2011	10,809,782	\$ 2.38	2.53	\$ 343,407

**Stock Incentive Plan and Stock Option Grants to Employees and Directors**

On October 30, 2009, the Company's board of directors and stockholders adopted the 2009 Equity Incentive Plan (the 2009 Plan). The purpose of the 2009 Plan is to provide an incentive to attract and retain directors, officers, consultants, advisors and employees whose services are considered valuable, to encourage a sense of proprietorship and to stimulate an active interest of such persons into our development and financial success. Under the 2009 Plan, the Company is authorized to issue incentive stock options intended to qualify under Section 422 of the Code, non-qualified stock options, stock appreciation rights, performance shares, restricted stock and long-term incentive awards. The Company has reserved for issuance an aggregate of 4,542,000 shares of common stock under the 2009 Plan. The 2009 Plan will be administered by the Company's board of directors until such time as such authority has been delegated to a committee of the board of directors.

The material terms of each option granted pursuant to the 2009 Plan by the Company shall contain the following terms: (i) that the purchase price of each share purchasable under an incentive option shall be determined by the Committee at the time of grant, but shall not be less than 100% of the Fair Market Value (as defined in the 2009 Plan) of such common share on the date the option is granted, (ii) the term of each option shall be fixed by the Committee, but no option shall be exercisable more than 10 years after the date such option is granted and (iii) in the absence of any option vesting periods designated by the Committee at the time of grant, options shall vest and become exercisable as to one-third of the total number of shares subject to the option on each of the first, second and third anniversaries of the date of grant.

On October 30, 2009, the Company issued, pursuant to the 2009 Plan, ten-year options to purchase 1,972,000 shares in the Company in exchange for the return of 1,972,000 shares of common stock (see above).

**NOTE 5 - STOCK PURCHASE WARRANTS AND OPTIONS (CONTINUED)**

On October 30, 2009, the Company granted, pursuant to the 2009 Plan, ten-year stock options to purchase 1,250,000 common shares of the Company, of which (i) 580,000 are exercisable immediately at \$0.90 per share, (ii) 70,000 are exercisable on April 30, 2010 at \$0.99 per share, and (iii) 600,000 vest based on performance milestones, as stipulated in the option, and are exercisable at \$1.00 per share.

The total fair value of stock option awards (not including those issued in exchange for common stock returned to the Company) granted to employees during the year ended December 31, 2009 was \$251,871, which is being recognized over the respective vesting periods. The Company recorded compensation expense of \$233,900 for the year ended December 31, 2009 in connection with these stock options.

On June 12, 2010 the Company issued options to purchase 10,000 shares of the Company's common stock to a consultant. The options are exercisable at a strike price of \$1.00. The options expire ten years from the date of issuance.

On September 1, 2010 the Company issued warrants to purchase 2,000,000 shares of the Company's common stock to two officers of the Company. The options are exercisable at a strike price of \$1.00. The options expire ten years from the date of issuance. On the date of issuance, 200,000 of the warrants vested. On October 31, 2010, an additional 300,000 warrants vested. The remaining warrants vest equally over three years.

On December 14, 2010 the Company issued options to purchase 30,000 shares of the Company's common stock to consultants. The warrants are exercisable at a strike price of \$1.70. The options expire ten years from the date of issuance.

On December 27, 2010 the Company issued warrants to purchase 500,000 shares of the Company's common stock to a consultant. The warrants are exercisable at a strike price of \$1.74. The options expire two years from the date of issuance.

The above-mentioned options and warrants were valued using the Black-Scholes option pricing model with the following assumptions: 4.32%-0.71% risk free rate, stock price on the date of issuance of \$1.30-\$2.50, stock price of \$1.50-\$1.74, and volatility of 216.67%. The total value for the 1,245,166 vested options and warrants expensed during the year ended December 31, 2010 was \$1,575,768 and was recorded to consulting fees.

On December 7, 2010 the Company declared a distribution to all shareholders of record on December 31, 2010. Each shareholder is entitled to receive upon the effective date of a registration statement with the SEC one warrant to purchase the Company's common stock at an exercise price of \$3.00 that expire ten years after issuance. Due to the fact that the Company has an accumulated deficit, the distribution was accounted for as a return of capital and recorded as a reduction to additional-paid in capital.

The total fair value of stock warrant and option awards (not including those issued in exchange for common stock returned to the Company) granted to employees during the years ended December 31, 2010 and 2009 was \$3,167,745 and \$251,871, respectively, which is being recognized over the respective vesting periods. The Company recorded compensation expense of \$1,532,803 and \$233,900 for the years ended December 31, 2010 and 2009, respectively, in connection with these stock warrants and options.

**NOTE 5 - STOCK PURCHASE WARRANTS AND OPTIONS (CONTINUED)**

During the nine months ended September 30, 2011, the Company granted 97,791 options to employees of Castrovilla at \$1.68 per share.

The Company will recognize \$107,699 over the term of the options. As of September 30, 2011, 4,384,209 shares were remaining under the 2009 Plan for future issuance.

The Company estimates the fair value of share-based compensation utilizing the Black-Scholes option pricing model, which is dependent upon several variables such as the expected option term, expected volatility of our stock price over the expected option term, expected risk-free interest rate over the expected option term, expected dividend yield rate over the expected option term, and an estimate of expected forfeiture rates. The Company believes this valuation methodology is appropriate for estimating the fair value of stock options granted to employees and directors which are subject to ASC Topic 718 requirements. These amounts are estimates and thus may not be reflective of actual future results, nor amounts ultimately realized by recipients of these grants. The Company recognizes compensation on a straight-line basis over the requisite service period for each award. The following table summarizes the assumptions the Company utilized to record compensation expense for stock options granted during the year ended December 31, 2010 and the nine months ended September 30, 2011:

	September 30, 2011	December 31, 2010
Expected term (years)	5.0	1.0 - 10.0
Expected volatility	159%	216%
Weighted-average volatility	159%	216%
Risk-free interest rate	3.99%	0.71% - 4.32%
Dividend yield	0%	0%
Expected forfeiture rate	0%	0%

The expected life is computed using the simplified method, which is the average of the vesting term and the contractual term. The expected volatility is based on historical volatility. The risk-free interest rate is based on the U.S. Treasury yields with terms equivalent to the expected term of the related option at the time of the grant. Dividend yield is based on historical trends. While the Company believes these estimates are reasonable, the compensation expense recorded would increase if the expected life was increased, a higher expected volatility was used, or if the expected dividend yield increased.

A summary of the Company's stock option activity during the periods ended September 30, 2011 and December 31, 2010 is presented below:



**NOTE 5 - STOCK PURCHASE WARRANTS AND OPTIONS (CONTINUED)**

	No. of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Balance Outstanding, December 31, 2009	3,222,000	\$ 0.94	9.8	
Granted	298,500	1.26	10	
Exercised				
Forfeited	(3,222,000)	0.94	9.8	
Expired				
Balance Outstanding, December 31, 2010	298,500	1.26	10	\$ 299,885
Granted	97,791	1.68	--	
Exercised	--	--	--	
Forfeited	(238,500)	0.94	9.8	
Expired	--	--	--	
Balance Outstanding, September 30, 2011	157,791	\$ 1.55	9.5	\$ 244,089
Exercisable, September 30, 2011	157,791	\$ 1.55	9.5	\$ 244,089

The weighted-average grant-date fair value of options granted to employees during the year ended December 31, 2010 was \$1.68. The Company expects all non-contingent outstanding employee stock options to eventually vest.

**NOTE 6 - SUBSEQUENT EVENTS**

On October 4, 2011 the Company issued the following shares and options: 16,805 shares of its common stock upon the exercise of 50,000 cashless private placement warrants at \$1.25 per share; 15,000 shares of common stock for consulting services valued at \$1.72; 450,000 incentive stock options: 150,000 vesting immediately, 150,000 to vest upon the billing of 500 petroleum sites and 150,000 to vest upon the billing of 1,000 additional petroleum sites; and 14,535 shares of its common stock for accrued legal services. During October 2011 the Company received an additional \$690,000 from the issuance of 69,000 shares of Series A preferred stock.

In accordance with ASC 855-10, the Company's management has reviewed all material events there are no additional material subsequent events to report.



**NOTE 7 - LOANS AND NOTES PAYABLE**

The Company's notes payable as of September 30, 2011 consist of two auto loans and capital leases of certain machinery and equipment. The notes bear interest at an average interest rate of approximately 5% per annum, are secured by the underlying equipment or vehicles. The Company has assumed a note payable to a former shareholder of its wholly owned subsidiary, Xenergy. The note bears interest at 3.2 % per annum, is secured by shares of the Company's common stock and is amortized over 60 months from August 1, 2008.

**NOTE 7 - LOANS AND NOTES PAYABLE (CONTINUED)**

The following table details required payments on outstanding debt over the next five years:

Year	Amount of Principal Payments Due	
Thru September 30, 2012	\$	1,439,850
2013		90,157
2014		26,922
2015		-
2016		-
Thereafter		-
Total	\$	1,556,929

**NOTE 8 - RELATED PARTY NOTES PAYABLE**

The Company has loan agreements with several of its shareholders and members of management. The notes total \$482,372 as September 30, 2011. The notes bear interest at an average interest rate of approximately 6.5% per annum, are unsecured and are due in full during the next 12 months.



## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

### **Forward-Looking Statements**

The information in this report contains forward-looking statements. All statements other than statements of historical fact made in this report are forward looking. In particular, the statements herein regarding industry prospects and future results of operations or financial position are forward-looking statements. These forward-looking statements can be identified by the use of words such as believes, estimates, could, possibly, probably, anticipates, projects, expects, may, will, or should or other variations or similar words. No assurances can be given that the future results anticipated by the forward-looking statements will be achieved. Forward-looking statements reflect management's current expectations and are inherently uncertain. Our actual results may differ significantly from management's expectations.

The following discussion and analysis should be read in conjunction with our unaudited condensed consolidated financial statements, included herewith. This discussion should not be construed to imply that the results discussed herein will necessarily continue into the future, or that any conclusion reached herein will necessarily be indicative of actual operating results in the future. Such discussion represents only the best present assessment of our management.

### **Company Overview**

Blue Earth, Inc. is engaged in the clean tech industry in general with a focus on the rapidly growing, multi-billion dollar energy efficiency sector. Our industry classifications are as follows: Sector - Services; Industry-Diversified Services; and Subindustry-Management Services.

Blue Earth is engaged in a mergers and acquisition strategy to acquire, license, develop, market, install and monitor clean-tech related, innovative technologies and energy management systems. These technologies are designed to enable customers to reduce their energy consumption, lower their generating and maintenance costs and realize environmental benefits. The targeted technologies typically include various measures designed for a specific customer or facility in our target market of small commercial businesses and residences to improve the efficiency of building systems, such as heating, ventilation, air conditioning, lighting and refrigeration. Management also intends to accelerate introduction of the acquired technology/products by offering and installing them through energy management service companies, which have an established base of customers at the local, state, regional and national levels. In order to accelerate product introduction, management expects to enter into various types of agreements with these energy management service companies, including acquisition agreements and/or joint venture agreements, as may be appropriate, for each company and geographic territory.

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Effective January 1, 2011, Blue Earth acquired Castrovilla, Inc. based in Mountain View California which manufactures, sells and installs commercial refrigeration and freezer gaskets and sells and installs motors and controls to approximately 5,400 small commercial businesses.

On May 16, 2011, Blue Earth obtained the exclusive private label license (the License ) and manufacturing rights to an innovative and patented lighting controls technology from Switch Genie LLC and James F. Loughrey.

On September 7, 2011, Blue Earth acquired Xnergy, Inc., and its wholly-owned subsidiary HVAC Controls & Specialties, Inc., a Carlsbad, California based energy services company. Simultaneously, the Company purchased ecoLegacy, LLC which serves as a financing vehicle for Xnergy. Xnergy provides a broad range of comprehensive energy solutions including specialized mechanical engineering, the design, construction and implementation of energy savings projects, energy conservation, energy infrastructure outsourcing, power generation and energy supply and risk management as well as comprehensive maintenance and service programs.

As of August 31, 2010, the Company sold its wholly-owned subsidiary Genesis Fluid Solutions, Ltd. (GFS) to certain buyers including its former Chairman and interim CEO Michael Hodges as defined by the Stock Purchase Agreement.

## **Results of Operations**

Our revenues are derived from professional services contracts to provide energy service management and technology.

### **Three Months Ended September 30, 2011 Compared with Three Months Ended September 30, 2010 (Actual)**

#### ***Revenues***

The Company recognized \$1,129,491 of revenue for the three months ended September 30, 2011, as compared to no revenue for the three months ended September 30, 2010 from continuing operations. The current revenue represents sales primarily from the Company's wholly-owned subsidiary Castrovilla, Inc. was acquired as of January 1, 2011 whose sales include retrofitting refrigeration equipment with energy management systems and gasket sales. The Company acquired Xnergy as of September 7, 2011 effective at the close of business on August 31, 2011. See Note 3 - Significant Events for pro forma condensed consolidated statements of operations to include the operations of Castrovilla and Xnergy.

#### ***Cost of Sales and Gross Profit***

Cost of sales for the three months ended September 30, 2011 were \$591,907 resulting in a gross profit of \$537,584 or 47.6% of revenues.

#### ***Operating Expenses***

*General and Administrative Expenses*

General and administrative expenses were \$2,389,711 for the three months ended September 30, 2011 as compared to \$475,280 for the three months ended September 30, 2010, an increase of \$1,914,431. Approximately \$832,724 or 34.8% of the total expenses were from Castrovilla Inc., with \$445,268, or 53.5% of Castrovilla's expenses relating to payroll expenses. Approximately \$289,697 or 12.1% of the total general and administrative expenses were from Xnergy with \$133,029 or 45.9% of Xnergy's expenses relating to payroll expense. On a consolidated basis, general and administrative expenses include stock compensation expense of \$450,966, or 18.9% of total general and administrative expense, wages and salaries of \$721,130, or 30.2% and professional fees of \$363,879 or 15.2%.

We expect our costs for personnel, consultants and other operating expenses to increase as we implement our business plan. Thus, our general and administrative expenses are likely to increase significantly in future reporting periods.

***Other Income (Expense)***

Total other income (expense) for the three months ended September 30, 2011 was \$115,094 compared to \$(195,646) for the three months ended September 30, 2010. The change to net other income from net other expense was primarily attributable to a \$134,978 change in the fair value of the warrant derivative liability. The fair value is recalculated quarterly based primarily on the remaining term of the warrants and stock price volatility.

***Net Loss***

Loss from continuing operations was \$1,737,033 for the three months ended September 30, 2011 as compared with a loss from continuing operations (primarily from a change in fair value of warrant liability) of \$672,655 for the three months ended September 30, 2010, a decrease in profits of \$1,064,378. The decrease is attributable primarily to an increase in general and administrative expenses related to the operations of the newly acquired subsidiaries and the costs related to the ongoing implementation of our business plan. The consolidated net loss increased from \$709,239 to \$1,737,033 for the three months ended September 30, 2011 as compared to September 30, 2010, due primarily to the increase in general and administrative services. There was a net loss from discontinued operations recorded for the period ended September 30, 2010 of \$36,584 and none in the 2011 period.

**Nine Months Ended September 30, 2011 Compared with Nine Months Ended September 30, 2010 (Actual)**

***Revenues***

The Company recognized \$3,173,127 of revenue for the nine months ended September 30, 2011, as compared to no revenue for the nine months ended September 30, 2010 from continuing operations. The current revenue represents sales primarily from the Company's wholly-owned subsidiary Castrovilla, Inc. whose sales include retrofitting refrigeration equipment with energy management systems and gasket sales.

***Cost of Sales and Gross Profit***

Cost of sales for the nine months ended September 30, 2011 were \$1,344,210 resulting in a gross profit of \$1,828,917, or 57.6% of revenues.

***Operating Expenses***



*General and Administrative Expenses*

General and administrative expenses were \$5,019,880 for the nine months ended September 30, 2011 as compared to \$734,685 for the nine months ended September 30, 2010, an increase of \$4,285,195, or 583%. Approximately \$2,136,904 or 42.6% of the total general and administrative expenses were from Castrovilla with \$1,309,415, or 61.2% of Castrovilla's expenses relating to payroll expense. Approximately \$289,697 or 5.8% of the total general and administrative expenses were from Xenergy with \$133,029 or 45.9% of Xenergy's expenses relating to payroll expense.

On a consolidated basis, general and administrative expenses include stock compensation expense of \$1,314,929, or 26.2% of total general and administrative expense, wages and salaries of \$1,705,361, or 34% and professional fees of \$692,137 or 13.8%.

We expect our costs for personnel, consultants and other operating expenses to increase as we implement our business plan. Thus, our general and administrative expenses are likely to increase significantly in future reporting periods.

***Other Income (Expense)***

Total other income for the nine months ended September 30, 2011 was \$151,165 compared to total other expenses of (\$294,842) for the nine months ended September 30, 2010. The positive change was primarily attributable to a positive change in the fair value of the warrant derivative liability of \$199,177 from a negative change of \$238,379 in 2010. The fair value is recalculated quarterly based primarily on the remaining term of the warrants and stock price volatility.

***Net Loss***

Net loss from continuing operations was \$3,039,798 an increase in loss from continuing operations of \$2,007,742 or 195%, from \$1,032,058 the nine months ended September 30, 2010. The increase is attributable primarily to an increase in general and administrative expenses related to the operations of the newly acquired subsidiaries and the costs related to the ongoing implementation of our business plan. The consolidated net loss increased from \$1,997,219 to \$3,039,798, or 52%.

**Nine Months Ended September 30, 2011 Compared with Nine months Ended September 30, 2010 (Pro forma)**

The Company acquired Castrovilla, Inc. effective January 1, 2011 and Xnergy, Inc. effective September 7, 2011. The following Management's Discussion and Analysis is prepared to provide an understanding of the Company's business activities as though the acquisitions were effective January 1, 2010.

***Revenues***

The Company recognized \$6,784,063 revenue for the nine months ended September 30 2011, as compared to \$20,099,745 for the nine months ended September 30, 2010 from continuing operations. Revenue represents sales from the Company's wholly-owned subsidiary Castrovilla, Inc. whose sales include retrofitting refrigeration equipment with energy management systems and gasket sales and from the Company's wholly-owned subsidiary Xnergy, Inc. which provides a wide range of energy solutions, including specialized mechanical engineering and the design, construction and implementation of energy savings products. Castrovilla's sales for the nine months increased by 16%, while Xnergy's sales declined by 66% (\$13,315,682) for the nine month period. The decline in Xnergy sales was the direct result of allocating most of Xnergy's resources to development of a pipeline of approximately \$585 million in order to develop a recurring revenue business model. Assuming management develops project finance as anticipated, Xnergy's revenues in 2012 should exceed 2010 revenues.

*Cost of Sales and Gross Profit*

Cost of sales for the nine months ended September 30, 2011 were \$3,501,748, compared to \$14,377,396, for the nine months ended September 30, 2010, resulting in a gross profit of \$3,282,315, or 48.4% of revenues and \$5,722,349, or 28.5% of revenues, respectively. Castrovilla's new products have higher gross margins. Xnergy was unable to finance projects in 2011 prior to acquisition by the Company, resulting in a reduction of sales and the related cost of sales.

## ***Operating Expenses***

### *General and Administrative Expenses*

General and administrative expenses were \$8,903,898 for the nine months ended September 30, 2011 as compared to \$6,445,590 for the nine months ended September 30, 2010, an increase of \$2,458,308. Approximately \$2,136,904 of the total expenses for the nine months ended September 30, 2011 were from the operations of Castrovilla and \$2,803,134 from Xenergy. Approximately \$1,552,441 of the total expenses for the nine months ended September 30, 2010 were from the operations of Castrovilla and \$2,719,631 from Xenergy.

### *Net Loss*

The proforma net loss from continuing operations for the nine months ended September 30, 2011 was \$5,621,583, a \$4,898,342 or 677% increase over the \$723,241 for the nine months ended September 30, 2010.

## **Three Months Ended September 30, 2011 Compared with Three Months Ended September 30, 2010 (Pro forma)**

### *Revenues*

The Company recognized \$2,546,673 of revenue for the three months ended September 30 2011, as compared to \$3,184,526, for the three months ended September 30, 2010 from continuing operations and Castrovilla, Inc. whose sales include retrofitting refrigeration equipment with energy management systems and gasket sales. Revenue decreased \$637,853 or 20%, primarily due to a decline in sales by Xenergy as a result of a lack of financing for the project pipeline, offset in part by an expanded product offering by Castrovilla, Inc.

### *Cost of Sales and Gross Profit*

Cost of sales for the three months ended September 30, 2011 were \$1,229,286, compared to \$1,743,501, for the three months ended September 30, 2010, resulting in a gross profit of \$1,317,387, or 51.7% of revenues and \$1,441,025 or 45.2% of revenues, respectively. Castrovilla's new products have higher gross margin.

***Operating Expenses***

*General and Administrative Expenses*

General and administrative expenses were \$3,302,330 for the three months ended September 30, 2011 as compared to \$2,534,598 for the three months ended September 30, 2010, an increase of \$767,732 or 30.3%. Approximately \$531,456 of the total expenses for the three months ended September 30, 2010 were from the operations of Castroville and \$1,071,001 from Xnergy.

***Net Loss***

The net loss from continuing operations for the three months ended September 30, 2011 was \$1,984,943, a \$891,370, or 81.5%, increase over the \$1,093,573 for the three months ended September 30, 2010.

## Liquidity and Capital Resources as of September 30, 2011

Net cash used in continuing operations during the nine months ended September 30, 2011 totaled \$2,901,716 and resulted primarily from the operating expenses associated with the parent company related to carrying out our business plan. In addition to a net loss of \$3,039,798, the Company incurred a decrease in the warrant derivative liability of \$199,177, an increase in accounts receivables of \$170,934, and inventory of \$355,070 and prepaid expenses and deposits \$472,805 that was partially offered by common stock and options issued for services expensed at \$757,452 and 557,477, respectively, an increase in accounts payable and accrued expenses of \$191,457.

Net cash used in investing activities during the nine months ended September 30, 2011 totaled \$746,078 and resulted from the purchase of Xnergy and Castrovilla, \$100,000 for the purchase of the Switch Genie license and \$41,408 for the purchases of property and equipment.

Net cash provided by financing activities during the nine months ended September 30, 2011 totaled \$1,336,529 and resulted from \$1,000,000 of proceeds from the sale of preferred stock, \$1,800,978 of cash in the new subsidiaries offset by payments on notes payable of \$1,585,341.

At September 30, 2011, we had a working capital deficit of \$2,202,005 including \$1,588,831 in cash and cash equivalents compared with working capital of \$2,612,637 at December 31, 2010. We anticipate our revenue generating activities to continue and even increase as we seek and make acquisitions. Our consolidated financial statements were prepared assuming that we would continue as a going concern irrespective of our recurring losses, accumulated deficits and negative cash flows from operations. Our ability to continue as a going concern is subject to our ability to generate profits and/or obtain necessary funding from outside sources, including by the sale of our securities, or obtaining loans from lenders, where possible. Our continued net operating losses increase the difficulty of our meeting these goals, and our efforts to continue as a going concern may not prove successful. Nonetheless, the Company expects that it has sufficient cash and borrowing capacity to meet its working capital needs for at least the next 12 months. The decrease in working capital was the result of the assumption of the negative working capital of Xnergy.

Historically, we have financed our working capital and capital expenditure requirements primarily from the sales of our equity securities. We may seek additional equity and/or debt financing in order to implement our business plan. In September 2011, we completed a private placement of preferred Stock and warrants of \$1,000,000 and an additional \$690,000 in October 2011 which we believe will fund our operations at least through September 2012. Prior thereto, we completed a private placement, commencing October 30, 2009 through December 29, 2009, whereby we received net proceeds of \$5,909,750. We do not have any lines of credit or borrowing facilities to meet our cash needs. It is reasonably possible that we will not be able to obtain sufficient financing to continue operations beyond the next 12 months. Furthermore, any additional equity or convertible debt financing will be dilutive to existing shareholders and may involve preferential rights over common shareholders. Debt financing, with or without equity conversion features, may involve restrictive covenants.

***Related Party Transactions***

No related party transactions had a material impact on our operating results for the nine months ended September 30, 2011.

***New Accounting Pronouncements***

See Note 2 to our unaudited condensed consolidated financial statements for a discussion of recently issued accounting pronouncements.

***Critical Accounting Estimates***

Management's discussion and analysis of financial condition and results of operations is based upon our unaudited condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these unaudited condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates and assumptions, including, but not limited to, valuation of accounts receivable and allowance for doubtful accounts, those related to the estimates of depreciable lives and valuation of property and equipment, valuation of derivatives, valuation of payroll tax contingencies, valuation of share-based payments, and the valuation allowance on deferred tax assets.

**Off-Balance Sheet Arrangements**

Since our inception, except for standard operating leases, we have not engaged in any off-balance sheet arrangements, including the use of structured finance, special purpose entities or variable interest entities.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

N/A

**ITEM 4. CONTROLS AND PROCEDURES.**

*Evaluation of Disclosure Controls and Procedures.* Under the supervision and with the participation of our management, including our Chief Executive Officer and Principal Financial Officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under



the Securities Exchange Act of 1934 (the Exchange Act ) as of the end of the period covered by this report.

Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow time decisions regarding required disclosure.

Based upon that evaluation, our Chief Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures as of the end of the period covered by this report were not effective in ensuring that material information we are required to disclose in reports that we file under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. A controls system cannot provide absolute assurance, however, that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

*Changes in Internal Control Over Financial Reporting.* During the most recent quarter ended September 30, 2011, there has been no change in our internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) ) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II**

### **ITEM 1. LEGAL PROCEEDINGS.**

From time to time, the Company may become involved in litigation relating to claims arising out of its operations in the normal course of business. There have been no substantive changes in any legal proceedings described in our Annual Report on Form 10-K for the year ended December 31, 2010 and Quarterly Report on Form 10-Q for the period ended June 30, 2011; and we are not involved in any pending legal proceeding or litigation and, to the best of our knowledge, no governmental authority is contemplating any proceeding to which we are a party or to which any of our properties is subject, which would reasonably be likely to have a material adverse effect on the Company.

### **ITEM 1A. RISK FACTORS.**

N/A

### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

On or about July 15, 2011, the Company issued 100,000 shares of Common Stock to Ladenberg Thalmann pursuant to Investment Banking Agreement dated July 13, 2011.

On September 7, 2011, the Company issued: (i) an aggregate of 4,500,000 shares of Common Stock to D. Jason Davis and Joseph Patalano, and (ii) 66,667 shares of Common Stock to key employees of Xnergy, Inc. pursuant to the terms and conditions of the Agreement and Plan of Merger dated September 7, 2011. In addition, an aggregate of 66,667 restricted shares were granted to non-officer employees of Xnergy, Inc.

On September 29, 2011, the Company issued 100,000 shares of Series A Convertible Preferred Stock with a face value of \$10.00 per share and 500,000 Common Stock Purchase Warrants to one individual accredited investor.

The shares were issued in transactions that were exempt from the registration requirements of the Securities Act pursuant to Section 4(2) of the Securities Act, which exempts transactions by an issuer not involving a public offering and/or pursuant to Regulation D promulgated under the Securities Act. No commissions were paid and no underwriter or placement agent was involved in these transactions.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

None

**ITEM 4. RESERVED.**

**ITEM 5. OTHER INFORMATION.**

None

**ITEM 6. EXHIBITS.**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
31.1	Section 302 Certification of Principal Executive Officer
31.2	Section 302 Certification of Principal Financial Officer
32.1	Section 906 Certification of Principal Executive Officer and Principal Financial Officer



**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**BLUE EARTH, INC.**

Date: December 29, 2011

By:

/s/ Johnny R. Thomas  
Dr. Johnny R. Thomas  
Chief Executive Officer  
(Principal Executive Officer and Principal  
Financial Officer)

