

METWOOD INC
Form 10-K
October 15, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended June 30, 2008

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

For the transition period from _____ to _____

Commission file number 000-05391

METWOOD, INC.

(Name of small business issuer in its charter)

NEVADA 83-0210365
(State or other jurisdiction of incorporation or organization) (IRS
Employer Identification No.)

819 Naff Road, Boones Mill, VA 24065
(Address of principal executive offices)

(540) 334-4294
(Issuer's telephone number)

Securities registered under Section 12(b) of the Exchange Act:
None

Securities registered under Section 12(g) of the Exchange Act:
\$0.001 Par Value Common Voting Stock
(Title of Class)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15 (d) of the Exchange Act during the past 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements

Edgar Filing: METWOOD INC - Form 10-K

incorporated by reference in Part III of this Form 10-K or an amendment to this Form 10-K. []

State issuer's revenues for its most recent fiscal year: \$4,510,200

As of October 14, 2008 there were 12,091,399 common shares outstanding, and the aggregate market value of the common shares (based upon the average of the bid price (\$.41) reported by brokers) held by non-affiliates was approximately \$1,348,081.

Transitional Small Business Disclosure Format (check one): Yes [] No [X]

1

METWOOD, INC. AND SUBSIDIARY

FORM 10-K
TABLE OF CONTENTS

| | Page | |
|-------------------|---|----|
| PART I | | |
| Item 1 | Description of Business | 1 |
| Item 2 | Description of Property | 5 |
| Item 3 | Legal Proceedings | 5 |
| Item 4 | Submission of Matters to a Vote of Security Holders | 5 |
| PART II | | |
| Item 5 | Market for Common Equity and Related Stockholder Matters | 6 |
| Item 6 | Management's Discussion and Analysis or Plan of Operation | 6 |
| Item 7 | Financial Statements | 10 |
| Item 8 | Changes in and Disagreements with Accountants on Accounting and Financial | 23 |
| Disclosure | | |
| Item 8A | Controls and Procedures | 23 |
| PART III | | |
| Item 9 | Directors and Executive Officers of the Registrant | 24 |
| Item 10 | Executive Compensation | 26 |
| Item 11 | Security Ownership of Certain Beneficial Owners and Management | 27 |
| Item 12 | Certain Relationships and Related Transactions | 28 |
| Item 13 | Exhibits and Reports on Form 8-K | 29 |
| Item 14 | Principal Accountant Fees and Services | 29 |
| Signatures | | 30 |
| Index to Exhibits | | 31 |
| Exhibits | | 32 |

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the financial condition, results of operations, business strategies, operating efficiencies or synergies, competitive positions, growth opportunities for existing products, and plans and objectives of management. Statements that are not historical in nature and which include such words as “anticipate,” “estimate,” “should,” “expect,” “believe,” “intend,” and similar expressions are intended to identify forward-looking statements for the purpose of the safe harbor provided by Section 21E of the Exchange Act and Section 27A of the Securities Act.

PART I

Item 1. Description of Business

Business Development

We were incorporated under the laws of the State of Wyoming on June 19, 1969. Following an involuntary dissolution for failure to file an annual report, we were reinstated as a Wyoming corporation on October 14, 1999. On January 28, 2000, we, through a majority shareholder vote, changed its domicile to Nevada through a merger with EMC Energies, Inc., a Nevada corporation. The Plan of Merger provided for the dissenting shareholders to be paid the amount, if any, to which they would be entitled under the Wyoming Corporation Statutes with respect to the rights of dissenting shareholders. We also changed our par value to \$.001 and the amount of authorized common stock to 100,000,000 shares.

Prior to 1990, we were engaged in the business of exploring for and producing oil and gas in the Rocky Mountain and mid-continental areas of the United States. We liquidated substantially all of its assets in 1990 and were dormant until June 30, 2000, when it acquired, in a stock for-stock, tax-free exchange, all of the outstanding common stock of a privately held Virginia corporation, Metwood, Inc. (“Metwood”), which was incorporated in 1993. See Form 8-K and attached exhibits filed August 11, 2000. Metwood has been in the metal and metal/wood construction materials manufacturing business since 1992. Following the acquisition, we approved a name change from EMC Energies, Inc. to Metwood, Inc.

Effective January 1, 2002, Metwood acquired certain assets of Providence Engineering, PC (“Providence”), a professional engineering firm with customers in the same proximity as Metwood, paying \$60,000 in cash and issuing 290,000 Metwood common shares to the two Providence shareholders (one of whom was also an officer and existing shareholder of Metwood prior to the acquisition). These shares were valued at the closing quoted stock price of \$1.00 per share at the effective date of the purchase. On October 15, 2002, \$15,000 additional cash was paid to one shareholder in exchange for the shareholder’s surrender of 15,000 shares of Metwood stock, and \$50,000 was paid to that shareholder in two installments of \$25,000 each (on January 15, 2004 and April 15, 2004) for 275,000 shares. All of the originally issued 290,000 shares of Metwood stock have thus been repurchased as of June 30, 2004. The initial purchase transaction was accounted for under the purchase method of accounting.

The consolidated company (“the Company, We, Us, Our”) provides construction-related products and engineering services to residential customers and contractors, commercial contractors, developers and retail enterprises, primarily in southwestern Virginia.

Principal Products or Services and Markets

Metwood — Residential builders are aware of the superiority of steel framing vs. wood framing, insofar as steel framing is lighter; stronger; termite, pest, rot and fire resistant; and dimensionally more stable in withstanding induced loads.

Edgar Filing: METWOOD INC - Form 10-K

Although use of steel framing in residential construction has generally increased each year since 1980, many residential builders have been hesitant to utilize steel due to the need to retrain framers and subcontractors who are accustomed to a “stick-built” construction method where components are laid out and assembled with nails and screws. Our initial founders, Robert Callahan and Ronald Shiflett, saw the need to combine the strength and durability of steel with the convenience and familiarity of wood and wood fasteners.

Our primary products and services are:

- Girders and headers
 - Floor joists
 - Floor joist reinforcers
 - Roof and floor trusses and rafters
 - Metal framing
 - Square structural columns
 - Garage, deck and porch concrete pour over systems
 - Garage and post-and-beam buildings
 - Engineering, design and custom building services

Metwood manufactures light-gage steel construction materials, usually combined with wood or wood fasteners, for use in residential and commercial applications in place of more conventional wood products, which are inferior in terms of strength and durability. The steel and steel/wood products allow structures to be built with increased load strength and structural integrity and fewer support beams or support configurations, thereby allowing for structural designs that are not possible with wood-only products.

Providence — Extensively involved in ongoing product research and development for Metwood, Providence also offers its customers civil engineering capabilities which include rezoning and special use submissions; erosion and sediment control and storm-water management design; residential, commercial, and religious facility site development design; and utility design, including water, sewer and onsite treatment systems. Providence’s staff is familiar with construction practices and has been actively involved in construction administration and inspection on multiple projects.

Providence also performs a variety of structural design and analysis work, successfully providing solutions for many projects, including retaining walls, residential framing, commercial building framing, light-gage steel fabrication drawings, metal building retrofits and additions, mezzanines, and seismic anchors and restraints.

Providence has designed numerous foundations for a variety of structures. Its foundation design expertise includes metal building foundations, traditional building construction foundations, atypical foundations for residential structures, tower foundations, and sign foundations for a variety of uses and applications.

Providence has also designed and drafted full building plans for several applications. When subcontracting with local professional firms, Providence has the ability to provide basic architectural, mechanical, electrical, and detailed civil and structural design services for these facilities.

Providence has reviewed designs by manufacturers for a variety of structures and structural components, including retaining walls, radio towers, tower foundations, sign foundations, timber trusses, light-gage steel trusses, and light-gage steel beams. This service enables clients to take generic designs and have them certified and approved for construction in the desired locality.

Distribution Methods of Products and Services

Our sales are primarily wholesale, directly to lumber yards and home improvement stores mainly in Virginia. We rely primarily on our own sales force to generate sales; additionally, however, our distributors in Virginia, New York, Oklahoma, Arizona and Colorado and also utilizes the salespeople of wholesale yards stocking our products as an additional sales force. We are an authorized vendor for Lowe's, Home Depot, 84 Lumber, Stock Building Supply, The Contractor Yard, and many more. We have several stocking dealers of our Square Columns and Reinforcing Products. We will sell directly to contractors in areas that we do not have a dealer, but with our national dealer relationships, we typically have a dealer to use. We are in discussions with national engineered I-joist manufacturers who are interested in marketing our products and expect to announce affiliations with these companies in the near future. Metwood intends to continue expanding the wholesale marketing of its unique products to retailers, to increase dealer sales, and to license our technology and products to increase its distribution outside of Virginia, North Carolina and the South.

Status of Publicly Announced New Products or Services

We have acquired four new patents through assignment from Robert Callahan and Ronald Shiflett, the original patent holders. All four patents reflect various modifications to our Joist Reinforcing Bracket which will make it even easier for tradesmen to insert utility conduits through wood joists.

Seasonality of Market

Our sales are subject to seasonal impacts, as its products are used in residential and commercial construction projects which tend to be at peak levels in Virginia and North Carolina between the months of March and October. Accordingly, our sales are greater in its fourth and first fiscal quarters. We build an inventory of its products throughout the winter and spring to support its sales season. Due to the Seasonality of our Local Market, we are continuing our efforts to expand into markets that are not so seasonally impacted. We have shipped projects to Florida, Georgia, South Carolina, Arizona, Washington, and more. These markets have some seasonality, but increased exposure in these markets will help maintain stronger sales year around.

Competition

Nationally, there are over one hundred manufacturers of the types of products produced by us. However, the majority of these manufacturers are using wood-only products or products without metal reinforcement. Metwood has identified only one other manufacturer in the United States that manufactures a wood-metal floor truss similar to that of us. However, Metwood has often found that its products are the only ones that will work within many customers' design specs.

Sources and Availability of Raw Materials and the Names of Principal Suppliers

All of the raw materials used by us are readily available on the market from numerous suppliers. The light-gage metal used by us is supplied primarily by Dietrich Industries, Marino-Ware, Telling Industries, Wheeling Corrugating, and Consolidated Systems, Inc. Our main sources of lumber are BlueLinx, Lowe's, 84 Lumber Company and Smith Mountain Building Supply. Gerdau Amersteel, Descosteel and Adelpia Metals provide the majority of our rebar. Because of the number of suppliers available to us, its decisions in purchasing materials are dictated primarily by price and secondarily by availability. We do not anticipate a lack of supply to affect its production; however, a shortage might cause us to pass on higher materials prices to its buyers.

Dependence on One or a Few Major Customers

Presently we do not have any one customer whose loss would have a substantial impact on our operations.

Patents

We have twelve U.S. Patents:

U.S. Patent No. 5,519,977, "Joist Reinforcing Bracket," a bracket that reinforces wooden joists with a hole for the passage of a utility conduit. We refer to this as its floor joist patch kit.

U.S. Patent No. 5,625,997, "Composite Beam," a composite beam that includes an elongated metal shell and a pierceable insert for receiving nails, screws or other penetrating fasteners.

U.S. Patent No. 5,832,691, a continuation in part of U.S. Patent No. 5,625,997, "Composite Beam," a composite beam that includes an elongated metal shell and a pierceable insert for receiving nails, screws or other penetrating fasteners.

U.S. Patent No. 5,921,053, "Internally Reinforced Girder with Pierceable Nonmetal Components," a girder that includes a pair of "c"-shaped members secured together so as to form a hollow box which permits the girder to be secured within a building structure with conventional fasteners such as nails, screws and staples.

U.S. Patent Nos. D472,791S; D472,792S; D472,793S; and D477,210S, all modifications of Metwood's Joist Reinforcing Bracket, which will be used for repairs of wood I-joists.

Each of the above mentioned patents was originally issued to the inventors our founders, Robert Callahan and Ronald B. Shiflett, who licensed these patents to us.

Canadian Patent Nos. 101892, 101893, 101894, and 101895 for our joist reinforcing bracket designs.

Need for Government Approval of Principal Products

Our products must either be sold with an engineer's seal or applicable building code approval. Our chief engineer has obtained professional licensure in several states, which permits products not building code approved to be sold and used with his seal. We expect his licensure in a growing number of states to greatly assist in the uniform acceptability of its products as it expands to new markets. Currently, we are seeking International Code Council ("ICC") code approval on its joist reinforcers and beams. Once that approval is obtained, the products can be used in all fifty states and will eliminate the need for an engineer's seal on individual products. To date, our 2x10 floor joist reinforcer has received both Bureau Officials Code Association approval (2001) and ICC approval (2004).

Time Spent During the Last Two Fiscal Years on Research and Development Activities

Approximately fifteen percent of our time and resources have been spent during the last two fiscal years researching and developing its metal/wood products, new product lines, and new patents.

Costs and Effects of Compliance with Environmental Laws

We do not incur any costs to comply with environmental laws. It is an environmentally friendly business in that its products are fabricated from recycled steel.

Number of Total Employees and Number of Full-Time Employees

We had thirty-seven employees at June 30, 2008, thirty-five of whom were full time.

Item 2. Description of Property

During the year ended June 30, 2005, we sold our facilities to a related party for \$600,000 and subsequently leased the facilities back under a long-term lease agreement. We now lease our facilities in Boones Mill, Virginia, which consist of corporate offices, warehouses, a garage/vehicle maintenance building, and other multi-use buildings. The condition of these buildings is very good.

We do not invest in real estate or interests in real estate, real estate mortgages or securities of or interests in persons primarily engaged in real estate activities and therefore have no policies related to such investments.

Item 3. Legal Proceedings

We are not a party to any legal proceedings, nor, to the best of its knowledge, is any such proceedings threatened or contemplated.

Item 4. Submission of Matters to a Vote of Security Holders

None.

PART II

Item 5. Market for Common Equity and Related Stockholder Matters

Because there is no active trading market for Metwood, Inc. common stock, it is difficult to determine the market value of the stock. Based on the average bid price for our common stock at October 14, 2008 of \$.41 per share (average asking price of \$.80), the market value of shares held by non-affiliates would be \$1,348,081. There are no preferred shares authorized.

We are listed on the OTC Bulletin Board of the National Association of Securities Dealers (“NASD”) under the symbol “MTWD.OB.”

Set forth below are the high and low bid prices for our common stock for the last two years:

| Quarter Ended | High Bid | Low Bid |
|----------------|----------|---------|
| September 2006 | \$ 0.55 | \$ 0.90 |
| December 2006 | \$ 0.35 | \$ 0.85 |
| March 2007 | \$ 0.57 | \$ 0.70 |
| June 2007 | \$ 0.51 | \$ 0.70 |
| September 2007 | \$ 0.51 | \$ 0.70 |
| December 2007 | \$ 0.35 | \$ 0.65 |
| March 2008 | \$ 0.30 | \$ 0.65 |
| June 2008 | \$ 0.33 | \$ 0.60 |

Holdings

The number of holders of record of our common stock as of October 14, 2008 was 1,119. This number does not include an indeterminate number of stockholders whose shares are held by brokers in street name. The number of stockholders has been substantially the same during the past ten years.

Dividends

Per the negative covenants in the line-of-credit agreements, we are restricted from paying dividends until the debt is repaid. We have not paid any dividends on its common stock and do not intend to pay dividends in the foreseeable future.

Item 6. Management's Discussion and Analysis or Plan of Operation

Plan of Operation

We anticipate that the next twelve months will be a period of continued growth as it seeks to further expand its presence in new markets throughout the United States through increased numbers of distributors, licensees and dealers. ICC code approval is being sought for our joist reinforcers and beams and is expected to be obtained within the coming fiscal year. If this approval is obtained, product marketability would be greatly enhanced and would likely lead to higher demand.

Higher product demand would likely increase the need for more capital as inventory requirements grew, which could be met through borrowing or a stock offering. No decision has been made at the present time, however, as to which means might be used to raise capital.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Below are selected financial data for the years ended June 30, 2008 and 2007:

| | 2008 | 2007 |
|---|--------------|--------------|
| Revenues | \$ 4,510,200 | \$ 4,440,949 |
| Net income (loss) | \$ (30,825) | \$ 212,081 |
| Net income (loss) per common share | \$ ** | \$ 0.02 |
| Weighted average common shares outstanding | 12,071,725 | 11,920,259 |
| At June 30, 2008 and 2007: | | |
| Total assets | \$ 2,980,112 | \$ 2,576,675 |
| Working capital | \$ 1,692,795 | \$ 1,539,453 |
| Shareholders' equity | \$ 2,355,576 | \$ 2,163,296 |
| **Less than \$.01 | | |

No dividends have been declared or paid during the periods presented.

Results of Operations Fiscal 2008 Compared with Fiscal 2007

Revenues and Cost of Sales — Consolidated gross sales increased \$69,291, or 2%, for the year ended June 30, 2008 (“fiscal 2008”) compared to the year ended June 30, 2007 (“fiscal 2007”). Construction sales consisted of product sales, engineering, delivery and installation fees. Engineering sales consisted of fees for engineering services. Gross profit decreased \$303,490 (16%) from fiscal 2007 to fiscal 2008.

The increase in construction revenues was due to several factors, including adding inside sales support for outside sales reps, thereby freeing up the reps to make more daily contacts; increased marketing efforts, such as regular seminars for building inspectors and architects on our systems and services; and strengthened dealer relationships. Also, product prices were raised in the third quarter to compensate for the increasing cost of steel. In addition, we experienced continued demand for our pour over systems for fiscal 2008 compared to fiscal 2007 which had the added benefit of increasing related installation fees. Growth in engineering sales resulted from both higher demand and quicker turnaround time on jobs.

Cost of sales increased by \$372,740 overall (14%) in fiscal 2008 compared to fiscal 2007. On the construction side, cost of sales increased \$350,518 (14%), and cost of engineering sales also increased \$22,223 (17%). The rise in construction costs was due primarily to the higher steel prices we faced in fiscal 2008. However, efforts were made to secure as much steel as possible just prior to the new higher prices taking effect, thereby alleviating some of the impact of those increases. We anticipate that steel prices will continue to be high for the foreseeable future.

Administrative expenses — These costs increased \$104,299, or 7%, to \$1,646,010 in fiscal 2008 from \$1,541,711 in fiscal 2007. The increase was due primarily to a decrease in payroll costs from \$771,793 in fiscal 2007 to \$889,644 in fiscal 2008 or an increase of \$117,851 (15%). We hired new personnel to capacitate the increase in sales and new customers in fiscal 2008 but the personnel were compensated using different methods and at higher rates. We also expensed common stock issued to certain employees in fiscal 2008 which was higher compared to fiscal 2007.

Other Income (Expense) — These amounts are immaterial to the financial statements taken as a whole and include miscellaneous and sundry items only.

Income Taxes — In fiscal 2008 our income tax expense (credit) was \$(24,977) compared to income tax expense of \$131,778 in fiscal 2007. We increased our deferred tax liability by \$4,579 in fiscal 2008. The primary components of the deferred tax liability relate to timing differences between book and tax depreciation and the treatment of goodwill amortization.

Liquidity and Capital Reserves — Cash flows provided by operations in fiscal 2008 were \$35,465 versus cash flows provided by operations in fiscal 2007 of \$53,872, a decrease of \$18,407. The decrease in cash flows from operations was primarily attributable to lesser net income attributable to the increase in cost of sales in fiscal 2008, an increase in inventory which required cash outlays, an increase in non-cash depreciation expense, receipt of recoverable income taxes of \$57,077 in 2007 and an increase in accounts payable. We also used \$168,760 for capital improvements and purchases of fixed assets in fiscal 2008, while we spent \$153,032 for purchases of fixed assets in fiscal 2007. Financing activities in fiscal 2008 provided \$162,888 compared to \$37,567 provided in fiscal 2007. The main provision of funds in 2008 and 2007 was due to a net increase in borrowings under our line-of-credit agreement of \$125,000 and \$25,000, respectively.

We have historically funded its cash needs through operating income and credit line draws as needed. It will continue to rely on sales revenue as its main source of liquidity and will incur debt primarily to fund inventory purchases as sales growth produces increased product demand. Liquidity needs that cannot be met by current sales revenue may also arise in certain unusual circumstances such as has previously occurred when rain and snow significantly slowed construction activity and resulted in a corresponding decline in demand for our products. In those circumstances, debt

may be added to meet our fixed costs and to maintain inventory in anticipation of a spurt in product demand that generally occurs once a weather-related slowdown has ended.

On a long-term basis, we also anticipate that product demand will increase considerably as it continues to expand its marketing and advertising campaign, which may include the use of television, radio, print and internet advertising. Efforts are well underway to increase the number of out-of-state sales representatives/brokers who will market our products throughout the country. As sales increase, we can add a second shift to meet the additional product demand without having to use funds to expand its production facilities. If additional cash becomes necessary to fund its growth, we may raise this capital through an additional follow-on stock offering rather than taking on more debt. However, there can be no assurance that we will be able to obtain additional equity or debt financing in the future. If we are unable to raise additional capital as needed, our growth potential will be adversely affected, and we would have to significantly modify its plans.

Item 7. Financial Statements

Metwood, Inc.
and Wholly Owned Subsidiary
Audited Financial Statements

As of and for Years Ended
June 30, 2008 and 2007

Lake & Associates,
Certified Public Accountants

7

Table of Contents

Report Of Independent Registered Public Accounting Firm

Balance Sheet as of June 30, 2008 & 2007

Statement of Cash Flow for the years ended June 30, 2008 & 2007

Statement of Stockholders' Equity For Years Ended June 30, 2008 & 2007

Notes to Financial Statements

8

Report Of Independent Registered Public Accounting Firm

To the Board of Directors
Metwood, Inc.
819 Naff Road
Boones Mill, Virginia 24065

We have audited the accompanying consolidated balance sheet of Metwood, Inc. (the "Company") and its wholly-owned subsidiary as of June 30, 2008 and 2007 and related consolidated statements of operations, stockholders' equity, and cash flows for the years ending June 30, 2008 and 2007. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Metwood, Inc. (a Virginia corporation) and its wholly-owned subsidiary as of June 30, 2008 and 2007 and the results of its operations and its cash flows for years ended June 30, 2008 and 2007 in conformity with accounting principles generally accepted in the United States of America.

/S/ Lake & Associates CPA's LLC
Lake & Associates CPA's LLC
Boca Raton FL

October 8, 2008

Edgar Filing: METWOOD INC - Form 10-K

Balance Sheet as of June 30, 2008 & 2007

| Assets | As of June 30,: | |
|--|---------------------|---------------------|
| | 2008 | 2007 |
| Current assets | | |
| Cash and Cash Equivalents | \$ 67,880 | \$ 38,287 |
| Accounts Receivable-Net | 535,799 | 398,042 |
| Inventory | 1,492,924 | 1,210,438 |
| Recoverable Income Taxes | 45,955 | 57,077 |
| Prepaid Expenses and Other Current Assets | 53,184 | 119,412 |
| Total current assets | 2,195,743 | 1,823,256 |
| Fixed Assets | | |
| Leasehold Improvements | 174,385 | 139,585 |
| Furniture, Fixtures and Equipment | 86,341 | 75,851 |
| Computer Hardware, Software & Peripherals | 197,817 | 173,148 |
| Machinery and Shop Equipment | 407,103 | 325,602 |
| Vehicles | 369,451 | 365,501 |
| Total Fixed Assets | 1,235,097 | 1,079,687 |
| Accumulated Depreciation | (703,815) | (579,356) |
| Net Fixed Assets | 531,282 | 500,331 |
| Other Assets | | |
| Goodwill | 253,088 | 253,088 |
| Total assets | \$ 2,980,112 | \$ 2,576,675 |
| Liabilities and stockholders' equity | | |
| Current Liabilities | | |
| Accounts Payable | \$ 290,316 | \$ 233,814 |
| Accrued Expenses | 26,633 | 19,989 |
| Bank Line of Credit Payable | 150,000 | 25,000 |
| Customer Deposits | 36,000 | 5,000 |
| Total Current Liabilities | 502,948 | 283,803 |
| Long Term Liabilities | | |
| Deferred Income Taxes, Net | 121,588 | 117,009 |
| Related Party Payable | - | 12,567 |
| Total Long-Term Liabilities | 121,588 | 129,576 |
| Commitment - Note D and G | - | - |
| Stockholders' equity | | |
| Common Stock (\$.001 par value, 100,000,000 shares authorized: 12,091,399 shares issued and outstanding at June 30, 2008) | 12,091 | 11,924 |
| Common Stock Not Yet Issued (\$.001 par value, 199,600 shares) | 200 | 2 |
| Additional Paid-in-Capital | 1,542,057 | 1,319,317 |
| Retained Earnings | 801,228 | 832,053 |
| Total stockholders' equity | 2,355,576 | 2,163,296 |
| Total liabilities and stockholders' equity | \$ 2,980,112 | \$ 2,576,675 |

See notes to consolidated audited financial statements and auditors' report.

Statement of Operations for the years ended June 30, 2008 & 2007

METWOOD, INC. AND WHOLLY OWNED SUBSIDIARY
Consolidated Income Statements

As of June 30,:

| | 2008 | 2007 |
|--|---------------|---------------|
| Revenues and Cost of Sales: | | |
| Construction Sales | \$ 4,279,487 | \$ 4,262,071 |
| Engineering Sales | 230,713 | 178,878 |
| Gross Sales | 4,510,200 | 4,440,949 |
| Cost of Construction Sales | 2,785,633 | 2,435,115 |
| Cost of Engineering Sales | 153,372 | 131,149 |
| Gross Cost of Sales | 2,939,004 | 2,566,264 |
| Gross Profit | 1,571,195 | 1,874,685 |
| Administrative Expenses: | | |
| Advertising | 106,965 | 123,115 |
| Construction/Bidding Data | 21,557 | 19,287 |
| Depreciation | 64,443 | 57,096 |
| Insurance | 74,503 | 90,396 |
| Office Expense | 26,053 | 35,321 |
| Payroll Expense | 889,644 | 771,793 |
| Professional Fees | 45,385 | 38,970 |
| Rent | 78,850 | 78,600 |
| Research and Development | 68,267 | 13,000 |
| Telephone | 33,362 | 38,734 |
| Travel | 27,140 | 33,148 |
| Vehicle Expense | 57,716 | 62,392 |
| Other | 152,126 | 179,859 |
| Total Expenses | 1,646,010 | 1,541,711 |
| Operating Income | (74,814) | 332,974 |
| Other Income/Expenses | | |
| Loss on Sale of Fixed Assets | 5,864 | - |
| Other Income (Expense) | 13,148 | 10,885 |
| Income (Loss) Before Income Taxes | (55,802) | 343,859 |
| Income Taxes | 24,977 | (131,778) |
| Net Income (Loss) | \$ (30,825) | \$ 212,081 |
| Net Income Per Common Share | | |
| Basic & Fully Diluted | ** | \$ 0.02 |
| ** Less than \$.01 | | |
| Weighted Average Common Shares Outstanding | \$ 12,071,725 | \$ 11,920,259 |

See notes to consolidated audited financial statements and auditors' report.

Statement of Cash Flow for the years ended June 30, 2008 & 2007

METWOOD, INC. AND WHOLLY OWNED SUBSIDIARY
Consolidated Statements of Cash Flows

| | For the years ended June 30, | |
|---|------------------------------|------------------|
| | 2008 | 2007 |
| Cash Flows From Operating Activities: | | |
| Net income (loss) | \$ (30,825) | \$ 212,081 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation | 141,650 | 114,992 |
| Provision for deferred income taxes | 4,579 | 9,855 |
| Loss on sale of fixed assets | 5,864 | - |
| Common stock issued to employees | 172,655 | - |
| (Increase) decrease in operating assets: | | |
| Accounts receivable | (137,757) | 95,598 |
| Inventory | (282,487) | (227,467) |
| Prepaid expenses and other current assets | 66,228 | (35,351) |
| Recoverable income taxes | 11,122 | (57,077) |
| Increase (decrease) in operating liabilities: | | |
| Accounts payable and accrued expenses | 53,436 | 2,829 |
| Customer Deposits | 31,000 | - |
| Current income taxes payable | - | (61,588) |
| Net Cash Provided By Operating Activities | 35,465 | 53,872 |
| Cash Flows From Investing Activities: | | |
| Expenditures for fixed assets | (168,760) | (153,032) |
| Net Cash (Used In) Investing Activities | (168,760) | (153,032) |
| Cash Flows From Financing Activities: | | |
| Incurrence of related party payable | (12,567) | 12,567 |
| Proceeds from employee stock plan | 50,455 | - |
| Borrowings from bank line of credit | 125,000 | 75,000 |
| Repayment of bank line of credit | - | (50,000) |
| Net Cash Provided By Financing Activities | 162,888 | 37,567 |
| Net (Decrease) In Cash and Cash Equivalents | 29,593 | (61,593) |
| Cash and Cash Equivalents: | | |
| Beginning of year | 38,287 | 99,880 |
| End of year | \$ 67,880 | \$ 38,287 |

See notes to consolidated audited financial statements and auditors' report.

Statement of Stockholders' Equity For Years Ended June 30, 2006 - 2008

METWOOD, INC. AND WHOLLY OWNED SUBSIDIARY
Consolidated Statement of Stockholders' Equity

| | Common Shares (000's) | Stock (\$.001 Par) | Common Shares (000's) Not Yet Issued | Stock (\$.001 Par) | Additional Paid-In Capital | Retained Earnings |
|--|-----------------------------|------------------------|---|------------------------|----------------------------------|----------------------|
| Balances, June 30, 2006 | 11,905 | \$ 11,905 | 16 | \$ 16 | \$ 1,319,317 | \$ 619,972 |
| Net income (loss) for year | - | - | - | - | - | 212,081 |
| Issuance of common stock for services rendered | 19 | 19 | - | - | - | - |
| Issuance of common stock subscribed | - | - | (14) | (14) | - | - |
| Balances, June 30, 2007 | 11,924 | \$ 11,924 | 2 | \$ 2 | \$ 1,319,317 | \$ 832,053 |
| Net income (loss) for year | - | - | - | - | - | (30,825) |
| Common stock subscribed but not yet issued | - | - | 198 | 198 | 103,152 | - |
| Shares Cancelled | (5) | (5) | - | - | - | - |
| Issuance of common stock subscribed | 172 | 172 | - | - | 119,588 | - |
| Balances, June 30, 2008 | 12,091 | \$ 12,091 | 200 | \$ 200 | \$ 1,542,057 | \$ 801,228 |

See notes to consolidated audited financial statements and auditors' report.

Notes to Financial Statements

Note A - Summary Of Significant Accounting Policies

Business Activity - Metwood, Inc. (the Company) was organized under the laws of the State of Virginia on April 7, 1993.

Effective June 30, 2000, the Company entered an Agreement and Plan of Reorganization to acquire the majority of the outstanding common stock of a publicly held shell corporation. The acquisition resulted in a tax-free exchange for federal and state income tax purposes. Upon acquisition, the name of the shell corporation was changed to Metwood, Inc. (a Nevada corporation). Metwood, Inc. (a Virginia corporation) became a wholly owned subsidiary of Metwood, Inc. (a Nevada corporation). The transaction was accounted for as a reverse merger in accordance with Accounting Principles Board (APB) Opinion No. 16 wherein the stockholders of Metwood, Inc. (a Virginia corporation) retained the majority of the outstanding common stock of the Company after the merger. The publicly traded shell corporation did not have a material operating history for several years prior to the merger.

Effective January 1, 2002, the Company acquired certain assets of Providence Engineering, PC (Providence), a professional engineering firm with customers in the same proximity as the Company. The total purchase price of \$350,000 was paid with \$60,000 in cash and with 290,000 shares of the Company's common stock to the two Providence shareholders. These shares were valued at the closing active quoted market price of the stock at the effective date of the purchase, which was \$1 per share. One of the shareholders of Providence was also an officer and existing shareholder of the Company prior to the acquisition. The transaction was accounted for under the purchase method of accounting, and the purchase price was allocated as follows:

In prior years, liabilities assumed at the date of acquisition were identified and paid. The amount of the liabilities paid was \$23,088 and has been added to Goodwill.

The consolidated company provides construction-related products and engineering services to residential customers and contractors, commercial contractors, developers and retail enterprises, primarily in southwestern Virginia.

Basis of Presentation — The financial statements include the accounts of Metwood, Inc. (a Nevada corporation) and its wholly owned subsidiary, Metwood, Inc. (a Virginia corporation) prepared in accordance with accounting principles generally accepted in the United States of America and pursuant to the rules and regulations of the Securities and Exchange Commission. All significant intercompany balances and transactions have been eliminated.

Fair Value of Financial Instruments – The carrying amounts reported in the consolidated balance sheet for cash, accounts receivable, inventory, prepaid expenses and other current assets, accounts payable, accrued expenses, customer deposits and bank credit line approximate fair values based on the short-term maturity of these instruments.

Accounts Receivable — The Company grants credit in the form of unsecured accounts receivable to its customers based on an evaluation of their financial condition. The Company performs ongoing credit evaluations of its customers. The estimate of the allowance for doubtful accounts, which is charged off to bad debt expense, is based on management's assessment of current economic conditions and historical collection experience with each customer. At June 30, 2008 allowance for doubtful accounts was approximately \$5,000. Specific customer receivables are considered past due when they are outstanding beyond their contractual terms and are charged off to the allowance for doubtful accounts when determined uncollectible. For the years ended June 30, 2008 and 2007, the bad debt expense was \$9,576 and \$30,887, respectively.

Fixed Assets – Fixed assets are recorded at cost and include expenditures that substantially increase the productive lives of the existing assets. Maintenance and repair costs are expensed as incurred. Depreciation is provided using the

straight-line method. Depreciation of fixed assets is calculated over management prescribed recovery periods that range from three to thirty years.

When a fixed asset is disposed of, its cost and related accumulated depreciation are removed from the accounts. The difference between un-depreciated cost and the proceeds from disposition is recorded as a gain or loss.

Impairment of Long-Lived Assets:

In accordance with SFAS No.144, "Accounting for the Impairment or Disposal of Long-lived Assets", the Company reviews long-lived assets, such as rental equipment and fixed assets, for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset group may not be fully recoverable. Recoverability of asset groups to be held and used is measured by a comparison of the carrying amount of an asset group to estimated undiscounted future cash flows expected to be generated by the asset group. If the carrying amount exceeds its estimated future cash flows, an impairment charge is recognized as the amount by which the carrying amount of an asset group exceeds the fair value of the asset group. The Company evaluated its long-lived assets and no impairment charges were recorded for any of the periods presented.

Management's Use of Estimates — The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. At June 30, 2008, the significant estimates used by management include the valuation of its goodwill. Actual results could differ from those estimates.

Cash and Cash Equivalents — For purposes of the Consolidated Statements of Cash Flows, the Company considers liquid investments with an original maturity of three months or less to be cash equivalents. The Company maintains its cash in bank deposit accounts, which, at times, may exceed the federally insured limit of \$100,000. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on cash and cash equivalents.

Revenue Recognition — Revenue is recognized when goods are shipped and earned or when services are performed, provided collection of the resulting receivable is probable. If any material contingencies are present, revenue recognition is delayed until all material contingencies are eliminated. Further, no revenue is recognized unless collection of the applicable consideration is probable.

Income Taxes — Income taxes are accounted for in accordance with SFAS No. 109, "Accounting for Income Taxes." A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and for net operating loss carry forwards, where applicable. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or the entire deferred tax asset will not be realized. Deferred tax assets and liabilities are adjusted for the effect of changes in tax laws and rates on the date of enactment.

Earnings Per Common Share — Basic earnings per share amounts are based on the weighted average shares of common stock outstanding. If applicable, diluted earnings per share would assume the conversion, exercise or issuance of all potential common stock instruments such as options, warrants and convertible securities, unless the effect is to reduce a loss or increase earnings per share. This presentation has been adopted for the years presented. There were no adjustments required to net income for the years presented in the computation of diluted earnings per share.

Advertising – The Company expenses advertising costs as incurred. However, certain expenditures are treated as prepaid (such as trade show fees) if they are for goods or services which will not be received until after the end of the accounting period, and they are subsequently recognized as expenses in those periods in which the goods or services are received.

Inventory – Inventory, consisting of metal and wood raw materials located in the Company's leased premises and is stated at the lower of cost or market using the first-in, first-out (FIFO) method.

Patents – The Company has been assigned several key product patents developed by certain Company officers. No value has been recorded in the Company's financial statements because the fair value of the patents was not determinable within reasonable limits at the date of assignment.

Research and Development – The Company performs research and development on its metal/wood products, new product lines, and new patents. Costs, if any, are expensed as they are incurred. For the years ended June 30, 2008 and 2007, the expenses relating to research and development were \$68,267 and \$13,000, respectively.

Goodwill – In June 2001 the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 142, "Goodwill and Other Intangible Assets." This statement requires that goodwill and intangible assets deemed to have an indefinite life not be amortized. Instead, such assets are to be tested for impairment annually or immediately if conditions indicate that such an impairment could exist. Transition to the new rules of SFAS 142 requires the completion of a transitional impairment test of goodwill within the first year of adoption. The Company adopted the provisions of SFAS 142 beginning July 1, 2002 and completed the transitional impairment test of goodwill as of July 1, 2002 and again as of June 30, 2008 using discounted cash flow estimates and found no goodwill impairment.

Recent Accounting Pronouncements - In July 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 48 ("FIN 48"), "Accounting for Uncertainty in Income Taxes," an interpretation of FASB Statement No. 109 ("SFAS 109"). The interpretation clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements in accordance with SFAS 109, "Accounting for Income Taxes." It prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken on a tax return. FIN 48 is effective for fiscal years beginning In September 2006, the FASB issued SFAS No. 157 and No. 158. Statement No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. This Statement applies under other accounting pronouncements that require or permit fair value measurements, the Board having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. Accordingly, this Statement does not require any new fair value measurements. However, for some entities, the application of this Statement will change current practice.

Statement No. 158 is an amendment of FASB Statements No. 87, 88, 106, and 132(R). It improves financial reporting by requiring an employer to recognize the over funded or underfunded status of a defined benefit postretirement plan (other than a multi-employer plan) as an asset or liability in its statement of financial position and to recognize changes in that funded status in the year in which the changes occur through comprehensive income of a business entity or changes in unrestricted net assets of a not-for-profit organization. This Statement also improves financial reporting by requiring an employer to measure the funded status of a plan as of the date of its year-end statement of

financial position, with limited exceptions.

The Company does not expect application of SFAS No. 156, 157 and 158 to have a material effect on its financial statements.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" ("SFAS No. 159"). This statement permits entities to choose to measure many financial instruments and certain other items at fair value. Companies should report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. This statement is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. The Company does not plan to measure any of its existing financial assets or liabilities at fair value under the provisions of SFAS No. 159 and, therefore, does not anticipate any material impact to its results of operations or financial position related to the adoption of this standard.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), "Business Combinations" ("SFAS No. 141 (R)"). SFAS No. 141 (R) requires an acquiring entity in a business combination to: (i) recognize all (and only) the assets acquired and the liabilities assumed in the transaction, (ii) establish an acquisition-date fair value as the measurement objective for all assets acquired and the liabilities assumed, and (iii) disclose to investors and other users all of the information they will need to evaluate and understand the nature of, and the financial effect of, the business combination, and, (iv) recognize and measure the goodwill acquired in the business combination or a gain from a bargain purchase. SFAS No. 141 (R) is effective for, and will be applied by the Company to, business combinations occurring after December 15, 2008.

In December 2007, the FASB issued SFAS No. 160, "Non-controlling Interests in Consolidated Financial Statements". SFAS No. 160 requires: (i) non-controlling (minority) interests in subsidiaries to be reported in the same manner as equity, but separate from the parent's equity, in consolidated financial statements; (ii) net income attributable to the parent and the non-controlling interest to be clearly identified and presented on the face of the consolidated statement of income; and (iii) any changes in the parent's ownership interest, while the parent retains the controlling financial interest in its subsidiary, to be accounted for consistently. SFAS No. 160 is effective for fiscal years beginning after December 15, 2008. The Company does not currently have investments in other companies and, therefore, currently does not expect SFAS No. 160 to have a material impact on its financial statements.

In March 2008, the FASB released SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities." SFAS No. 161 requires additional disclosures related to the use of derivative instruments, the accounting for derivatives and the financial statement impact of derivatives. SFAS No. 161 is effective for fiscal years beginning after November 15, 2008. The Company is currently assessing the impact the adoption of SFAS No. 161 will have on the Company's financial statements.

In May 2008, the FASB released SFAS No. 162, "The Hierarchy of Generally Accepted Accounting Principles." SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that presented in conformity with generally accepted accounting principles in the United States of America. SFAS No. 162 will be effective 60 days following the SEC's approval of the PCAOB amendments to AU Section 411, The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles. The Company does not believe SFAS 162 will have a significant impact on the Company's financial statements.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the financial statements upon adoption.

Compensated Absences:

Company Has Not Accrued a Liability for Compensated Absences Because the Amount Cannot Be Reasonably Estimated

Employees of the Company are entitled to paid vacation and paid sick days depending on job classification, length of service, and other factors. Approximately 100% of the Company's salaried employees are paid vacation and sick days. It is not practicable for the Company to estimate the amount of compensation for future absences; accordingly, no liability for compensated absences has been recorded in the accompanying financial statements. The Company's policy is to recognize the costs of compensated absences when actually paid to employees.

Note B – Supplemental Cash Flow Information

Supplemental disclosures of cash flow information for the years ended June 30, 2008 and 2007 are summarized as follows:

Note C – Related Party Transactions

For the years ended June 30, 2008, the Company had sales of \$119,100 to a company owned by the CEO, Robert Callahan. For the year ended June 30, 2007, the Company had sales of \$36,383 to its shareholder and CEO, Robert Callahan. As of June 30, 2008, the related party receivable with Mr. Callahan and the company he owns was \$-0-

As of June 30, 2007, the Company had a related party payable to Cahas Mountain Properties, Inc. a company owned by Mr. Callahan, for monies advanced. The balance was paid in full as of June 30, 2008.

Note D – Commitment

In prior years, the Company implemented a stock-based incentive compensation plan for its employees. Participating employees have an after-tax deduction withheld by the Company throughout the calendar year. As of December 31 of each year, the employee is considered vested in the plan, and the Company will match the participating employee's withheld amounts. The Company may also make a discretionary contribution based upon pay incentives or attendance. Periodically, the Company will purchase restricted stock on behalf of the employee in the amount of his withholdings, the Company's match, and any discretionary contributions.

Note E – Short-Term Borrowings And Credit Arrangements

The Company has available a \$600,000 revolving line of credit with a local bank. Interest is payable monthly on the outstanding balance at the prime lending rate, which was 5.0% as of June 30, 2008. The note is secured by accounts receivable, equipment, general intangibles, inventory, and fixtures and furniture and is personally guaranteed by the Company's CEO. The balance outstanding as of June 30, 2008 was \$150,000.

Note F – Equity

During the years ended June 30, 2008 and 2007, the Company issued 172,250 and -0- common shares for the benefit of employees included in the Company's stock based incentive compensation. During June 30, 2008 the company approved but did not issue an additional 199,600 shares to be issued under the stock based incentive compensation plan. The value was \$223,110 and \$-0-, respectively. The employee contribution totaled 50,455. The net cost to the company was \$172,655. The common shares were valued at the fair market value of the shares at the time of issuance as determined by the closing share price in accordance with FASB 123 (R).

Note G – Sale of Fixed Assets and Related Operating Lease

During the year ended June 30, 2006, the Company entered into a sales and leaseback transaction with a related party. The Company sold its various buildings at its corporate headquarters which house its manufacturing plants, executive offices, and other buildings for \$600,000 in cash. The Company simultaneously entered into a commercial lease agreement with this entity whereby the Company is committed to lease back these same properties for \$6,200 per month over a ten year term expiring on December 31, 2014. Rent expense charged to operations for the years ended

June 30, 2008 and 2007 was \$78,850 and \$78,600, respectively.

Future minimum rental payments as of June 30, 2008 in the aggregate and for each of the five succeeding years and thereafter are as follows:

Note H – Income Tax

The components of income tax expense for the years ended June 30, 2008 and 2007 consist of:

The reconciliation of the provision for income taxes at the U. S. federal statutory income tax rate of 39% to the Company's income taxes for the years ending June 30, 2007 and 2008 is as follows:

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amount used for federal and state income tax purposes. Deferred tax liabilities at June 30, 2008 were \$121,588, net of deferred tax assets of \$-0-. The components of these amounts are as follows:

Note I – Concentrations

There is no single customer or group of related customers from whom the Company derived more than 10% of its accounts receivable as of June 30, 2008. The Company is potentially vulnerable to a concentration-related risk with respect to its metal suppliers, however, since three vendors supply approximately 70% of the metal used in the manufacture of the Company's products, though these vendors have been used primarily because of their competitive pricing. Several other metal suppliers are available to the Company, but purchasing from them, should that become necessary, would likely result in increased costs.

Note J – Segment Information

The Company operates in two principal business segments: (1) construction-related products and (2) engineering services. Performance of each segment is evaluated based on profit or loss from operations before income taxes. These reportable segments are strategic business units that offer different products and services. Summarized revenue and expense information by segment for the years ended June 30, 2007 and 2008 is as follows:

16

Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 8A. Controls and Procedures

- a. Our Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act"), as of the end of the period covered by this Annual Report (the "Evaluation Date"). Based on such evaluation, such officers have concluded that, as of the Evaluation Date, our disclosure controls and procedures are effective in alerting our management on a timely basis to material information required to be disclosed in our reports filed under the Exchange Act.
- b. There have been no significant changes in our internal controls or in other factors that could significantly affect such controls since the Evaluation Date.

PART III

Item 9. Directors and Executive Officers of the Registrant

Identification of Directors and Executive Officers

The following table sets forth the names and the nature of all positions and offices held by all directors and executive officers for the year ending June 30, 2008 and to the date of the filing of this report and the periods during which each such director or executive officer has served in his or her respective positions:

| Name | Position and Background |
|--------------------|------------------------------------|
| Robert M. Callahan | President, Chief Executive officer |

Mr. Callahan has been involved in the building industry for over thirty years. He is well recognized in southwestern Virginia as an innovator in the uses of passive solar design and wood/metal products in custom home building. Along with Mr. Ronald Shiflett, he formed Metwood, Inc. in 1993 to bring light-gage construction, used in commercial building for years, into common use in residential construction.

| | |
|-------------------|---|
| Shawn A. Callahan | Secretary/Treasurer, Vice President/General Manager, Chief Financial Officer |
|-------------------|---|

Education: B.S. Computer Science and Mathematics, Virginia Military Institute

Since starting with Metwood, Inc. in May 1996, Mr. Callahan has played a major role in our restructuring, increasing production, improving efficiency, and developing computer aids for us.

Term of Office

The term of office of the current directors shall continue until new directors are elected or appointed.

Family Relationships

Robert Callahan is the father of Shawn Callahan.

Involvement in Certain Legal Proceedings

Except as indicated below and to the knowledge of management, during the past five years, no present or former director, person nominated to become a director, executive officer, promoter or control person of us:

- (1) was a general partner or executive officer of any business by or against which any bankruptcy petition was filed, whether at the time of such filing or two years prior thereto;
- (2) was convicted in a criminal proceeding or named the subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);
- (3) was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities;
- (4) was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any federal or state authority barring, suspending or otherwise limiting for more than sixty days the right of such person to engage in any activity described above under this Item, or to be associated with persons engaged in any such activity; or
- (5) was found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, nor has a judgment been reversed, suspended, or vacated.

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our directors, officers and persons who own more than 10% of our common stock or other registered class of equity securities to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers, directors and greater than 10% shareholders are required to furnish us with copies of all Section 16(a) forms they file.

Based solely on a review of the forms received covering purchase and sale transactions in our common stock during the fiscal year ended June 30, 2008, we believe that each person who, at any time during that period, was a director, executive officer, or beneficial owner of more than 10% of our common stock complied with all Section 16(a) filing requirements.

Item 10. Executive Compensation

The following table sets forth in summary form the compensation received during each of our last three fiscal years by our President and Chief Executive Officer, Robert M. Callahan:

Summary Compensation Table

| Fiscal Year | Annual Salary (1) | Bonuses (2) | Other Compensation (3) | Restricted Stock Awards (4) | LTIP Options (5) | Restricted Stock Bonuses (5) |
|-------------|----------------------|----------------|---------------------------|--------------------------------|---------------------|---------------------------------|
| 2008 | \$ 84,032 | 14,300 | -0- | -0- | -0- | -0- |
| 2007 | \$ 143,034 | 17,750 | -0- | -0- | -0- | -0- |
| 2006 | \$ 79,000 | 5,000 | -0- | -0- | -0- | -0- |

(1) The dollar value of base salary (cash and non-cash) received, including amounts paid to Carolyn Callahan, wife of Robert M. Callahan.

(2) The dollar value of bonuses (cash and non-cash) received.

(3) During the periods covered by the table, we did not pay any other annual compensation not properly categorized as salary or bonus, including perquisites and other personal benefits, securities or property.

(4) During the periods covered by the table, we did not make any award of restricted stock.

(5) We currently have no stock option or restricted stock bonus plans.

No member of our management has been granted any option or stock appreciation right; accordingly, no tables relating to such items have been included within this item.

Compensation of Directors

There are no standard arrangements pursuant to which our directors are compensated for any services provided as director. No additional amounts are payable to our directors for committee participation or special assignments.

There are no arrangements pursuant to which any of our directors was compensated during our last completed fiscal year or the previous two fiscal years for any services provided as director.

Termination of Employment and Change of Control Arrangement

There are no compensatory plans or arrangements, including payments to be received from us, with respect to any person named in the Summary Compensation Table set out above which would in any way result in payments to any such person because of his resignation, retirement or other termination of such person's employment with us or our subsidiaries, or any change in control of us, or a change in the person's responsibilities following a change in control of us.

Item 11 . Security Ownership of Certain Beneficial Owners and Management

Security Ownership of Certain Beneficial Owners

The following table sets forth the shares held by those persons who owned more than five percent of Metwood's common stock as of October 14, 2008, based upon 12,091,399 shares outstanding:

Greater Than 5% Owners

| Title of Class | Name and Address of Beneficial Owner | No. of Shares | | Percent of Class |
|----------------|---|---------------|-----|------------------|
| Common | Robert Callahan 819 Naff Road Boones Mill, VA 24065 | 6,034,550 | (1) | 49.9% |
| Common | Ronald Shiflett 819 Naff Road Boones Mill, VA 24065 | 2,151,282 | (2) | 17.8% |

(1) Includes direct and indirect interests. There are 4,000,000 common shares included in this amount that are owned in the names of family members of Mr. Callahan.

(2) Ronald Shiflett has authorized Robert M. Callahan to have the voting rights for his shares of stock.

Security Ownership of Management

The following table sets forth the shares held by Metwood directors and officers as of October 14, 2008:

Management Ownership

| Title of Class | Name and Address of Beneficial Owner | No. of Shares | | Percent of Class |
|----------------|---|---------------|-----|------------------|
| Common | Robert Callahan 819 Naff Road Boones Mill, VA 24065 | 6,034,550 | (1) | 49.9% |

(1) Includes direct and indirect interests. There are 4,000,000 common shares included in this amount that are owned in the names of family members of Mr. Callahan.

* Less than 1%

Ownership of shares by directors and officers of Metwood as a group: 49.9%.

Changes in Control

We know of no contractual arrangements which may at a subsequent date result in a change our control.

Item 12 . Certain Relationships and Related Transactions

Following are the transactions between Metwood and members of management, directors, officers, 5% shareholders, and promoters of Metwood:

We contract with a construction company 50% owned by our CEO which provides capital improvements and maintenance work on our buildings and grounds.

On January 3, 2005, we entered into a sales and leaseback transaction with Cahas Mountain Properties, LLC (“Cahas”). Cahas is an LLC that is partially owned by members of the Callahan family which are also officers and directors of us. We sold our various buildings at our corporate headquarters which house our manufacturing plants, executive offices, and other buildings on January 3, 2005 for \$600,000 in cash. We simultaneously entered into a commercial lease agreement with this entity whereby we committed to lease back these same properties for \$6,200 per month over a ten year term. We paid \$78,600 in rent to Cahas during each of fiscal 2008 and fiscal 2007, respectively.

Item 13 . Exhibits and Reports on Form 8-K

(a) Exhibits

See
index to
exhibits

(b) Reports on Form 8-K

None.

Item 14 . Principal Accountant Fees and Services

The following table sets forth the aggregate fees billed by Lake & Associates, CPA’s, PA and Bongiovanni & Associates, CPA’s for audit services rendered in connection with the consolidated financial statements and reports for the years ended June 30, 2008 and 2007, respectively:

| | 2008 | 2007 |
|--------------------|-----------|-----------|
| Audit fees | \$ 20,000 | \$ 20,000 |
| Audit-related fees | — | — |
| Tax fees | — | — |
| All other fees | — | — |
| Total fees | \$ 20,000 | \$ 20,000 |

Audit fees: Consist of fees billed for professional services rendered for the audits of our consolidated financial statements and reviews of the interim consolidated financial statements included in quarterly reports and services that are normally provided by our auditors in connection with statutory and regulatory filings or engagements and attest services, except those not required by statute or regulation.

Audit-related fees: Consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under “Audit fees.” These services include accounting consultations in connection with the Sarbanes-Oxley Act of 2002.

Tax fees: Consist of fees billed for tax compliance, tax advice and tax planning services.

All other fees: Consist of fees billed for all other services other than those reported above.

19

SIGNATURES

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

Date: October 14, 2008 /s/ Robert M. Callahan
Robert M. Callahan
President, CEO and Director

Date: October 14, 2008 /s/ Shawn A. Callahan
Shawn A. Callahan
Secretary/Treasurer and Director/CFO

INDEX TO EXHIBITS

| NUMBER | DESCRIPTION OF EXHIBIT |
|--------|--|
| 3(i)* | Articles of Incorporation |
| 3(ii)* | By-Laws |
| 31.1 | <u>Certification of Chief Executive Officer Pursuant to Securities Exchange Act Rules 13a-14 and 15d-14 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> |
| 31.2 | <u>Certification of Chief Financial Officer Pursuant to Securities Exchange Act Rules 13a-14 and 15d-14 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> |
| 32 | <u>Certifications Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350)</u> |

*Incorporated by reference on Form 8-K, filed February 16, 2000.