

INDUSTRIAL SERVICES OF AMERICA INC /FL  
Form 10-Q  
November 16, 2009

**FORM 10-Q**

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended September 30, 2009

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the Transition Period From \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 0-20979

INDUSTRIAL SERVICES OF AMERICA, INC.  
(Exact Name of Registrant as specified in its Charter)

Florida  
(State or other jurisdiction of  
Incorporation or Organization)

59-0712746  
(IRS Employer  
Identification No.)

7100 Grade Lane, PO Box 32428  
Louisville, Kentucky 40232  
(Address of principal executive offices)

(502) 368-1661  
(Registrant's Telephone Number, Including Area Code)

Check whether the registrant (1) has filed all Reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to

file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No \_\_\_

Indicate by check mark 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 (Section 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 \_\_\_

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 the 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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of September 30, 2009: 4,286,292.

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INDUSTRIAL SERVICES OF AMERICA, INC. AND SUBSIDIARIES

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Part I -- FINANCIAL INFORMATION

ITEM 1: Condensed CONSOLIDATED FINANCIAL STATEMENTS.

INDUSTRIAL SERVICES OF AMERICA, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS

|                           | <u>September 30,</u><br><u>2009</u><br><u>(Unaudited)</u> | <u>December 31,</u><br><u>2008</u> |
|---------------------------|---|------------------------------------|
| Current assets            |   |                                    |
| Cash and cash equivalents | \$ 962,301  | \$ 1,103,842                       |

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|  |                |                |
|--|----------------|----------------|
| Income tax receivable  | 36,016         | 36,016         |
| Accounts receivable - trade (after allowance<br>for doubtful accounts of \$100,000 in 2009<br>and \$490,000 in 2008) | 15,957,026     | 3,811,484      |
| Net investment in sales-type leases  | 61,364         | 54,629         |
| Inventories  | 21,369,791     | 4,371,348      |
| Deferred income taxes  | 912,337        | 912,337        |
| Other  | 603,880        | 126,902        |
| <br>Total current assets   | <br>39,902,715 | <br>10,416,558 |
| Shredder system construction in progress   | -              | 6,547,902      |
| Net property and equipment   | 28,999,132     | 10,895,477     |
| Total property and equipment   | 28,999,132     | 17,443,379     |
| <br>Other Assets   |                |                |
| Goodwill   | 560,005        | 560,005        |
| Net investment in sales-type leases  | 24,315         | 71,222         |
| Notes receivable -- related party  | 138,907        | 167,594        |
| Other assets   | 427,225        | 132,672        |
|  | 1,150,452      | 931,493        |
|  | \$ 70,052,299  | \$ 28,791,430  |

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See accompanying notes to consolidated financial statements.

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INDUSTRIAL SERVICES OF AMERICA, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

CONTINUED

LIABILITIES AND STOCKHOLDERS' EQUITY

|   | <u>September 30, 2009</u><br><u>(Unaudited)</u> | <u>December 31,</u><br><u>2008</u> |
|---|---|------------------------------------|
| Current liabilities   |   |                                    |
| Current maturities of long term debt (Note 4)   | \$ 12,524,963                                   | \$ 857,863                         |
| Current maturities of capital lease obligation  | 40,481  | 80,771                             |
| Accounts payable  | 12,992,851                                      | 3,701,895                          |
| Income tax payable  | 2,447,791                                       | 566,025                            |
| Note payable to BB&T (Note 4)   | 5,000,000                                       | -                                  |
| Liability for legal settlements   | -   | 1,037,165                          |
| Interest rate swap agreement liability (Note 4)   | 647,723   | 792,236                            |
| Accrued bonuses   | 1,338,800                                       | 54,500                             |
| Other current liabilities   | 658,277   | 337,231                            |
| Total current liabilities   | 35,650,886                                      | 7,427,686                          |
| Long-term liabilities   |   |                                    |
| Long-term debt (Note 4)   | 13,626,501                                      | 8,510,014                          |
| Capital lease obligation  | -   | 20,798                             |
| Deferred income taxes   | 549,520   | 491,715                            |
|   | 14,176,021                                      | 9,022,527                          |
| Stockholders' equity  |   |                                    |
| Common stock, \$.005 par value, 10,000,000 shares<br>authorized, 4,795,000 shares issued in 2009 and 2008,<br>4,286,292 shares and 3,575,292 shares outstanding in 2009<br>and 2008, respectively | 23,975  | 21,475                             |
| Additional paid-in capital  | 7,347,275                                       | 3,742,373                          |
| Retained earnings   | 14,338,589                                      | 10,601,102                         |
| Accumulated other comprehensive loss  | (388,634)                                       | (475,342)                          |
| Treasury stock, 508,708 and 719,708 shares at average cost<br>in 2009 and 2008, respectively  | (1,095,813)                                     | (1,548,391)                        |
|   | 20,225,392                                      | 12,341,217                         |
|   | \$ 70,052,299                                   | \$ 28,791,430                      |

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See accompanying notes to consolidated financial statements.

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## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

THREE MONTHS ENDED SEPTEMBER 30, 2009 AND 2008

(UNAUDITED)

|   | <u>2009</u>         | <u>2008</u>         |
|---|---------------------|---------------------|
| Revenue from services                       | \$ 1,552,696        | \$ 4,875,379        |
| Revenue from product sales                  | 78,416,778          | 23,962,449          |
| <b>Total Revenue</b>                        | <b>79,969,474</b>   | <b>28,837,828</b>   |
| Cost of goods sold for services             | 972,874             | 4,588,163           |
| Cost of goods sold for product sales        | 72,483,157          | 19,786,821          |
| <b>Total Cost of goods sold</b>             | <b>73,456,031</b>   | <b>24,374,984</b>   |
| Selling, general and administrative expense | 2,606,476           | 2,522,428           |
| <b>Income before other income (expense)</b> | <b>3,906,967</b>    | <b>1,940,416</b>    |
| Other income (expense)                      |                     |                     |
| Interest expense                            | (350,589)           | (76,628)            |
| Interest income                             | 5,619               | 19,060              |
| Gain on sale of assets                      | 42,137              | 14,133              |
| Other income (expense)                      | (2,111)             | 158,884             |
|   | (304,944)           | 115,449             |
| <b>Income before income taxes</b>           | <b>3,602,023</b>    | <b>2,055,865</b>    |
| Income tax provision                        | 1,440,809           | 775,750             |
| <b>Net income</b>                           | <b>\$ 2,161,214</b> | <b>\$ 1,280,115</b> |
| Basic earnings per share                    | \$ 0.55             | \$ 0.36             |
| Diluted earnings per share                  | \$ 0.55             | \$ 0.36             |
| Weighted shares outstanding:                |                     |                     |
| Basic                                       | 3,900,422           | 3,593,966           |
| Diluted                                     | 3,909,723           | 3,593,966           |

See accompanying notes to consolidated financial statements.

5.

INDUSTRIAL SERVICES OF AMERICA, INC.  
AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
NINE MONTHS ENDED SEPTEMBER 30, 2009 AND 2008

(UNAUDITED)

|   | <u>2009</u>         | <u>2008</u>         |
|---|---------------------|---------------------|
| Revenue from service                        | \$ 5,720,398        | \$ 13,759,177       |
| Revenue from product sales                  | 137,623,313         | 75,673,131          |
| <b>Total Revenue</b>                        | <b>143,343,711</b>  | <b>89,432,308</b>   |
| Cost of goods sold for services             | 4,388,861           | 12,855,591          |
| Cost of goods sold for product sales        | 124,305,531         | 62,235,557          |
| <b>Total Cost of goods sold</b>             | <b>128,694,392</b>  | <b>75,091,148</b>   |
| Selling, general and administrative expense | 7,756,020           | 7,701,687           |
| <b>Income before other income (expense)</b> | <b>6,893,299</b>    | <b>6,639,473</b>    |
| Other income (expense)                      |                     |                     |
| Interest expense                            | (702,255)           | (305,197)           |
| Interest income                             | 27,779              | 63,057              |
| Gain on sale of assets                      | 53,109              | 30,614              |
| Other income (expense)                      | (42,787)            | 287,550             |
|   | (664,154)           | 76,024              |
| <b>Income before income taxes</b>           | <b>6,229,145</b>    | <b>6,715,497</b>    |
| Income tax provision                        | 2,491,658           | 2,686,199           |
| <b>Net income</b>                           | <b>\$ 3,737,487</b> | <b>\$ 4,029,298</b> |
| Basic earnings per share                    | \$ 1.01             | \$ 1.12             |
| Diluted earnings per share                  | \$ 1.01             | \$ 1.12             |
| Weighted shares outstanding:                |                     |                     |

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|         |           |           |
|---------|-----------|-----------|
| Basic   | 3,710,395 | 3,602,703 |
| Diluted | 3,713,529 | 3,602,703 |

See accompanying notes to consolidated financial statements.

6.

INDUSTRIAL SERVICES OF AMERICA, INC.  
AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY  
NINE MONTHS ENDED SEPTEMBER 30, 2009

(UNAUDITED)

|  | <u>Common Stock</u> |          | Additional<br>Paid-in<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Loss | <u>Treasury Stock</u> |                | Total        |
|--|---------------------|----------|----------------------------------|----------------------|---|-----------------------|----------------|--------------|
|  | Shares              | Amount   |                                  |                      |   | Shares                | Cost           |              |
| <b>Balance as of<br/>December 31, 2008</b>                         | 4,295,000           | \$21,475 | \$3,742,373                      | \$10,601,102         | \$ (475,342)                                  | (719,708)             | \$ (1,548,391) | \$12,341,217 |
| Net unrealized loss<br>on derivative<br>instruments, net of<br>tax | -                   | -        | -                                | -                    | 86,708  | -                     | -              | 86,708       |
| Stock bonuses  | -                   | -        | 37,402                           | -                    | -   | 11,000                | 22,578         | 59,980       |
| Purchase of real<br>estate (CGR)                                   | -                   | -        | 370,000                          | -                    | -   | 200,000               | 430,000        | 800,000      |
| Purchase of real<br>estate (GL)                                    | 500,000             | 2,500    | 3,197,500                        | -                    | -   | -                     | -              | 3,200,000    |
| Net income   | -                   | -        | -                                | 3,737,487            | -   | -                     | -              | 3,737,487    |
| <b>Balance as of<br/>September 30, 2009</b>                        | 4,795,000           | \$23,975 | \$7,347,275                      | \$14,338,589         | \$ (388,634)                                  | (508,708)             | \$ (1,095,813) | \$20,225,392 |

CGR = 3409  
Campground Road



GL = 7124 & 7200  
Grade Lane

See accompanying notes to consolidated financial statements.

7.

INDUSTRIAL SERVICES OF AMERICA, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

NINE MONTHS ENDED SEPTEMBER 30, 2009 AND 2008

(UNAUDITED)

|  | 2009         | 2008         |
|--|--------------|--------------|
| Cash flows from operating activities                                       |              |              |
| Net income   | \$ 3,737,487 | \$ 4,029,298 |
| Adjustments to reconcile net income to net cash from operating activities: |              |              |
| Depreciation and amortization  | 2,024,559    | 1,575,843    |
| Stock distribution to employees  | 59,980       | -            |
| Deferred income taxes  | 144,513      | 880,000      |
| Reduction in provision for doubtful accounts                               | (390,000)    | -            |
| Gain on sale of property and equipment                                     | (53,108)     | (30,614)     |
| Change in assets and liabilities   |              |              |
| Receivables  | (11,755,542) | (2,069,243)  |
| Net investment in sales-type leases  | 40,172       | 47,968       |
| Inventories  | (7,889,385)  | (1,843,786)  |
| Other assets   | 771,531      | 284,903      |
| Accounts payable   | 9,290,956    | 201,692      |
| Other current liabilities  | 2,305,434    | 2,090,954    |
| Net cash from operating activities   | (3,256,465)  | 5,167,015    |
| Cash flows from investing activities                                       |              |              |
| Proceeds from sale of property and equipment                               | 86,022       | 82,827       |
| Purchases of property and equipment  | (1,677,756)  | (2,453,593)  |
| Payments for shredder system   | (6,436,584)  | (2,946,360)  |
| Acquisition from Venture Metals  | (10,607,944) | -            |

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|  |                   |                     |
|--|-------------------|---------------------|
| Payments from related party  | 28,687            | 27,155              |
| Net cash from investing activities                                     | (18,607,575)      | (5,289,971)         |
| Cash flows from financing activities                                   |                   |                     |
| Purchases of common stock  | -                 | (527,687)           |
| Issuance of common stock   | -                 | 161,400             |
| Proceeds from note payable to BB&T                                     | 5,000,000         | -                   |
| Payments on capital lease obligation                                   | (61,088)          | (113,312)           |
| Payment of cash dividend   | -                 | (364,190)           |
| Proceeds from long-term debt   | 20,202,887        | 6,513,703           |
| Payments on long-term debt   | (3,419,300)       | (3,988,504)         |
| Net cash from financing activities                                     | 21,722,499        | 1,681,410           |
| Net increase/(decrease) in cash  | (141,541)         | 1,558,454           |
| Cash at beginning of period  | 1,103,842         | 1,501,685           |
| <b>Cash at end of period</b>   | <b>\$ 962,301</b> | <b>\$ 3,060,139</b> |
| Supplemental disclosure of cash flow information                       |                   |                     |
| Cash paid for interest   | \$ 702,255        | \$ 305,197          |
| Cash paid for taxes  | \$ 642,717        | \$ 291,214          |
| Supplemental disclosure of noncash investing and financing activities: |                   |                     |
| Common stock issued to acquire real estate                             | 4,000,000         |                     |

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See accompanying notes to consolidated financial statements.

8.

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INDUSTRIAL SERVICES OF AMERICA, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

**NOTE 1 -- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of Presentation*

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U. S. generally accepted accounting principles (GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U. S. generally accepted accounting principles for complete consolidated financial statements. The information furnished includes all adjustments, which are, in the opinion of management, necessary to present fairly our financial position as of September 30, 2009 and the results of our operations and changes in our cash flow for the periods ended September 30, 2009 and 2008. Results of operations for the period ended September 30, 2009 are not necessarily indicative of the results that may be expected for the entire year. Additional information, including the audited December 31, 2008 consolidated financial statements and the Summary of Significant Accounting Policies, is included in our Annual Report on Form 10-K for the year ended December 31, 2008 on file with the Securities and Exchange Commission.

*Adoption of the FASB Accounting Standards Codification*

In June 2009, the Financial Accounting Standards Board (FASB) issued the FASB Accounting Standards Codification (ASC). Effective this quarter, the ASC became the single source for all authoritative GAAP recognized by the FASB and is required to be applied to financial statements issued for interim and annual periods ending after September 15, 2009. The ASC does not change GAAP and did not impact our consolidated financial statements.

*Fair Value*

We carry certain of our financial assets and liabilities at fair value on a recurring basis. These financial assets and liabilities are composed of trading account assets, investment securities available for sale and various types of derivative instruments. In addition, we measure certain assets, such as goodwill and other long-lived assets, at fair value on a non-recurring basis to evaluate those assets for potential impairment. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

In accordance with the accounting standard, which we adopted effective January 1, 2008, we categorize our financial assets and liabilities into the following fair value hierarchy:

Level 1 - Financial assets and liabilities with values based on unadjusted quoted prices for identical assets or liabilities in an active market. Examples of level 1 financial instruments include active exchange-traded equity securities and certain U.S. government securities.

Level 2 - Financial assets and liabilities with values based on quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability. Examples of level 2 financial instruments include commercial paper purchased from the State Street-administered asset-backed commercial paper conduits, various types of interest-rate derivative instruments, and various types of fixed-income investment securities. Pricing models are utilized to estimate fair value for certain financial assets and liabilities categorized in level 2.

Level 3 - Financial assets and liabilities with values based on prices or valuation techniques that require inputs that are both unobservable in the market and significant to the overall fair value measurement. These inputs reflect management's judgment about the assumptions that a market participant would use in pricing the asset or liability, and are based on the best available information, some of which is internally developed. Examples of level 3 financial instruments include certain corporate debt, asset- and mortgage-backed securities and certain derivative instruments with little or no market activity and a resulting lack of price transparency.

When determining the fair value measurements for financial assets and liabilities carried at fair value on a recurring basis, we consider the principal or most advantageous market in which we would transact and consider assumptions that market participants would use when pricing the asset or liability. When possible, we look to active and observable markets to price identical assets or liabilities. When identical assets and liabilities are not traded in active markets, we look to market observable data for similar assets and liabilities. Nevertheless, certain assets and liabilities are not actively traded in observable markets, and we use alternative valuation techniques to derive fair value measurements.

We use the fair value methodology outlined in the related accounting standard to value the assets and liabilities for cash, debt and derivatives. All of our cash is defined as Level 1 and all our debt and derivative contracts are defined as Level 2. The following table represents our fair value hierarchy for financial instruments at September 30, 2009:

| Asset/Liability           | Level 1    | Level 2         | Level 3 | Total        |
|---------------------------|------------|-----------------|---------|--------------|
| Cash and cash equivalents | \$ 962,301 | -               | -       | \$ 962,301   |
| Long term debt            | -          | \$ (31,151,464) | -       | (31,151,464) |
| Derivative Contract       | -          | (647,723)       | -       | (647,723)    |

*Subsequent Events*

We have evaluated the period from September 30, 2009 through November 16, 2009, the date the financial statements herein were issued, for subsequent events requiring recognition or disclosure in the financial statements. No material subsequent events were identified.

*Accounting Standards Issued Not Yet Adopted*

In June 2009, the FASB issued authoritative guidance on accounting for transfers of financial assets, which is effective for reporting periods beginning after November 15, 2009. This new guidance limits the circumstances in which a financial asset may be de-recognized when the transferor has not transferred the entire financial asset or has continuing involvement with the transferred asset. The concept of a qualifying special-purpose entity, which had previously facilitated sale accounting for certain asset transfers, is removed by this new guidance. We expect that the adoption of this new guidance will not have a material effect on our financial position or results of operations.

In June 2009, the FASB issued authoritative guidance on accounting for variable interest entities (VIE), which is effective for reporting periods beginning after November 15, 2009 and changes the process for how an enterprise determines which party consolidates a VIE, to a primarily qualitative analysis. The party that consolidates the VIE (the primary beneficiary) is defined as the party with (1) the power to direct activities of the VIE that most significantly affect the VIE's economic performance and (2) the obligation to absorb losses of the VIE or the right to receive benefits from the VIE. Upon adoption, reporting enterprises must reconsider their conclusions on whether an entity should be consolidated and should a change result, the effect on net assets will be recorded as a cumulative effect adjustment to retained earnings. We expect that the adoption of this new guidance will not have a material effect on our financial position or results of operations.

**NOTE 2 -- INCOME STATEMENT RECLASSIFICATIONS**

We have reclassified certain items in the accompanying Financial Statements and Notes to the Financial Statements for the prior period in order to be comparable with the current classifications. These reclassifications had no effect on previously reported net income. We have reclassified certain expenses in our income statement to more accurately reflect segment performance and we have reclassified cost of goods sold and selling, general and administrative expenses for the quarter ended September 30, 2008 to be consistent with current presentation. These reclassifications had no effect on previously reported net income.

**NOTE 3 -- ESTIMATES**

In preparing the condensed consolidated financial statements in accordance with U. S. generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X, management must make estimates and assumptions. These estimates and assumptions affect the amounts reported for assets, liabilities, revenues and expenses, as well as affecting the disclosures provided. Future results could differ from the current estimates.

#### **NOTE 4 -- LONG TERM DEBT AND NOTES PAYABLE TO BANK**

On June 30, 2009, we executed a promissory note, loan agreement and related security documents with Branch Banking and Trust Company in the amount of \$5,000,000 to support our ongoing growth and as a first step in our planned and forthcoming restructuring of our banking facilities. Over the past seven years, we have been acquiring real estate and have made substantial investments in our real property infrastructure using operating cash. We have acquired a valuable portfolio of real estate and this is a first step in maximizing its value to us.

Together with the loan agreement we executed a promissory note, which matured September 28, 2009 at which time the principal plus accrued interest thereon was to be paid in full. On October 15, 2009, we executed a note modification agreement, which extended the maturity date to December 15, 2009. The note payable is a non-revolving credit facility and provides that we may borrow from time to time through the maturity date. The loan bears interest at the one month LIBOR plus 3.25% per annum, which shall be adjusted monthly on the first day of each month for each LIBOR interest period. The minimum rate of interest is 4.5%, which was the interest rate as of September 30, 2009. Accrued interest is payable monthly commencing November 15, 2009 with the balance due at maturity on December 15, 2009. We have secured the note payable with mortgages, related assignments of leases and rents and environmental certificates against our properties or those of our affiliates, ISA Real Estate, LLC, ISA Indiana Real Estate, LLC and 7021 Grade Lane, LLC. In addition we have cross-collateralized this note with our other indebtedness owed to BB&T. As a result of this short term financing BB&T has reduced our available amount under the BB&T Bankcard from \$2.5 million to an amount not to exceed \$500,000 so long as this note is outstanding. In addition to the cross-collateralization of these other financings with this note, if ISA defaults on any note with BB&T, it is considered to have defaulted on all notes with BB&T. The terms of the note payable agreement place certain restrictive covenants on us, including maintenance of a specified tangible net worth, debt to net worth and EBITA ratio. Consequently, these covenants restrict our ability to incur as much additional debt as we may desire for future growth. At September 30, 2009, we were in compliance with all restrictive covenants related to our indebtedness owed to BB&T. As of September 30, 2009, the outstanding balance on this note payable was \$5,000,000.

Management is currently in discussions with BB&T and several other banks regarding the modification of the current debt structure with targeted completion prior to the December 15, 2009 maturity date of the note described above and would ideally consolidate all of our outstanding debt. Currently, no commitments are in place with any of the banks to facilitate this modification.

Last year, we entered into three interest rate swap agreements swapping variable rates for fixed rates. The first swap agreement covers \$5.8 million in debt and commenced October 15, 2008 and matures on April 7, 2014. The second

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swap agreement covers approximately \$2.7 million in debt and commenced October 15, 2008 and matures on May 7, 2013. The third swap agreement covers approximately \$571,000 in debt and commenced October 22, 2008 and matures on October 22, 2013. The three swap agreements fix our interest rate at approximately 5.8%. At September 30, 2009, we recorded the estimated fair value of the three swaps at approximately \$648,000. We entered into the swap agreements for the purpose of hedging the interest rate market risk for the respective notional amounts.

Excluding the \$5,000,000 short term credit facility, our long term debt as of September 30, 2009 and December 31, 2008 consisted of the following:

|   | <u>2009</u><br>(unaudited) | <u>2008</u> |
|---|----------------------------|-------------|
| Non-revolving line of credit with BB&T effective February 11, 2009 in the amount of \$12,000,000 with a maturity date of February 11, 2010. Interest is payable monthly starting March 11, 2009, and the note bears interest at the adjusted LIBOR rate of one month LIBOR plus 2.25% per annum with a floor of 4%. As of September 30, 2009, the applicable interest rate was 4%. All our assets (except rental fleet equipment) secure this note. | \$ 11,517,440              | -           |
| Revolving credit facility of \$10 million with BB&T secured by all assets except for rental fleet equipment with a variable interest rate of Libor plus 2.25% and no required monthly principal payments. As of September 30, 2009, the applicable interest rate was 4%. The maturity date under this agreement is January 1, 2012.   | 4,877,098                  | -           |
| Note payable to BB&T in the amount of \$3 million secured by our rental fleet equipment with a fixed interest rate of 5.65%. The repayment terms are principal and interest paid monthly commencing on November 7, 2008 with one final payment of all remaining principal and accrued interest due at maturity on May 7, 2013.  | 2,661,032                  | 2,838,094   |
| Note payable to BB&T in the amount of \$6.0 million secured by our shredder system assets with a fixed interest rate of 5.89%. The repayment terms are principal and interest paid monthly commencing on November 7, 2008 with one final payment of all remaining principal and accrued interest due at maturity on April 7, 2014.  | 5,774,183                  | 5,000,000   |
| Note payable to BB&T in the amount of \$609,900 secured by a crane with a fixed interest rate of 5.89%. The repayment terms are principal and interest paid monthly beginning December 1, 2008 with one final payment of all remaining principal and accrued interest due at maturity in October 2013.  | 567,292                    | 602,153     |
| Note payable to Paccar Financial Corp. in the amount of \$163,655 secured by two Kenworth trucks. Payments are \$3,395.36 per month   | 122,912                    | 153,469     |

with an effective interest rate of 6.5%. The maturity date under this agreement is September 2011.

Note payable to ILS for various assets including tractor trailers, trucks and containers. The repayment terms are \$20,000 per month for 60 months at a seven percent (7%) interest rate. The maturity date under this agreement is August 2012.

|                         |               |              |
|-------------------------|---------------|--------------|
|                         | 631,508       | 774,161      |
|                         | 26,151,464    | 9,367,877    |
| Less current maturities | 12,524,963    | 857,863      |
|                         | \$ 13,626,501 | \$ 8,510,014 |

The annual maturities of long-term debt as of September 30, 2009 are as follows:

|            |               |
|------------|---------------|
| 2010       | \$ 12,524,963 |
| 2011       | 1,109,931     |
| 2012       | 5,949,718     |
| 2013       | 2,834,396     |
| Thereafter | 3,732,456     |
| Total      | \$ 26,151,464 |

**NOTE 5 -- SEGMENT INFORMATION**

Our operations include two primary segments: Recycling and Waste Services. In prior years, our three primary reporting segments were ISA Recycling, CWS and WESSCO. In the first quarter of 2009, we decided to consolidate CWS and WESSCO into one reporting segment because CWS revenues have declined so that this segment is no longer material to our total revenues. We named this combined segment Waste Services because it more accurately reflects that business. Waste Services provides waste disposal services including contract negotiations with service providers, centralized billing, invoice auditing, and centralized dispatching. Waste Services also sells, leases, and services waste handling and recycling equipment.





The Recycling segment generates its revenues based on buying and selling of ferrous, non-ferrous, including stainless steel, and fiber scrap. Waste Services' revenues consist of charges to customers for waste disposal services and equipment sales and lease income. The components of the column labeled "other" are selling, general and administrative expenses that are not directly related to the three primary segments.



We evaluate segment performance based on gross profit or loss and the evaluation process for each segment includes only direct expenses and selling, general and administrative costs, omitting any other income and expense and income taxes.

| <b>FOR THE<br/>NINE MONTHS ENDED<br/>SEPTEMBER 30, 2009</b> | <b>RECYCLING</b> | <b>WASTE<br/>SERVICES</b> | <b>OTHER</b>   | <b>SEGMENT<br/>TOTALS</b> |
|---|------------------|---------------------------|----------------|---------------------------|
| Recycling revenues  | \$136,029,879    | \$ -                      | \$ -           | \$136,029,879             |
| Equipment sales, service<br>and leasing revenues            | -                | 1,593,434                 | -              | 1,593,434                 |
| Management fees   | -                | 5,720,398                 | -              | 5,720,398                 |
| Cost of goods sold  | (123,725,378)    | (4,969,014)               | -              | (128,694,392)             |
| Selling, general and<br>administrative expenses             | (4,488,417)      | (1,031,862)               | (2,235,741)    | (7,756,020)               |
| Segment profit (loss)                                       | \$ 7,816,084     | \$ 1,312,956              | \$ (2,235,741) | \$ 6,893,299              |
| Segment assets  | \$ 63,361,309    | \$ 3,115,724              | \$ 3,575,266   | \$ 70,052,299             |

| <b>FOR THE<br/>NINE MONTHS ENDED<br/>SEPTEMBER 30, 2008</b> | <b>RECYCLING</b> | <b>WASTE<br/>SERVICES</b> | <b>OTHER</b>   | <b>SEGMENT<br/>TOTALS</b> |
|---|------------------|---------------------------|----------------|---------------------------|
| Recycling revenues  | \$ 73,936,140    | \$ -                      | \$ -           | \$ 73,936,140             |
| Equipment sales, service<br>and leasing revenues            | -                | 1,736,991                 | -              | 1,736,991                 |
| Management fees   | -                | 13,759,177                | -              | 13,759,177                |
| Cost of goods sold  | (61,590,647)     | (13,500,501)              | -              | (75,091,148)              |
| Selling, general and<br>administrative expenses             | (4,009,324)      | (1,174,379)               | (2,517,984)    | (7,701,687)               |
| Segment profit (loss)                                       | \$ 8,336,169     | \$ 821,288                | \$ (2,517,984) | \$ 6,639,473              |
| Segment assets  | \$ 25,953,912    | \$ 4,166,162              | \$ 5,047,802   | \$ 35,167,876             |

| <b>FOR THE<br/>THREE MONTHS ENDED<br/>SEPTEMBER 30, 2009</b> | <b>RECYCLING</b> | <b>WASTE<br/>SERVICES</b> | <b>OTHER</b> | <b>SEGMENT<br/>TOTALS</b> |
|--|------------------|---------------------------|--------------|---------------------------|
| Recycling revenues   | \$ 77,877,987    | \$ -                      | \$ -         | \$ 77,877,987             |
| Equipment sales, service<br>and leasing revenues             | -                | 538,791                   | -            | 538,791                   |
| Management fees  | -                | 1,552,696                 | -            | 1,552,696                 |
| Cost of goods sold   | (72,294,051)     | (1,161,980)               | -            | (73,456,031)              |
| Selling, general and<br>administrative expenses              | (1,577,366)      | (321,661)                 | (707,449)    | (2,606,476)               |
| Segment profit (loss)  | \$ 4,006,570     | \$ 607,846                | \$ (707,449) | \$ 3,906,967              |

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|  |                         |                                  |                     |                                  |
|--|-------------------------|----------------------------------|---------------------|----------------------------------|
| Segment assets   | \$ 63,361,309           | \$ 3,115,724                     | \$ 3,575,266        | \$ 70,052,299                    |
|  |                         |                                  |                     |                                  |
| <b>FOR THE<br/>THREE MONTHS ENDED<br/>SEPTEMBER 30, 2008</b> | <b><u>RECYCLING</u></b> | <b><u>WASTE<br/>SERVICES</u></b> | <b><u>OTHER</u></b> | <b><u>SEGMENT<br/>TOTALS</u></b> |
| Recycling revenues   | \$ 23,392,074           | \$ -                             | \$ -                | \$ 23,392,074                    |
| Equipment sales, service<br>and leasing revenues             | -                       | 570,375                          | -                   | 570,375                          |
| Management fees  | -                       | 4,875,379                        | -                   | 4,875,379                        |
| Cost of goods sold   | (19,566,712)            | (4,808,272)                      | -                   | (24,374,984)                     |
| Selling, general and<br>administrative expenses              | (1,339,619)             | (393,229)                        | (789,580)           | (2,522,428)                      |
| Segment profit (loss)  | \$ 2,485,743            | \$ 244,253                       | \$ (789,580)        | \$ 1,940,416                     |
| Segment assets   | \$ 25,953,912           | \$ 4,166,162                     | \$ 5,047,802        | \$ 35,167,876                    |

**NOTE 6 -- INVENTORIES**



Our inventories primarily consist of ferrous and non-ferrous, including stainless steel, scrap metals and are valued at the lower of average purchased cost or market. Quantities of inventories are determined based on our inventory systems and are subject to periodic physical verification using estimation techniques including observation, weighing and other industry methods. We would recognize inventory impairment when the market value, based upon current market pricing, falls below recorded value or when the estimated volume is less than the recorded volume of the inventory. We would record the loss in cost of goods sold in the period during which we identified the loss.





Some commodities are in saleable condition at acquisition. We purchase these commodities in small amounts until we have a truckload of material available for shipment. Some commodities are not in saleable condition at acquisition. These commodities must be torched, sheared or baled. We do not have work-in-process inventory that needs to be manufactured to become finished goods. We include processing costs in inventory for all commodities.



Ferrous inventory of \$2,966,362 at September 30, 2009 was comprised of \$958,909 in raw materials and \$2,007,453 of finished goods. Non-ferrous inventory of \$2,296,825 at September 30, 2009 was comprised of \$728,158 in raw materials and \$1,568,667 of finished goods. Stainless steel inventory at September 30, 2009 was \$15,335,381. Replacement parts inventory for the shredder at September 30, 2009 was \$593,419. Ferrous inventory of \$2,162,149 at December 31, 2008 was comprised of \$418,035 in raw materials and \$1,744,114 of finished goods. Non-ferrous inventory of \$2,033,154 at December 31, 2008 was comprised of \$362,065 in raw materials and \$1,671,089 of finished goods. We charged \$3,135,501 in general and administrative processing costs to cost of sales for the nine months ended September 30, 2009 and \$3,098,870 for the year ended December 31, 2008.

Inventory also includes all types of industrial waste handling equipment and machinery held for resale such as compactors, balers, and containers. Other inventory includes cardboard and baling wire. Inventories as of September 30, 2009 and December 31, 2008 consist of the following:

|                            | <b>September 30,<br/>2009(unaudited)</b> | <b>December 31,<br/><u>2008</u></b> |
|----------------------------|--|-------------------------------------|
| Stainless steel alloys     | \$ 15,335,381                            | \$ -                                |
| Ferrous materials          | 2,966,362                                | 2,162,149                           |
| Non-ferrous materials      | 2,296,825                                | 2,033,154                           |
| Shredder replacement parts | 593,419                                  | -                                   |
| Waste equipment machinery  | 102,725                                  | 95,675                              |
| Other                      | 75,079                                   | 80,370                              |
| <br>Total inventories      | <br>\$ 21,369,791                        | <br>\$ 4,371,348                    |

**NOTE 7 - LEASE COMMITMENTS**

Operating Leases:

We lease our Louisville, Kentucky facility from a related party under an operating lease expiring December 2012. The rent was adjusted in December 2007 per the agreement to monthly payments of \$48,500 through December 2012. In addition, we are also responsible for real estate taxes, insurance, utilities and maintenance expense.

We also lease a management services operations facility and various pieces of equipment in Dallas, Texas for which monthly payments of \$969 are due through September 2010.

We also lease other machinery and equipment under operating leases which expire through June 2010.

Future minimum lease payments for operating leases as of September 30, 2009 are as follows:

|                               |    |           |
|-------------------------------|----|-----------|
| 2009                          | \$ | 642,543   |
| 2010                          |    | 636,000   |
| 2011                          |    | 636,000   |
| 2012                          |    | 159,000   |
| Future minimum lease payments | \$ | 2,073,543 |

Total rent expense for the nine months ended September 30, 2009 and 2008 was \$831,687 and \$661,111 respectively.

Capital Leases:

We lease various pieces of equipment which qualify as capital leases. These lease arrangements require monthly lease payments expiring at various dates through June 2010.

The following is a summary of assets held under capital leases which are included in property and equipment:

|                               | <u>2009</u> | <u>2008</u> |
|-------------------------------|-------------|-------------|
| Equipment                     | \$ 366,172  | \$ 771,567  |
| Less accumulated depreciation | 104,280     | 242,418     |
|                               | \$ 261,892  | \$ 529,149  |

The present value of future net minimum capital lease payments at September 30, 2009 is \$40,481, all current.

**NOTE 8 -- PER SHARE DATA**

The computation for basic and diluted earnings per share is as follows:

Nine months ended September 30, 2009 compared to nine months ended September 30, 2008:

|                                     | <u>2009</u>  | <u>2008</u>  |
|-------------------------------------|--------------|--------------|
| <b>Basic earnings per share</b>     |              |              |
| Net income                          | \$ 3,737,487 | \$ 4,029,298 |
| Weighted average shares outstanding | 3,710,395    | 3,602,703    |
| Basic earnings per share            | \$ 1.01      | \$ 1.12      |
| <b>Diluted earnings per share</b>   |              |              |
| Net income                          | \$ 3,737,487 | \$ 4,029,298 |

|  |           |           |
|--|-----------|-----------|
| Weighted average shares outstanding                        | 3,710,395 | 3,602,703 |
| Add dilutive effect of assumed exercising of stock options | 3,134     | -         |
| Diluted weighted average shares outstanding                | 3,713,529 | 3,602,703 |
| Diluted earnings per share                                 | \$ 1.01   | \$ 1.12   |

Three months ended September 30, 2009 compared to three months ended September 30, 2008:

|  | <u>2009</u>  | <u>2008</u>  |
|--|--------------|--------------|
| <b>Basic earnings per share</b>                            |              |              |
| Net income   | \$ 2,161,214 | \$ 1,280,115 |
| Weighted average shares outstanding                        | 3,900,422    | 3,593,966    |
| Basic earnings per share                                   | \$ 0.55      | \$ 0.36      |
| <b>Diluted earnings per share</b>                          |              |              |
| Net income   | \$ 2,161,214 | \$ 1,280,115 |
| Weighted average shares outstanding                        | 3,900,422    | 3,593,966    |
| Add dilutive effect of assumed exercising of stock options | 9,301        | -            |
| Diluted weighted average shares outstanding                | 3,909,723    | 3,593,966    |
| Diluted earnings per share                                 | \$ 0.55      | \$ 0.36      |

**NOTE 9 -- PURCHASE OF INVENTORY AND FIXED ASSETS OF VENTURE METALS**

On January 13, 2009 we entered into an inventory purchase agreement with Venture Metals, LLC and its members, Steve Jones, Jeff Valentine and Carlos Corona, under which we agreed to pay to Venture Metals \$8,846,794 for inventory comprised of stainless steel and high temperature alloys, which we verified as to weight. We funded the purchase of the inventory through our line of credit with BB&T. We subsequently paid an additional \$262,265 for inventory after the final verification of weight.

Under the agreement, we had the right to retain the use of the property located at 3409 Camp Ground Road, Louisville, Kentucky, the site of the Venture Metals business that Venture Metals leases from Luca Investments, LLC, an affiliate of Venture Metals, owned 50% each by Messrs. Jones and Valentine. We had the right to use the facilities located on those premises for a period not to exceed two years from the date of the agreement for a monthly rental of \$15,000. Messrs. Jones, Valentine and Corona are our employees.

On April 13, 2009, we exercised our option to purchase fixed assets under an installment purchase agreement with Venture Metals, LLC, whereby Venture Metals sold all of its fixed assets, located at 3409 Camp Ground Road, Louisville, Kentucky, to us by virtue of an installment purchase agreement effective February 11, 2009. Steve Jones, Jeff Valentine and Carlos Corona are the sole members of Venture Metals and are currently our employees with Steve Jones now serving as one of our officers. Under the notice of exercise of option to purchase fixed assets we agreed to purchase the fixed assets on April 17, 2009 for the purchase price of \$1,498,885 less the aggregate amount of all rent we paid to Venture Metals under the previous agreement. The installment payment we owed to Venture Metals was \$15,000 per month commencing March 1, 2009 with a pro-rata amount paid for the period from February 11, 2009 through February 28, 2009. A further description of the installment purchase agreement and related transactions is contained in Items 1.01 and 2.01 of Form 8-K for the event dated February 11, 2009, as filed on February 18, 2009, with the Securities and Exchange Commission by us.

At the time of the consummation of the option to purchase fixed assets, the installment purchase agreement terminated. In connection with the exercise of the option to purchase, Venture Metals had to satisfy outstanding obligations with respect to the fixed assets owed to a number of creditors. The fixed assets include equipment such as cranes, loaders, scales, forklifts, computers, including computer software, furniture and certain leasehold improvements to the property at 3409 Camp Ground Road, Louisville, Kentucky.

We completed the acquisition of the real property at 3409 Camp Ground Road, Louisville, Kentucky, from Luca Investments, LLC, an affiliate of Venture Metals, on April 2, 2009. Under the agreement, we purchased the property and improvements thereon consisting of 5.67 acres with a 7,875 square foot building located thereon. We paid \$2,067,041 for the property, comprised of \$1,267,041 in cash and 200,000 shares of ISA common stock priced at the per share NASDAQ last sale price of \$4.00, as quoted on NASDAQ at 10:30 a.m. (EDT) on April 2, 2009. We determined the purchase price for the real estate based on internal analyses as to the value of the property. BB&T provided credit to us under our \$10,000,000 line of credit with BB&T funding the cash portion of the purchase price.

#### **NOTE 10 -- LONG TERM INCENTIVE PLAN**

At our June 16, 2009 annual shareholders meeting, shareholders approved ratification of a long term incentive plan and approved the issuance of additional common shares of our stock. The plan proposes to make available up to 800,000 shares of our common stock for performance-based awards under the plan. We may grant any of these types of awards: non-qualified and incentive stock options; stock appreciation rights; and other stock awards including stock units, restricted stock units, performance shares, performance units, and restricted stock. The performance goals that we may use for such awards will be based on any one or more of the following performance measures: cash flow; earnings; earnings per share; market value added or economic value added; profits; return on assets; return on equity; return on investment; revenues; stock price; or total shareholder return.

The plan is administered by a committee selected by the Board, initially our Compensation Committee, and consisting solely of two or more outside members of the Board. The Committee may grant one or more awards to our employees, including our officers, our directors and consultants, and will determine the specific employees who will receive awards under the plan and the type and amount of any such awards. A participant who receives shares of



stock awarded under the plan must hold those shares for six months before the participant may dispose of such shares. The Committee may settle an award under the plan in cash rather than stock.

As of July 1, 2009, we awarded options to purchase 20,000 shares of our stock each to our three independent directors for a total of 60,000 shares at a per share exercise price of \$6.35.

#### **NOTE 11 -- REAL ESTATE PURCHASE**

On September 10, 2009 we completed the acquisition of all outstanding membership interests in 7124 Grade Lane LLC and 7200 Grade Lane LLC, each a Kentucky limited liability company, owned by Harry Kletter Family Limited Partnership, a Kentucky limited partnership. Mr. Kletter is the chairman and chief executive officer of ISA and the general partner of Harry Kletter Family Limited Partnership.

7124 Grade Lane LLC and 7200 Grade Lane LLC own properties at 7124 Grade Lane and 7200 Grade Lane, Louisville, Kentucky, respectively. Prior to the consummation of the acquisition of the interests in the limited liability companies on September 10, 2009, Harry Kletter Family Limited Partnership owned all the membership interests in each of 7124 Grade Lane LLC and 7200 Grade Lane LLC. ISA acquired these membership interests, and in effect the properties, due to their strategic location adjacent to 7100 Grade Lane, Louisville, Kentucky where ISA has its principal operations and headquarters and recently completed the construction of a new shredder system and part of the installation rests on the property.

As described in each agreement and plan of share exchange, one by and among the limited partnership, 7124 Grade Lane LLC and ISA and the second among the limited partnership, 7200 Grade Lane LLC and ISA, ISA exchanged in the aggregate 500,000 newly-issued, unregistered shares of its \$.005 par value common stock for all the outstanding membership interest in the two limited liability companies. These shares do not have any registration rights. With respect to the purchase of the membership interests in 7200 Grade Lane LLC, ISA provided to the limited partnership 367,187 shares at \$6.40 per share for a purchase price of \$2,349,996.80 and with respect to the purchase of the membership interests in 7124 Grade Lane LLC, ISA provided to the limited partnership 132,813 shares at \$6.40 per share for a purchase price of \$850,003.20. The transaction did not involve financing provided by any financial institutions.

Lohan Realty Resources, Inc., a member of the Appraisal Institute and located in Louisville, Kentucky, provided an appraisal for each property to assist ISA in determining the purchase price for the membership interests in the limited liability companies. As of the date of the appraisals on July 3, 2009, the property at 7124 Grade Lane had an "as is" estimated market value of \$850,000 while the property located at 7200 Grade Lane had an "as is" estimated market value of \$2,350,000. The respective purchase prices paid in the form of ISA shares to the limited partnership for the 7124 Grade Lane LLC and 7200 Grade Lane LLC were \$850,003.20 and \$2,349,996.80, respectively, as evidenced by the 132,813 shares and 367,187 shares of ISA common stock at the per share price of \$6.40.

The transaction received approval of the ISA audit committee comprised of independent directors, the board of directors, without the participation of Harry Kletter, the ISA chairman and chief executive officer and also the general partner of the limited partnership, and a majority of the outstanding shares of ISA common stock by written consent. Because of the relationship between Harry Kletter and ISA, NASDAQ rules required the approval of the ISA stockholders.

Although the form of transaction involved the exchange of ISA unregistered securities for interests in the limited liability companies, the substance of the transaction was the purchase of two tracts of real estate from the limited partnership. Each limited liability company is a special purpose entity formed solely to hold its respective real estate tract to provide greater liability protection. The only income generated from these tracts was an immaterial amount of \$6,000 a month through August 2011 from a lease of four acres of the 7200 Grade Lane tract. Effectively these limited liability companies had no operating assets and were therefore not operating businesses.

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

*The following discussion and analysis should be read in conjunction with our unaudited condensed consolidated financial statements and the accompanying notes thereto included elsewhere in this report.*

*The following discussion and analysis contains certain financial predictions, forecasts and projections which constitute "forward-looking statements" within the meaning of the federal securities laws. Actual results could differ materially from those financial predictions, forecasts and projections and there can be no assurance that we will achieve such financial predictions, forecasts and projections. Factors that could affect financial predictions, forecasts and projections include the fluctuations in the commodity price index and any conditions internal to our major customers, including loss of their accounts and other factors as listed in our Form 10-K for the year ended December 31, 2008, as filed with the Securities and Exchange Commission.*

### **General**

We are primarily focusing our attention now and in the future towards our recycling business. We sell processed ferrous and non-ferrous scrap material to end-users such as steel mini-mills, integrated steel makers, foundries and refineries. We purchase ferrous and non-ferrous scrap material primarily from industrial and commercial generators of steel, iron, aluminum, copper, stainless steel and other metals as well as from other scrap dealers who deliver these materials directly to our facilities. We process these materials by sorting, shearing, cutting and/or baling. We will also continue to focus on initiating growth in our management services business segment and our waste and recycling

equipment sales, service and leasing division.

In 2009, we expanded into the stainless steel recycling market for super alloys and high temperature metals by purchasing inventories and related equipment from Venture Metals, LLC and hiring two of its key executives. We buy, remelt, and sell stainless steel and high-temperature alloys to steel mills like North American Stainless, our primary customer. The Venture Metals asset purchase is the latest in a series of actions we have undertaken to position ourselves for strategic growth. The multi-million-dollar shredder project, completed in June 2009, expands our processing capacity, offers specialty grades of scrap and improves end-product quality. The shredder began operations on July 1, 2009.

Despite the loss of two major customers in 2009, we continue to pursue a growth strategy in the waste management services arena by adding new locations of existing customers as well as marketing our services to potential customers. Currently, we service approximately 600 customer locations throughout the United States and we utilize an active database of over 6,500 vendors to provide timely, thorough and cost-effective service to our customers.

Although our focus is on the recycling industry, our goal is to remain dedicated to the management services, and equipment industry as well, while sustaining steady growth at an acceptable profit, adding to our net worth, and providing positive returns for stockholders. We intend to increase efficiencies and productivity in our core business while remaining alert for possible acquisitions, strategic partnerships, mergers and joint-ventures that would enhance our profitability.

We have operating locations in Louisville, Kentucky, Seymour, Indiana, New Albany, Indiana, and Dallas, Texas. We do not have operating locations outside the United States.

### **Liquidity and Capital Resources**

As of September 30, 2009 we held cash and cash equivalents of \$962,301.

On June 30, 2009, we executed a promissory note, loan agreement and related security documents with Branch Banking and Trust Company in the amount of \$5,000,000 to support our ongoing growth and as a first step in our planned and forthcoming restructuring of our banking facilities. Over the past seven years, we have been acquiring real estate and have made substantial investments in our real property infrastructure using operating cash. We have acquired a valuable portfolio of real estate and this is a first step in maximizing its value to us.

Together with the loan agreement we executed a promissory note, which matured September 28, 2009, at which time the principal plus accrued interest thereon was to be paid in full. On October 15, 2009, we executed a note modification agreement, which extended the maturity date to December 15, 2009. The loan is a non-revolving credit facility and provides that we may borrow from time to time through the maturity date. The loan bears interest at the one month LIBOR plus 3.25% per annum, which shall be adjusted monthly on the first day of each month for each LIBOR interest period. The minimum rate of interest is 4.5%, which was the interest rate as of September 30, 2009. Accrued interest is payable monthly commencing November 15, 2009 with the balance due at maturity on December 15, 2009. We have secured the loan with mortgages, related assignments of leases and rents and environmental certificates against our properties or those of our affiliates, ISA Real Estate, LLC, ISA Indiana Real Estate, LLC and 7021 Grade Lane, LLC. In addition we have cross-collateralized this loan with our other indebtedness owed to BB&T. As a result of this financing BB&T has reduced our available amount under the BB&T Bankcard from \$2.5 million to an amount not to exceed \$500,000 so long as this loan is outstanding. In addition to the cross-collateralization of these other financings with this note, if ISA defaults on any note with BB&T, it is considered to have defaulted on all notes with BB&T. The terms of the loan agreement place certain restrictive covenants on us, including maintenance of a specified tangible net worth, debt to net worth and EBITA ratio. Consequently, these covenants restrict our ability to incur as much additional debt as we may desire for future growth. At September 30, 2009, upon execution of the note modification agreement, we were in compliance with all restrictive covenants related to our indebtedness owed to BB&T. As of September 30, 2009, the outstanding balance on this credit facility was \$5,000,000.

Management is currently in discussions with its current lender and several other banks regarding the modification of the current debt structure. This restructuring is expected to be completed prior to the December 15, 2009 maturity date of the note described above and would ideally consolidate all of ISA's outstanding debt. Additionally, we are evaluating other possible financing alternatives related to accounts receivable as part of our overall evaluation of the capital structure. While we believe this process will be completed by December 15, 2009, there is no assurance of that as we currently do not have any commitments in place.

In addition to the \$5,000,000 short term credit facility, we have long term debt comprised of the following:

|                              | September 30, 2009<br><u>(unaudited)</u> | December 31,<br><u>2008</u> |
|------------------------------|--|-----------------------------|
| Non-revolving line of credit | \$ 11,517,440                            | \$ -                        |
| Revolving line of credit     | 4,877,098                                | -                           |
| Notes payable                | 9,756,926                                | 9,367,877                   |
| Total debt                   | \$ 26,151,464                            | \$ 9,367,877                |

## **Results of Operations**

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The following table presents, for the years indicated, the percentage relationship that certain captioned items in our Consolidated Statements of Operations bear to total revenues and other pertinent data:

|  | <u>Nine months ended</u> |             |
|--|--------------------------|-------------|
|  | <u>September 30,</u>     |             |
|  | <u>2009</u>              | <u>2008</u> |
| Statements of Operations Data:                     |                          |             |
| Total Revenue .....                                | 100.0%                   | 100.0%      |
| Cost of goods sold.....                            | 89.8%                    | 83.8%       |
| Selling, general and administrative expenses ..... | 5.4%                     | 8.8%        |
| Income before other income/expenses.....           | 4.8%                     | 7.4%        |

Nine months ended September 30, 2009 compared to nine months ended September 30, 2008

Total revenue increased \$53,911,403 or 60.3% to \$143,343,711 in 2009 compared to \$89,432,308 in 2008. Recycling revenue increased \$62,093,739 or 84.0% to \$136,029,879 in 2009 compared to \$73,936,140 in 2008. This is primarily due to our acquisition of the Venture Metals stainless steel recycling business, partially offset by a decrease in shipments of 8.3% in ferrous and 32.6% in other nonferrous materials and an average decrease in price of commodities of 38.0%. Management services revenue decreased \$8,038,779 or 58.4% to \$5,720,398 in 2009 compared to \$13,759,177 in 2008 primarily due to the loss of major customers Circuit City and Mervyn's, both of whom declared bankruptcy and closed. Equipment sales, service and leasing revenue decreased \$143,557 or 8.3% to \$1,593,434 in 2009 compared to \$1,736,991 in 2008. This decrease is due to a \$70,190 decrease in equipment sales, a \$55,778 decrease in service and repairs revenue, a \$16,152 decrease in baling wire revenue, and a \$14,427 decrease in other revenue, partially offset by a \$16,770 increase in rental revenue.

Total cost of goods sold increased \$53,603,244 or 71.4% to \$128,694,392 in 2009 compared to \$75,091,148 in 2008. Recycling cost of goods sold increased \$62,134,731 or 100.9% to \$123,725,378 in 2009 compared to \$61,590,647 in 2008. This is primarily due to our acquisition of the Venture Metals stainless steel recycling business, partially offset by a 51.1% decrease in shipments of ferrous and 45.0% decrease in shipments of other nonferrous materials, and to 38.3% lower commodity purchase prices. Waste services cost of goods sold decreased \$8,531,487 or 63.2% to \$4,969,014 in 2009 compared to \$13,500,501 in 2008 primarily due to the loss of major customers Circuit City and Mervyn's due to bankruptcy and due to a decrease of \$58,006 in cost of equipment sales.

Selling, general and administrative expenses decreased \$54,333 or 0.7% to \$7,756,020 in 2009 compared to \$7,701,687 in 2008. As a percentage of revenue, selling, general and administrative expenses were 5.4% in 2009 compared to 8.6% in 2008. The primary drivers of the decrease in total expenses are decreases in fuel expense of \$410,716 and stock bonus of \$284,900, offset by increases in sales manager and labor costs of \$536,772 and an increase of \$111,117 in licenses and fees, both attributable to our new stainless steel recycling business.

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Other income/(expense) decreased (\$740,178) to other expense of (\$664,154) in 2009 compared to other income of \$76,024 in 2008. This was primarily due to an increase in interest expense of \$397,058 and an increase in other expense of \$330,337. The increase in other expense is primarily due to an additional \$65,597 paid in the All-American legal settlement in the first quarter of 2009.

Also, in 2008, we recorded other income of \$117,306 due to an insurance reimbursement and a reduction in accounts payable of \$156,400.

Income tax provision decreased \$ 194,541 to \$2,491,658 in 2009 compared to \$2,686,199 in 2008. The effective tax rate in 2009 and 2008 was 40.0% based on federal and state statutory rates.

### Three months ended September 30, 2009 compared to three months ended September 30, 2008

Total revenue increased \$51,131,646 or 177.3% to \$79,969,474 in 2009 compared to \$28,837,828 in 2008. Recycling revenue increased \$54,485,913 or 232.9% to \$77,877,987 in 2009 compared to \$23,392,074 in 2008. This is primarily due to our acquisition of the Venture Metals stainless steel recycling business and an increase in shipments of 51.2% in ferrous, partially offset by a decrease in shipments of 12.1% in other nonferrous materials and an average decrease in price of commodities of 22.5%. Management services revenue decreased \$3,322,683 or 68.2% to \$1,552,696 in 2009 compared to \$4,875,379 in 2008 primarily due to the loss of major customers Circuit City and Mervyn's, both of whom declared bankruptcy and closed. Equipment sales, service and leasing revenue decreased \$31,584 or 5.5% to \$538,791 in 2009 compared to \$570,375 in 2008. This decrease is due to a decrease in equipment sales and service and repairs revenue.

Total cost of goods sold increased \$49,081,047 or 201.4% to \$73,456,031 in 2009 compared to \$24,374,984 in 2008. Recycling cost of goods sold increased \$52,727,339 or 269.5% to \$72,294,051 in 2009 compared to \$19,566,712 in 2008. This is primarily due to our acquisition of the Venture Metals stainless steel recycling business and an increase of 80.8% in shipments of ferrous, partially offset by a 17.5% decrease in shipments of other nonferrous materials, and to 14.9% lower commodity purchase prices. Waste services cost of goods sold decreased \$3,646,292 or 75.8% to \$1,161,980 in 2009 compared to \$4,808,272 in 2008 primarily due to the loss of major customers Circuit City and Mervyn's who declared bankruptcy and due to a decrease in the cost of equipment sales.

Selling, general and administrative expenses increased \$84,048 or 3.3% to \$2,606,476 in 2009 compared to \$2,522,428 in 2008. As a percentage of revenue, selling, general and administrative expenses were 3.3% in 2009 compared to 8.7% in 2008. The primary drivers of the increase in total expense are increases in sales manager and labor, advertising, commissions, vehicle repairs and maintenance, and depreciation expenses, offset by the decreases in stock bonus and fuel expenses.

Other income/(expense) decreased (\$420,393) to other expense of (\$304,944) in 2009 compared to other income of \$115,449 in 2008 primarily due to a reduction in accounts payable of \$156,400 in 2008 and due to the increase in interest expense due to new debt in 2009.

Income tax provision increased \$665,059 to \$1,440,809 in 2009 compared to \$775,750 in 2008. The effective tax rate in 2009 was 40.0% compared to 37.7% in 2008 based on federal and state statutory rates.

Financial condition at September 30, 2009 compared to December 31, 2008

Cash and cash equivalents decreased \$141,541 to \$962,301 as of September 30, 2009 compared to \$1,103,842 as of December 31, 2008.

We used net cash from operating activities of \$3,256,465 for the nine months ended September 30, 2009. This was primarily due to increases in accounts receivable and inventory, partially offset by the increase in accounts payable and other current liabilities. The increases in accounts receivable and accounts payable were both due to our acquisition of the Venture Metals stainless steel business.

We used net cash from investing activities of \$18,607,575 for the nine months ended September 30, 2009. We used \$10,607,944 for our acquisition of the inventory and fixed assets of Venture Metals. Additionally, we purchased recycling and rental fleet equipment and shredder system equipment of \$8,114,340. The rental fleet equipment consists of solid waste handling and recycling equipment such as compactors, containers and balers. It is our intention to continue to pursue this market.

Our net cash from financing activities of \$21,722,499 for the nine months ended September 30, 2009 is primarily due to the advance of \$25,202,887 on our new lines of credit offset by payments on debt of \$3,419,300.

Accounts receivable trade increased \$12,145,542 or 318.7% to \$15,957,026 as of September 30, 2009 compared to \$3,811,484 as of December 31, 2008. This change is due to our acquisition of the Venture Metals stainless steel business and their level of accounts receivable from time to time.

Inventories consist principally of stainless steel, ferrous and nonferrous scrap materials and waste equipment machinery held for resale. We value inventory at the lower of cost or market. Inventory increased \$16,998,443 or 388.9% to \$21,369,791 as of September 30, 2009 compared to \$4,371,348 as of December 31, 2008. The primary reason for the increase was the acquisition of Venture Metals and the stainless steel inventory that became a portion of our assets.

Inventory aging for the period ended September 30, 2009 (Days Outstanding):

| Description                | 1-30         | 31-60      | 61-90     | Over 90      | Total         |
|----------------------------|--------------|------------|-----------|--------------|---------------|
| Stainless steel alloys     | \$14,972,606 | \$ -       | \$ -      | \$ 362,775   | \$ 15,335,381 |
| Ferrous materials          | 2,820,814    | 94,350     | 8,136     | 43,062       | 2,966,362     |
| Non-ferrous materials      | 1,575,900    | 300,856    | 61,436    | 358,633      | 2,296,825     |
| Shredder replacement parts | -            | -          | -         | 593,419      | 593,419       |
| Waste equipment machinery  | 2,238        | -          | -         | 100,487      | 102,725       |
| Other                      | 75,079       | -          | -         | -            | 75,079        |
|                            | \$19,446,637 | \$ 395,206 | \$ 69,572 | \$ 1,458,376 | \$ 21,369,791 |

Inventory aging for the year ended December 31, 2008 (Days Outstanding):

| Description               | 1-30        | 31-60      | 61-90      | Over 90   | Total       |
|---------------------------|-------------|------------|------------|-----------|-------------|
| Ferrous Materials         | \$1,364,091 | \$ 376,684 | \$ 326,874 | \$ 94,500 | \$2,162,149 |
| Non-ferrous materials     | 990,843     | 217,591    | 294,992    | 529,728   | 2,033,154   |
| Waste equipment machinery | 95,675      | -          | -          | -         | 95,675      |
| Other                     | 80,370      | -          | -          | -         | 80,370      |
|                           | \$2,530,979 | \$ 594,275 | \$ 621,866 | \$624,228 | \$4,371,348 |

Accounts payable trade increased \$9,290,956 or 251.0% to \$12,992,851 as of September 30, 2009 compared to \$3,701,895 as of December 31, 2008, primarily due to our acquisition of the Venture Metals stainless steel recycling business and their level of accounts payable from time to time.

Working capital increased \$1,262,957 to \$4,251,829 as of September 30, 2009 compared to \$2,988,872 as of December 31, 2008. The increase was primarily driven by the \$12.1 million increase in accounts receivable and the \$17.0 million increase in inventories, partially offset by the \$16.7 million increase in current maturities of long term debt, the \$9.2 million increase in accounts payable, and the \$1.9 million in income taxes payable.

#### Contractual Obligations



The following table provides information with respect to our known contractual obligations for the quarter ended September 30, 2009.

| Obligation Description (1)      | Total            | Less<br>than 1 year | 1-3 years        | 3-5 years      | More<br>than 5 years |
|---------------------------------|------------------|---------------------|------------------|----------------|----------------------|
| Long-Term Debt Obligations      | \$26,151,464     | \$12,524,963        | \$ 9,894,045     | \$ 3,732,456   | \$ -                 |
| Capital Lease Obligations (2)   | 40,481           | 40,481              | -                | -              | -                    |
| Operating Lease Obligations (3) | <u>2,073,543</u> | <u>642,543</u>      | <u>1,272,000</u> | <u>159,000</u> | <u>-</u>             |
| Total                           | \$28,265,488     | \$13,207,987        | \$11,166,045     | \$ 3,891,456   | \$ -                 |

(1) Does not include the short term \$5 million non-revolving credit facility modified on October 15, 2009 and coming due December 15, 2009.

(2) We lease various pieces of equipment that qualify for capital lease treatment. These lease arrangements require monthly lease payments expiring at various dates through June 2010.

(3) We lease the Louisville, Kentucky facility from K&R, LLC, the sole member of which is Harry Kletter, our chief executive officer, under an operating lease expiring December 2012. We have monthly rental payments of \$48,500 through December 2012. In the event of a change of control, the monthly payments become \$62,500. We have subleased the Lexington property to an unaffiliated third party for a term commencing March 1, 2007 and ending December 31, 2012 for \$4,500 per month. We currently lease this property from an unrelated party for \$4,500 per month; the lease terminates December 31, 2012. If for any reason the sub-lessee defaults, we remain liable for the remainder of the lease payments through December 31, 2012.

We also lease a management services operations facility and various pieces of equipment in Dallas, Texas for which monthly payments of \$969 are due through September 2010.

Long-term debt, including the current portions thereof, increased \$16,783,587 to \$26,151,464 as of September 30, 2009 compared to \$9,367,877 as of December 31, 2008.

#### **Impact of Recently Issued Accounting Standards**

In December 2007, the Financial Accounting Standards Board (FASB) issued authoritative guidance on business combinations that applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008, which for us is January 1, 2009. The objective of this guidance is to improve the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial reports about a business combination and its effects. This statement requires us as an acquirer of the assets of Venture Metals to recognize the assets acquired, the liabilities assumed, and any non-controlling interest in Venture Metals at the acquisition date, measured at their fair values as of that date, with limited exceptions specified in the statement. Refer to Note 9 of our financial statements for more detailed information about our acquisition of Venture Metals.

In February 2007, the FASB issued authoritative guidance on the fair value option for financial assets and financial liabilities. This guidance provides companies with an option to report selected financial assets and financial liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings at each subsequent reporting date. This guidance is effective for fiscal years beginning after November 15, 2007, the year beginning January 1, 2008 for us. While we continue to review the provisions of this guidance, we have not yet identified any assets or liabilities for which we currently believe we will elect the fair value reporting option.

In March 2008, the FASB issued authoritative guidance on disclosures about derivative instruments and hedging activities. This guidance amends and expands the disclosure requirements in the previously issued guidance on accounting for derivative instruments and hedging activities. The new guidance is effective for fiscal years and interim periods beginning after November 15, 2008, the year beginning January 1, 2009 for us, and we have included the required disclosures in Note 4 of our Condensed Consolidated Financial Statements.

In April 2009, the FASB issued authoritative guidance entitled "Determining Fair Value When the Volume and Level of Activity for the Asset or Liability has Significantly Decreased and Identifying Transactions That Are Not Orderly" and "Recognition and Presentation of Other-Than-Temporary Impairments". These two documents were issued to provide additional guidance about (1) measuring the fair value of financial instruments when the markets become inactive and quoted prices may reflect distressed transactions, and (2) recording impairment charges on investments in debt instruments. Additionally, the FASB issued authoritative guidance entitled "Interim Disclosures about Fair Value of Financial Instruments" to require disclosures of fair value of certain financial instruments in interim financial statements. We do not anticipate the adoption of this guidance will materially impact us. This guidance is effective for financial statements issued for interim and annual reporting periods ending after June 15, 2009, the quarter ending June 30, 2009 for us.

In May 2009, the FASB issued authoritative guidance on subsequent events. It is intended to establish general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. It requires the disclosure of the date through which an entity has evaluated subsequent events and the basis for that date--that is, whether that date represents the date the financial statements were issued or were available to be issued. This disclosure should alert all users of financial statements that an entity has not evaluated subsequent events after that date in the set of financial statements being presented. In particular, this Statement sets forth:

\* The period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements;

\* The circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements;

\* The disclosures that an entity should make about events or transactions that occurred after the balance sheet date.

This Statement is effective for interim and annual periods ending after June 15, 2009, the quarter ending June 30, 2009 for us.

In June 2009, the FASB issued the FASB Accounting Standards Codification (ASC). Effective this quarter, the ASC became the single source for all authoritative generally accepted accounting principles (GAAP) recognized by the FASB and is required to be applied to financial statements issued for interim and annual periods ending after September 15, 2009, the quarter ending September 30, 2009 for us. The ASC did not change GAAP and did not impact the Company's consolidated financial statements.

#### *Accounting Standards Issued Not Yet Adopted*

In June 2009, the FASB issued authoritative guidance on accounting for transfers of financial assets, which is effective for reporting periods beginning after November 15, 2009. This new guidance limits the circumstances in which a financial asset may be de-recognized when the transferor has not transferred the entire financial asset or has continuing involvement with the transferred asset. The concept of a qualifying special-purpose entity, which had previously facilitated sale accounting for certain asset transfers, is removed by this new guidance. We expect that the adoption of this new guidance will not have a material effect on our financial position or results of operations.

In June 2009, the FASB issued authoritative guidance on accounting for variable interest entities (VIE), which is effective for reporting periods beginning after November 15, 2009 and changes the process for how an enterprise determines which party consolidates a VIE, to a primarily qualitative analysis. The party that consolidates the VIE (the primary beneficiary) is defined as the party with (1) the power to direct activities of the VIE that most significantly affect the VIE's economic performance and (2) the obligation to absorb losses of the VIE or the right to receive benefits from the VIE. Upon adoption, reporting enterprises must reconsider their conclusions on whether an entity should be consolidated and should a change result, the effect on net assets will be recorded as a cumulative effect adjustment to retained earnings. We expect that the adoption of this new guidance will not have a material effect on our financial position or results of operations.

ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Fluctuating commodity prices affect market risk in our recycling segment. We mitigate this risk by selling our product on a monthly contract basis. Each month we negotiate selling prices for all commodities. Based on these monthly agreements, we determine purchase prices based on a margin needed to cover processing and administrative expenses.

We are exposed to commodity price risk, mainly associated with variations in the market price for ferrous and nonferrous metal, and other commodities. The timing and magnitude of industry cycles are difficult to predict and are impacted by general economic conditions. We respond to changes in recycled metal selling prices by adjusting purchase prices on a timely basis and by turning rather than holding inventory in expectation of higher prices. However, financial results may be negatively impacted where selling prices fall more quickly than purchase price adjustments can be made or when levels of inventory have an anticipated net realizable value that is below average cost.

We are exposed to interest rate risk on our floating rate borrowings. On June 30, 2009, we executed a promissory note, loan agreement and related security documents with Branch Banking and Trust Company in the amount of \$5,000,000 for the purpose of financing our ongoing growth. On October 15, 2009, we executed a note modification agreement for this note, which extended the maturity date to December 15, 2009. This non-revolving credit facility bears interest at the month LIBOR plus 3.25% per annum, which is to be adjusted monthly on the first day of each month for each LIBOR interest period with a minimum interest rate of 4.5%. The interest rate as of September 30, 2009 was 4.5%. This credit facility had \$5,000,000 in outstanding borrowings as of September 30, 2009. We also maintain a \$10.0 million senior revolving credit facility with the BB&T which had \$4,877,098 in outstanding borrowings as of September 30, 2009. This revolving credit facility bears interest at the one month LIBOR rate, as published in the Wall Street Journal, plus two and twenty-five one-hundredths percent (2.25%) per annum, which was 4.0% as of September 30, 2009. On February 11, 2009, we executed a promissory note with BB&T in the amount of \$12,000,000 which had \$11,517,440 in outstanding borrowings as of September 30, 2009. This note bears interest at the adjusted LIBOR rate of one month LIBOR plus 2.25% per annum with a floor of 4%. As of September 30, 2009, the applicable interest rate was 4%. Based on our average anticipated borrowings under our credit agreements in fiscal 2009, a hypothetical increase or decrease in the LIBOR rate by 1% would increase or decrease interest expense on our variable borrowings by 1% of the outstanding balance, with a corresponding change in cash flows.

Last year, we entered into three interest rate swap agreements swapping variable rates for fixed rates. The first swap agreement covers \$5.8 million in debt and commenced October 15, 2008 and matures on April 7, 2014. The second swap agreement covers approximately \$2.7 million in debt and commenced October 15, 2008 and matures on May 7, 2013. The third swap agreement covers approximately \$571,000 in debt and commenced October 22, 2008 and matures on October 22, 2013. The three swap agreements fix our interest rate at approximately 5.8%. At September 30, 2009, we recorded the estimated fair value of the three swaps at approximately \$648,000. We entered into the swap agreements for the purpose of hedging the interest rate market risk for the respective notional amounts.

We are exposed to market risk from changes in interest rates in the normal course of business. Our interest income and expense are most sensitive to changes in the general level of U.S. interest rates and the LIBOR rate. In order to manage this exposure, we use a combination of debt instruments, including the use of derivatives in the form of interest rate swap agreements. We do not enter into any derivatives for trading purposes. The use of the interest rate swap agreement is intended to convert the variable rate to a fixed rate.

ITEM 4(T): CONTROLS AND PROCEDURES

(a) Disclosure controls and procedures.

ISA's management, including ISA's principal executive officer and principal financial officer, have evaluated the effectiveness of our "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934. Based upon their evaluation, our principal executive officer and principal financial officer concluded that, as of September 30, 2009, ISA's disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in the reports that ISA files under the Exchange Act with the Securities and Exchange Commission (1) is recorded, processed, summarized and reported within the time periods specific in the SEC's rules and forms, and (2) is accumulated and communicated to ISA's management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding the required disclosure.

(b) Internal controls over financial reporting.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act). Our internal control over financial reporting is designed to provide reasonable assurance to our management and Board of Directors regarding the reliability of financial reporting and the preparation and fair presentation of published financial statements for external purposes in accordance with generally accepted accounting principles in the United States.

Our internal control over financial reporting includes those policies and procedures that:

-- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect our transactions and dispositions of our assets;

-- provide reasonable assurance that our transactions are recorded as necessary to permit preparation of our financial statements in accordance with GAAP, and that our receipts and expenditures are being made only in

accordance with authorizations of our management and directors; and

-- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting cannot prevent or detect every potential misstatement. Therefore, even those systems determined to be effective can provide only reasonable assurances with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may decline.

(c) Changes to internal control over financial reporting

With the exception noted below, there were no changes in ISA's internal control over financial reporting during the three months ended September 30, 2009 that have materially affected, or are reasonably likely to affect ISA's internal control over financial reporting.

During the nine months ended September 30, 2009, ISA concluded the acquisition of all the assets of Venture Metals, LLC, in order to enter into the stainless steel and alloys recycling business. For this new business, ISA purchased a new recycling system software package from a third party vendor and installed it in April 2009. ISA installed this new software in the New Albany, Seymour, and Campground Road recycling satellite locations on October 1, 2009. ISA is in the process of conducting an assessment of our new stainless steel recycling business and recycling satellite locations' internal controls over financial reporting for the period between the consummation dates and September 30, 2009, the date of our management's assessment, however, the assessment is not yet complete.

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## PART II -- OTHER INFORMATION

### Item 1. Legal Proceedings

On January 4, 2007, Lennox Industries, Inc., a commercial heating and air-conditioning manufacturer, filed suit against us in the Arkansas County, Arkansas Circuit Court in the case styled Lennox Industries, Inc. v. Industrial

Services of America, Inc., Case No. CV-2007-004. Because of settlement negotiations, Lennox did not serve us until May 23, 2007. Lennox alleges that we breached a 2001 contract with Lennox where we agreed to act as agent for Lennox, by our failure to properly evaluate, categorize, classify and value the production scrap and waste of Lennox, thereby brokering such products at prices below market value. Lennox also alleges negligence and breach of fiduciary duty related to the same alleged failure. Lennox is taking the position that ISA had a duty to obtain a price that was consistent with the materials being sold on their behalf and that it failed to show a proper duty of care in its dealings with Lennox. On July 9, 2008, Lennox amended its Complaint to add a cause of action based on fraud and misrepresentation (civil fraud). The Lennox complaint does not state any specific monetary damages. We have filed an answer denying all claims. The litigation is in its discovery phase with a trial date currently set for November 2009. We currently believe that the claims have no merit.

We have no other litigation at this time.

Item 1A. Risk Factors

We have had no material changes from the risk factors reported in our Form 10-K for the year ended December 31, 2008, as filed with the Securities and Exchange Commission on September 30, 2009.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On November 15, 2005, our Board of Directors authorized a program to repurchase up to 200,000 shares of our common stock at current market prices. During 2008, we repurchased 55,607 shares. In 2007 we repurchased 40,000 shares, in 2006 we repurchased 5,509 shares and in 2005 we repurchased 10,000 shares.

**Issuer Purchases of Equity Securities**

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as part of Publicly Announced Plans or Programs | Maximum Number of Shares that may yet be Purchased Under the Plans or Programs |
|--------|----------------------------------|------------------------------|--|--|
| Oct-05 | -                                |                              |  |  |
| Nov-05 | 10,000                           | \$ 2.9762                    | 10,000   | 190,000  |
| Dec-05 | -                                |                              |  |  |

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|         |        |            |         |         |
|---------|--------|------------|---------|---------|
| Jan-06  | 5,509  | \$ 2.9658  | 15,509  | 184,491 |
| Aug-07  | 20,000 | \$ 9.9229  | 35,509  | 164,491 |
| Dec-07  | 20,000 | \$ 7.7257  | 55,509  | 144,491 |
| Mar-08  | 19,753 | \$ 8.2823  | 75,262  | 124,738 |
| Jun-08  | 9,854  | \$ 11.4169 | 85,116  | 114,884 |
| Sept-08 | 26,000 | \$ 9.7902  | 111,116 | 88,884  |

Item 3. Defaults upon Senior Securities

None.

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

By written consent, the following proposal was adopted by the margin indicated:

(a) PROPOSAL 1: Approval of the purchase of the membership interests in 7124 Grade Lane LLC and 7200 Grade Lane LLC by ISA in exchange for, in the aggregate, 500,000 unregistered shares of ISA common stock issued to Harry Kletter Family Limited Partnership.

|                   |                       |  |
|-------------------|-----------------------|--|
| <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Broker Non-Votes<br/>And Abstentions</u></b> |
| 1,904,733         | -                     | 1,881,559  |

Item 5. Other Information

None.

Item 6. Exhibits



See exhibit index.

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SIGNATURES

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

INDUSTRIAL SERVICES OF AMERICA, INC.

Date: November 16, 2009

/s/ Harry Kletter  
Chairman and Chief Executive Officer  
(Principal Executive and Financial  
Officer)

Date: November 16, 2009

/s/ Alan L. Schroering  
Chief Financial Officer

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INDEX TO EXHIBITS

| <b><u>Exhibit<br/>Number</u></b> | <b><u>Description of Exhibits</u></b>   |
|----------------------------------|---|
| 10.1                             | Note Modification Agreement   |
| 31.1                             | Rule 13a-14(a) Certification of Harry Kletter for the Form 10-Q for the quarter ended September 30, 2009.                   |
| 31.2                             | Rule 13a-14(a) Certification of Alan Schroering for the Form 10-Q for the quarter ended September 30, 2009.                 |
| 32.1                             | Section 1350 Certification of Harry Kletter and Alan Schroering for the Form 10-Q for the quarter ended September 30, 2009. |

